



**Orchard Therapeutics plc
245 Hammersmith Road
London W6 8PW
United Kingdom
Registered Company No. 11494381**

**NOTICE OF 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON JUNE 14, 2023**

NOTICE is hereby given that the Annual General Meeting of Orchard Therapeutics plc, a public limited company incorporated under the laws of England and Wales (referred to herein as the “Company,” “we,” “us” and “our”), will be held on Wednesday, June 14, 2023 at 9 am London time (4 am Eastern time) at 245 Hammersmith Road, London W6 8PW, for transaction of the following business:

Ordinary Resolutions

1. To re-elect James Geraghty as a director, who retires by rotation in accordance with the Company’s Articles of Association.
2. To re-elect Steven M. Altschuler as a director, who retires by rotation in accordance with the Company’s Articles of Association.
3. To re-elect Marc Dunoyer as a director, who retires by rotation in accordance with the Company’s Articles of Association.
4. 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.
5. 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 December 31, 2023.
6. To authorize the Audit Committee to determine the Company’s auditors’ remuneration for the fiscal year ending December 31, 2023.
7. To receive the U.K. statutory annual accounts and reports for the fiscal year ended December 31, 2022 and to note that the Company’s directors do not recommend the payment of any dividend for the year ended December 31, 2022.
8. To approve the compensation of the Company’s named executive officers for the year ended December 31, 2022 on a non-binding, advisory basis.
9. To receive and approve the Company’s U.K. statutory directors’ remuneration report for the year ended December 31, 2022 on a non-binding, advisory basis, which is set forth as *Annex A* to the attached proxy statement.
10. To authorize the Board of Directors, generally and unconditionally for the purpose of s551 of the U.K. Companies Act 2006, to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“Rights”) up to a maximum aggregate nominal amount of £18,398,450.

The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked) on June 13, 2028, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require shares to be allotted, or Rights to be granted, pursuant to this authority after its expiration, and the Board of Directors may allot shares or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

The authority referred to in this resolution is in addition to all subsisting authorities conferred on the Board of Directors in accordance with s551 of the U.K. Companies Act 2006 (including without limitation the authority conferred at the Company's annual general meeting held on 16 June 2021), but the Board of Directors may allot shares or grant Rights pursuant to an offer made or agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or agreement entered into.

11. To authorize the Board of Directors, generally and unconditionally for the purpose of s551 of the U.K. Companies Act 2006, to allot non-voting ordinary shares of the Company, nominal value £0.10 each, and voting ordinary shares of the Company, nominal value £0.10 each (together, "Ordinary Shares"), and/or to grant rights to subscribe for or to convert any security into Ordinary Shares ("Warrant Rights") up to a maximum nominal amount of £15,158,359, pursuant to the securities purchase agreement between the Company and the purchasers named therein, dated March 6, 2023, as it may be amended from time to time (the "Securities Purchase Agreement") (including, upon exercise of any Warrant Rights granted and/or to be granted in accordance with the Securities Purchase Agreement, the allotment and issue of any resulting Ordinary Shares).

The authority referred to in this resolution shall expire (unless previously renewed, varied or revoked) on March 10, 2026, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require shares to be allotted, or Warrant Rights to be granted, pursuant to this authority after its expiration, and the Board of Directors may allot shares or grant Warrant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired.

The authority referred to in this resolution is in addition to all subsisting authorities conferred on the Board of Directors in accordance with s551 of the U.K. Companies Act 2006 (including without limitation the authority conferred at the Company's annual general meeting held on 16 June 2021) and would be in addition to the authority sought in Resolution 10 (if approved), but the Board of Directors may allot shares or grant Warrant Rights pursuant to an offer made or agreement entered into by the Company before the expiry of the authority pursuant to which that offer was made or agreement entered into.

Special resolutions

12. To empower the Board of Directors, generally pursuant to s570(1) of the U.K. Companies Act 2006, to allot equity securities (as defined in s560 of the U.K. Companies Act 2006) for cash pursuant to the general authority conferred on them by Resolution 10 as if s561(1) of the U.K. Companies Act 2006 did not apply to that allotment. This power:

- a. shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £18,398,450;
- b. expires (unless previously renewed, varied or revoked), on June 13, 2028, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require equity securities to be allotted after that expiry and the Board of Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and
- c. applies in relation to a sale of shares which is an allotment of equity securities by virtue of s560(3) of the U.K. Companies Act 2006 as if in the first paragraph of this resolution the words "pursuant to the general authority conferred on them by Resolution 10" were omitted.

13. To empower the Board of Directors, generally pursuant to s570(1) of the U.K. Companies Act 2006, to allot equity securities (as defined in s560 of the U.K. Companies Act 2006) for cash pursuant to the general

authority conferred on them by Resolution 11 as if s561(1) of the U.K. Companies Act 2006 did not apply to that allotment. This power:

- a. shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £15,158,359; and
- b. expires (unless previously renewed, varied or revoked), on March 10, 2028, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require equity securities to be allotted after that expiry and the Board of Directors may allot equity securities pursuant to any of those offers or agreements as if this power had not expired.

Proposals 1 through 11 will be proposed as ordinary resolutions under English law. Assuming that a quorum is present, an ordinary resolution is passed on a show of hands if it is approved by a simple majority (more than 50%) of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, an ordinary resolution is passed if it is approved by holders representing a simple majority (more than 50%) of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

Proposals 12 and 13 will be proposed as special resolutions under English law. A special resolution is passed on a show of hands if it is approved by a majority of not less than 75% of the votes cast by shareholders present (in person or by proxy) at the meeting and entitled to vote. On a poll, a special resolution is passed if it is approved by holders representing not less than 75% of the total voting rights of shareholders present (in person or by proxy) who (being entitled to vote) vote on the resolution.

The result of the shareholder votes on the ordinary resolutions in proposals 4 (*appointment of PricewaterhouseCoopers LLP as our U.K. statutory auditors*), 5 (*ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2023*), 7 (*receipt of our U.K. statutory annual accounts and reports for the year ended December 31, 2022*), 8 (*approval of the compensation of our named executive officers for the year ended December 31, 2022*) and 9 (*approval of our U.K. statutory directors' annual report on remuneration for the year ended December 31, 2022*) are advisory in nature and as a result will not require our Board of Directors or any committee thereof to take any action. However, our Board of Directors values the opinions of our shareholders and will carefully consider the outcome of the votes on such proposals.

The results of any polls taken on the resolutions at the Annual General Meeting and any other information required by the U.K. Companies Act 2006 will be made available on our website (www.orchard-tx.com) as soon as reasonably practicable following the Annual General Meeting and for the required period thereafter.

BY ORDER OF THE BOARD

/s/ Christopher York

Christopher York
Company Secretary
April 27, 2023

Registered Office

245 Hammersmith Road
London W6 8PW
United Kingdom
Registered in England and Wales
No. 11494381

Notes

(a) Only those members registered in the register of members of the Company at 6:30 pm London time (1:30 pm Eastern time) on June 12, 2023 will be entitled to attend and vote at the Annual General Meeting (“AGM”) in respect of the number of ordinary shares registered in their name at the time. Changes to entries on the relevant register after that deadline will be disregarded in determining the rights of any person to attend and vote at the AGM. Should the AGM be adjourned or postponed to a time not more than 48 hours after the deadline, the same deadline will also apply for the purpose of determining the entitlement of members to attend and vote (and for the purpose of determining the number of votes they may cast) at the adjourned or postponed AGM. Should the

AGM be adjourned or postponed for a longer period, then to be so entitled, members must be entered on the register of members at the time which is 48 hours before the time fixed for the adjourned or postponed AGM or, if the Company gives notice of the adjourned or postponed AGM, at the time specified in the notice.

(b) Any member may appoint a proxy to attend, speak and vote on his or her behalf. A member 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 of the member. A proxy need not be a member but must attend the meeting in person. If a member wishes his or her proxy to speak on his or her behalf at the AGM, he or she will need to appoint his or her own choice of proxy and give his or her instructions directly to them. Completion and return of Ordinary Shareholder Proxy Form will not preclude a member from attending, speaking and voting at the AGM or any adjournment or postponement thereof in person. If a proxy is appointed and the member attends the AGM in person, the proxy appointment will automatically be terminated. A validly appointed proxy shall be authorized (at his or her discretion) to consent to any adjournment or postponement of the AGM and, unless otherwise terminated or amended in accordance with these notes or the notes to the Ordinary Shareholder Proxy Form, the submitted Ordinary Shareholder Proxy Form shall remain effective at any such adjourned or postponed AGM. The Ordinary Shareholder Proxy Form, used by the holders of ordinary shares to vote, should be lodged with the Company's Registrar (Equiniti Limited) not later than 9 am London time (4 am Eastern time) on June 12, 2023. The attached proxy statement explains proxy voting and the matters to be voted on in more detail. Please read the proxy statement carefully. For specific information regarding the voting of your ordinary shares, please refer to the proxy statement under the section entitled "*Questions and Answers About Voting.*"

(c) Any corporation that 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.

(d) In the case of joint holders, 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.

(e) Certificateless Registry for Electronic Share Transfer ("**CREST**") members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM and any adjournments or postponements of it by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service providers, should refer to their sponsors or voting service providers, who will be able to take the appropriate action on their behalf.

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's specifications and must contain the information required for those instructions as described in the CREST Manual (available via www.euroclear.com). The message, regardless of whether it relates to the appointment of a proxy or to an amendment to the instruction given to the previously appointed proxy, must, to be valid, be transmitted so as to be received by the Company's agent (ID:RA19) by 9 am London time (4 am Eastern time) on June 12, 2023. 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 providers should note that Euroclear UK 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 voting service providers, to procure that its CREST sponsors or voting service providers take) 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 providers 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.

(f) If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9 am London time (4 am Eastern time) on June 12, 2023 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

(g) As of April 25, 2023 (being the last practicable date before circulation of this Notice), the Company's issued ordinary share capital consisted of 167,646,749 ordinary shares, carrying one vote each, and 16,613,400 non-voting ordinary shares, with no voting rights. Therefore, the total voting rights in the Company as of that date are 167,646,749. Each ADS of the Company represents ten ordinary shares.

(h) Under s527 of the U.K. Companies Act 2006, members meeting the threshold requirement set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 of the U.K. Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with ss527 or 528 of the U.K. Companies Act 2006. Where the Company is required to place a statement on a website under s527 of the U.K. Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under s527 of the U.K. Companies Act 2006, to publish on a website.

(i) Except as set out in the notes to this Notice, any communication with the Company in relation to the AGM, including in relation to proxies, should be sent to the Company's Registrar, Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA, England. No other means of communication will be accepted. In particular, you may not use any electronic address provided either in this notice or in any related documents to communicate with the Company for any purpose other than those expressly stated.

(j) Copies of the service agreement for our executive director and of the letters of appointment for our non-executive directors will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) and at the place of the AGM for one hour before the meeting and at the meeting itself.

(k) Any ordinary shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.