

ORCHARD THERAPEUTICS PLC

Form of Proxy for Ordinary Shareholders 2023 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 Chair 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 9 am London time (4 am Eastern time) on Wednesday, June 14, 2023 and at any adjournment or postponement thereof, on the following resolutions as indicated by an ‘X’ in the appropriate box:

Ordinary Resolutions	For	Against	Withheld <i>(See note 9)</i>	Discretion <i>(See note 9)</i>
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 an advisory basis				
9. To receive and approve the Company’s U.K. statutory directors’ remuneration report for the year ended December 31, 2022 on an advisory basis				
10. To authorize the Board of Directors, generally and unconditionally for the purpose of s551 of the U.K. Companies Act 2006 (the “Act”), to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £18,398,450				
11. To authorize the Board of Directors, generally and unconditionally for the purpose of s551 of the Act, 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, dated March 6, 2023 (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)				
Special Resolutions				
12. Subject to the passing of Resolution 10, to empower the Board of Directors to allot equity securities, under s570 of the Act as if s561(1) of the Act did not apply to such allotment up to a maximum aggregate nominal amount of £18,398,450				
13. Subject to the passing of Resolution 11, to empower the Board of Directors to allot equity securities, under s570 of the Act as if s561(1) of the Act did not apply to such allotment up to a maximum aggregate nominal amount of £15,158,359				

Signature Dated2023

Notes:

1. You may strike out the words "Chair 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 initialed. If you sign and return this form with no name inserted in the space, the Chair 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 Chair is appointed as a proxy, the member appointing him or her is responsible for ensuring that he or she attends the Meeting and should be aware of his or her voting intentions. If a member wishes his or her proxy to speak on his or her behalf at the Meeting, he or she will need to appoint someone other than the Chair and give his or her instructions directly to them.
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 or her rights to attend, speak and to vote at the Meeting instead of him or 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. A validly appointed proxy shall be authorized (at his or her discretion) to consent to any adjournment or postponement of the Meeting and, unless otherwise terminated or amended in accordance with these notes, the form of proxy shall remain effective at any such adjourned or postponed 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 or postponement thereof in person. If a proxy is appointed and the member attends the Meeting in person, the proxy appointment will automatically be terminated.
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 or postponement, 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 that 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 Chair as one of your multiple proxies, simply write "the Chair 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 or postponement 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 or postponement 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 or she thinks fit. If you select "Discretion" or fail to select any of the given options your proxy can vote as he or 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 pm London time (1:30 pm Eastern time) on June 12, 2023 or, in the event that the meeting is adjourned or postponed, in such register not later than 48 hours before the time of the adjourned or postponed 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 and the Chair of the Meeting is appointed as the proxy, this proxy will be voted in accordance with the Board of Directors' recommendations.