



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 Autolus Therapeutics plc, you should forward this document and any accompanying documents to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holdings, you should retain these documents.

The registered office of Autolus Therapeutics plc is Forest House, 58 Wood Lane, London W12 7RZ, United Kingdom. Autolus Therapeutics plc is incorporated and registered in England and Wales under the Companies Act 2006, with company number 11185179. Autolus Therapeutics plc's website is www.autolus.com and telephone number is +44 20 3829 6230.

Autolus Therapeutics plc

Notice of Annual General Meeting 2020

To be held at:

Mediaworks, 5th Floor, 191 Wood Lane, London, W12 7FP, United Kingdom.

On:

Thursday, 18 June 2020, commencing at 1:00 p.m. (British Summer Time).

How to vote

Autolus Therapeutics plc (“**Autolus**” or the “**Company**”) has ordinary shares, which are capable of being held in certificated form or dematerialised and held in CREST, and may also be represented by American Depositary Shares (“**ADSs**”), with each ADS representing one ordinary share.

Your votes matter. In compliance with the Stay at Home Measures noted in the Chairman’s letter under the heading “Coronavirus update” on pages 3 – 4, shareholders will not be able to attend the 2020 annual general meeting (“**AGM**”) in person and you are strongly encouraged to vote your shares by appointing the chair of the AGM as your proxy.

For more information:

- holders of ordinary shares should refer to the notes on pages 10 – 11; and
- holders of ADSs should refer to the notes on page 12.

Location of AGM

The Company’s AGM will be held at Mediaworks, 5th Floor, 191 Wood Lane, London, W12 7FP, United Kingdom on Thursday, 18 June 2020. The AGM will commence at 1:00 p.m. (British Summer Time).

However, in compliance with the Stay at Home Measures and as detailed in the Chairman’s letter under the heading “Coronavirus update” on pages 3 – 4, shareholders will not be able to attend the AGM in person.

How to order paper copies

You can order a paper copy of this notice or any other company report at www.autolus.com.

Chairman's letter

Dear Shareholder,

2020 Annual General Meeting of Autolus Therapeutics plc

I am pleased to confirm that the Company's 2020 Annual General Meeting will take place at 1:00 p.m. (British Summer Time) on Thursday, 18 June 2020 at Mediaworks, 5th Floor, 191 Wood Lane, London, W12 7FP, United Kingdom.

Coronavirus update

The Company's board of directors (each, a "Director" and together, the "Board") believes that the AGM is a key opportunity for us to speak to and hear the views of Autolus shareholders. Whilst, in normal circumstances, the Board values very highly the opportunity to meet shareholders in person at its AGM, at the time of preparing the notice of AGM, we are in the midst of the developing crisis in connection with the coronavirus pandemic.

On 26 March 2020, the UK government passed into law certain compulsory measures prohibiting, amongst other things, public gatherings of more than two people ("**Stay at Home Measures**"). The only exceptions to this are where the gathering is of people who live together or where the gathering is "essential for work purposes" (noting that workers should try to minimise all gatherings). We have been advised that attendance at a general meeting by a shareholder (other than one specifically required to form a quorum for that general meeting) is not "essential for work purposes".

In order to ensure that our AGM may proceed on Thursday, 18 June 2020 in compliance with the Stay at Home Measures, arrangements have been made for a quorum of two shareholders only to be present at our AGM this year. **On this basis, the Board has concluded that as long as the Stay at Home Measures remain in force, shareholders must not attend the AGM in person this year and, instead, should submit proxy votes as described below.** In compliance with the Stay at Home Measures, it is expected that no members of the Board will attend the AGM in person.

In these extraordinary times shareholders should also understand that, whilst the Stay at Home Measures remain in force, any other shareholder who travels to attend the AGM in person will be denied access, as to admit them would be unlawful. It is therefore even more important than usual that all shareholders cast their vote by proxy in advance of the AGM. This can be done electronically in accordance with the instructions below, or by returning the enclosed form of proxy. I would strongly encourage you to vote electronically if you can. **Shareholders should appoint the chair of the AGM as their proxy. If a shareholder appoints someone else as a proxy, that proxy will not be able to attend the AGM in person and cast the shareholder's vote.**

The situation is very fluid and UK government advice and measures are being updated and refreshed frequently. Accordingly, it could become necessary to change the date, time or location of the AGM. In addition, if the Stay at Home Measures are relaxed or removed prior to the AGM, shareholders may be permitted to attend the AGM. If such a change is made, we will: announce the change in advance; issue, where possible and if applicable, an updated notice of the date, time and place of the rearranged AGM; and provide such details and information on how to participate by press release posted on our website and filed with the US Securities and Exchange Commission, as well as, in accordance with our articles of association, by publication in at least two national newspapers published in the United Kingdom.

Chairman's letter cont'd

Shareholder questions

Shareholders can submit questions for the Board in advance of the AGM to Lucinda Crabtree, PhD, our Vice President, Investor Relations and Corporate Communications, at l.crabtree@autolus.com. The Board will endeavour, where appropriate, to answer such questions by publishing responses on the Company's website (<http://www.autolus.com/investor-relations/news-and-events/aggm>) as soon as practicable following the conclusion of the AGM.

Business of the AGM

Due to the extraordinary circumstances related to the coronavirus pandemic, the business conducted at the AGM will be limited, and is made up of resolutions that we regularly bring to shareholders. For a more robust update on the Company's business, and full details of the fiscal period in review, you should consult the Company's annual accounts for the 15-month period ended 31 December 2019 and the associated reports of the Directors and auditors and also the Company's 2019 Annual Report on Form 20-F, which can be found at www.autolus.com.

Recommendation

The formal notice of AGM is set out on pages 5 – 6 of this notice and an explanation of each of the resolutions to be considered at the AGM may be found on pages 7 – 9 of this notice. Your Directors consider that all of the resolutions that are being proposed to the 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 for the benefit of its shareholders as a whole.

Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as each of the Directors with personal holdings of shares in the Company intends to do in respect of their own beneficial holdings of shares.

Your votes do matter. Information about how to vote is given on pages 10 – 12 of this notice. In order to comply with the Stay at Home Measures, please vote your shares by appointing the chair of the AGM as your proxy.

Thank you for your ongoing support of Autolus.

Yours faithfully,

Dr Christian Itin
Chairman
18 May 2020

Notice of 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting of Autolus Therapeutics plc will be held at Mediaworks, 5th Floor, 191 Wood Lane, London, W12 7FP on Thursday, 18 June 2020 commencing at 1:00 p.m. (British Summer Time), for the transaction of the following business.

This notice is being sent to you because, as of Friday, 15 May 2020 (being the latest practicable date before publication of this notice), you are registered as a holder of ordinary shares in the register of members of the Company. However, this notice will also be made available to holders of ADSs and contains information relevant to holders of ADSs.

All resolutions to be considered at the AGM will be proposed as ordinary resolutions. That means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution. The Company's Board considers that all resolutions to be considered at the AGM are in the best interests of the Company and its shareholders and are most likely to promote the success of the Company for the benefit of its shareholders as a whole and recommends that you vote in favour of such resolutions.

You can order a paper copy of this notice or any other company report at www.autolus.com.

Ordinary resolutions

Resolution 1

Report and accounts

To receive and adopt the Company's accounts for the 15-month period ended 31 December 2019 and the associated reports of the Directors and auditors (the "**2019 Annual Report and Accounts**"). See the notes on page 7.

Resolution 2

Directors' remuneration report

To approve the Directors' remuneration report set out on pages 16 to 41 (inclusive) of the 2019 Annual Report and Accounts. See the notes on page 7.

Resolution 3

Reappointment of auditors and determination of auditors' remuneration

To re-appoint Ernst & Young LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the AGM of the Company to be held in 2021 and to authorise the Directors to determine the auditors' remuneration. See the notes on page 7.

Resolution 4

Director re-election

To re-elect Mr. J Berriman as a Director. See the notes on pages 7 – 8 and the biography of Mr. J Berriman on page 8.

Resolution 5

Director re-election

To re-elect Dr. K Dhingra as a Director. See the notes on pages 7 – 8 and the biography of Dr. K Dhingra on pages 8 – 9.

The results of the polls taken on the resolutions at the AGM and any other information required by the Companies Act 2006 will be made available on the Company's website (www.autolus.com/investor-relations/news-and-events/agm) as soon as reasonably practicable following the AGM and for the required period thereafter.

Notice of 2020 Annual General Meeting cont'd

BY ORDER OF THE BOARD

Matthias Alder
Company Secretary
18 May 2020

The registered office of Autolus Therapeutics plc is Forest House, 58 Wood

Lane, London W12 7RZ, United Kingdom. Autolus Therapeutics plc is incorporated and registered in England and Wales under the Companies Act 2006, with company number 11185179. Autolus Therapeutics plc's website is www.autolus.com and telephone number is +44 20 3829 6230.

Notes to resolutions

Notes to resolution 1 Report and accounts

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial year. For the 15-month period ended 31 December 2019, these are all contained in the 2019 Annual Report and Accounts.

In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt the 2019 Annual Report and Accounts, a copy of which may be found at: www.autolus.com/investor-relations/news-and-events/agm.

Notes to resolution 2 Directors' remuneration report

Resolution 2 seeks shareholder approval for the Annual Statement by the Chairman of the Compensation Committee and Annual Report on Remuneration which can be found on pages 16 – 41 (inclusive) of the 2019 Annual Report and Accounts. The Directors' report on remuneration sets out details of each Director's remuneration during the 15-month period ended 31 December 2019. In accordance with the relevant regulations, the resolution is an advisory vote and does not affect the remuneration already paid to any Director.

Notes to resolution 3 Reappointment of auditors and determination of auditors' remuneration

Resolution 3 seeks shareholder approval for the reappointment of Ernst & Young LLP as the Company's auditors until the conclusion of the next AGM at which the Company's accounts are laid before shareholders. This resolution also seeks authority to give the Directors power to set the remuneration of the Company's auditors.

The Directors recommend Ernst & Young LLP's reappointment and seek authority to determine their remuneration. In accordance with the Statutory Audit Services Order 2014, issued by the UK Competition & Markets Authority, the Board will delegate to the audit committee the authority to determine the auditors' remuneration.

The audit committee will continue to consider the reappointment of the external auditor each year before making a recommendation to the Board.

The audit committee reviews the fee structure, resourcing and terms of engagement for the external auditor annually.

Notes to resolutions 4 and 5 Re-election of Directors

The Directors are divided into three classes designated as "Class I", "Class II" and "Class III". Only the Directors in Class II are required by the Company's articles of association to retire and offer themselves for re-election at the 2020 AGM of the Company. At the following two annual general meetings, the Directors in Class III and Class I, respectively, shall retire from office and be eligible for re-appointment.

In accordance with this requirement Mr. J Berriman and Dr. K Dhingra retire and offer themselves for re-election as Directors.

Notes to resolutions cont'd

The nomination committee identifies, evaluates and recommends to the Board candidates for appointment or reappointment as Directors and for appointment as company secretary.

The nomination committee keeps the diversity, mix of skills, experience and knowledge of the board under regular review and seeks to ensure an orderly succession of Directors. The outside directorships and broader commitments of the non-executive Directors (including time commitments) are also monitored by the nomination committee.

The nomination committee's reasons for the re-election of Directors are set out with the biography of each Director who is retiring and offering himself for re-election at the AGM, as are descriptions of the directors' skills and experience.

In respect of each of the Directors who is retiring and offering himself for re-election at the AGM, the Board has fully considered whether each such Director is free from any relationship that could materially interfere with the exercise of his or her independent judgment. The Board has determined that each of these non-executive Directors is considered to be independent as that term is defined under Nasdaq rules.

Mr. J Berriman and Dr. K Dhingra are recommended by the Board for re-election.

Notes to resolution 4

John Berriman

Non-Executive Director

John Berriman has served on our Board since August 2014. He has served as chairman of the boards of directors of Confo Therapeutics NV since December 2016, Depixus SAS since December 2015, ReNeuron Group plc since April 2015 and Autifony Therapeutics Ltd since 2011. He previously served as chairman of the board of directors of Heptares Therapeutics Ltd from 2007 until it was sold to Sosei Group in February 2015; as chairman of the board of directors of Algeta ASA from 2004 through its listing on the Oslo Stock Exchange in 2007 and subsequently served as deputy chairman from 2008 until it was sold to Bayer AG in 2014; and as a director of Micromet, Inc. from May 2006 until it was sold to Amgen Inc. in 2012. Prior to this, from 1997 to 2004, he was a director of Abingworth Management, an international healthcare venture capital firm, where he was involved in founding, financing and serving as a director of several biotechnology companies in Europe and the United States, many of which obtained listings on public stock exchanges. Prior to that, Mr. Berriman spent 14 years with Celltech Group plc and was a member of its board when it listed on the London Stock Exchange in 1994. He holds a Master's degree in Chemical Engineering from the University of Cambridge and an M.B.A. from the London Business School. We believe that Mr. Berriman is qualified to serve on our board of directors because of his extensive experience in our industry, including his strategic management and operational experience, his experience serving on public company boards and his experience with public offerings, private investments and mergers.

Notes to resolution 5

Kapil Dhingra

Non-Executive Director

Kapil Dhingra, M.D. has served on our Board since August 2014. Dr. Dhingra currently serves as the managing member of KAPital Consulting, LLC, a healthcare consulting firm that he founded in June 2008. Dr. Dhingra has over 25 years of experience in oncology clinical research and drug development. From 1999 to 2008, Dr. Dhingra worked at Hoffmann-La Roche, where he served in roles of increasing responsibility, most recently as vice president, head of the oncology disease biology leadership team and head of oncology clinical

Notes to resolutions cont'd

development. From 2000 to 2008, he held a clinical affiliate appointment at Memorial Sloan Kettering Cancer Center. From 1996 to 1999, Dr. Dhingra worked at Eli Lilly and Company where he served in roles of increasing responsibility, most recently as senior clinical research physician. Dr. Dhingra also served as a clinical associate professor of medicine at the Indiana University School of Medicine from 1997 to 1999. Prior to Eli Lilly and Company, Dr. Dhingra was a member of the faculty of the MD Anderson Cancer Center of the University of Texas from 1989 to 1996. Dr. Dhingra has served on the boards of directors of Replimune Limited, a biotechnology company, since July 2017, Median Technologies, a medical imaging software company, since June 2017, Five Prime Therapeutics, Inc., a biotechnology company, since December 2015. Dr. Dhingra previously served as a member of the boards of directors of BioVex from 2009 until its acquisition by Amgen Inc. in 2011, Micromet, Inc. from February 2009 until its acquisition by Amgen Inc. in 2012, YM Biosciences Inc. from 2012 until its acquisition by Gilead Sciences, Inc. in February 2013, Algeta ASA from 2010 until its acquisition by Bayer in March 2014 and EpiTherapeutics ApS from January 2014 until its acquisition by Gilead in May 2015, Advanced Accelerator Applications S.A., a pharmaceutical company, from April 2014 until its acquisition by Novartis in January 2018, and Exosome Diagnostics from 2012 until its acquisition by Bio-Techne Corporation in August 2018. Dr. Dhingra holds an M.D. from the All India Institute of Medical Services in New Delhi, India and has performed postgraduate work at the All India Institute of Medical Services, the Lincoln Medical and Mental Health Center of New York Medical College and Emory University School of Medicine. We believe that Dr. Dhingra is qualified to serve on our board of directors because of his extensive experience in executive positions with several pharmaceutical companies and in the clinical development of pharmaceuticals in several therapeutic areas, including in oncology, and his experience serving on the boards of several publicly traded life science companies.

Shareholder voting information

Holders of ordinary shares

When is my voting entitlement fixed?

To vote at the AGM you must be a registered holder of ordinary shares at 6:00 p.m. (British Summer Time) on Tuesday, 16 June 2020 (or, if the AGM is adjourned, at 6:00 p.m. (British Summer Time) on the day two working days prior to the adjourned meeting). Your voting entitlement will depend on the number of ordinary shares that you hold at that time.

The holders of ordinary shares are entitled to one vote per share on all matters that are subject to shareholder vote.

How can I vote at the AGM?

If you are a registered holder, you can appoint the chair of the AGM or any other person to attend, speak and vote on your behalf. This person is called your proxy. Your proxy does not have to be a shareholder, but must attend the AGM to represent you. **Shareholders should appoint the chair of the AGM as their proxy. If a shareholder appoints someone else as a proxy, that person will not be able to attend the meeting in person and cast the shareholder's vote.**

You can instruct your proxy how to vote. Where no specific instruction is given by you, your proxy may vote at their discretion or refrain from voting, as they see fit. You can appoint more than one proxy provided it is in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- by logging on to eproxyappointment.com and following the instructions;
- by completing and returning the paper form of proxy (if one has been sent to you). Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled; or
- via CREST (see further notes on page 15).

If you own shares jointly with one or more other persons, then where more than one of the joint holders completes a proxy appointment, only the appointment submitted by the most senior holder will be accepted. For this purposes, seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by Computershare Investor Services, the Company's registrar (the "**Registrar**"), by 1:00 p.m. (British Summer Time) on Tuesday, 16 June 2020.

If you miss this deadline and wish to submit a new vote or amend an existing vote, you will be unable to do so due to the Stay at Home Measures.

I already voted but have changed my mind – can I change my vote?

Shareholder voting information

You can submit a new voting instruction at any time before the time and date above. If you wish to amend a paper form of proxy, you must do so in writing and sign your new form of proxy.

The voting instruction received last will be the one that is followed.

I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using a paper form provided it is in relation to different shares. **Note that given the Stay at Home Measures, if a shareholder appoints someone other than the chair of the AGM as a proxy, that person will not be able to attend the meeting in person and cast the shareholder's vote.**

Corporate shareholders may either appoint one or more proxies using the paper form or via CREST, or alternatively appoint one or more corporate representatives in relation to different shares. **Note that given the Stay at Home Measures, corporate representatives will not be permitted to attend the AGM.**

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST).

CREST ID number: 3RA50

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.

I have a power of attorney from a shareholder – how can I vote?

You can vote using the paper form of proxy only. You must ensure that the valid power of attorney and the form of proxy have been deposited with the Registrar, Computershare Investor Services at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom, by 1:00 p.m. (British Summer Time) on Tuesday, 16 June 2020.

Shareholder voting information

Holders of ADSs

When is my voting entitlement fixed?

To vote at the AGM you must be a registered holder of ADSs at 5:00 p.m. (Eastern Daylight Time) on Tuesday, 12 May 2020 (or 10:00 p.m. (British Summer Time) on the same day). Your voting entitlement will depend on the number of ADSs you hold at that time.

The holders of ADSs are entitled to one vote per ADS on all matters that are subject to shareholder vote.

How can you attend the AGM in person?

Unfortunately, due to the Stay at Home Measures currently in place, you may not attend this year's AGM in person.

How can I vote at the AGM?

You can instruct the depositary, Citibank, N.A. (the "**Depositary**"), or any other person to vote on your behalf.

You can instruct the Depositary to vote on your behalf by completing and returning the paper ADS voting instruction card (if one has been sent to you). Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

If you are an ADS holder holding via a bank, broker or nominee, you would need to contact such said party to submit your vote through your bank, broker or nominee and complete the paperwork required by said party by their required deadlines.

By when do I have to submit my vote?

Paper voting instructions, including any amendments, must be received by the Depositary by 10:00 a.m. (Eastern Daylight Time) on Monday, 15 June 2020 (or 3:00 p.m. (British Summer Time) on the same day).

If your instructions are not received by the Depositary by the appointed times, then under the terms of the Deposit Agreement between the Company and the Depositary your ADSs may, under certain circumstances, be voted by a person designated by the Company.

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction at any time during the voting period. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed.

I hold my shares in a street name – can I still vote?

You should contact your bank, broker or nominee for information on how to vote your ADSs.

Other information

A copy of this notice and other information required by the Companies Act 2006 can be found at www.autolus.com/investor-relations/news-and-events/agm.

Information rights

Under the Companies Act 2006, 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 direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 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 direct 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 AGM, 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 Companies Act 2006 and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- 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; and
- any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the AGM.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the AGM includes any such statement that the company has been required to publish on its website.

Shareholder requisition rights

Members satisfying the thresholds in section 338 of the Companies Act 2006 can require the Company to give to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM, provided in each case that the requirements of that section are met and provided that

Shareholder voting information

the request is received by the company not later than six weeks before the AGM or if later the time at which notice is given of the AGM.

Total voting rights and share capital

As at 15 May 2020 (the latest practicable date before the publication of this notice), the issued share capital of the Company was 52,246,244 ordinary shares. Updates to this number can be viewed online at www.autolus.com.

Other information

Notes:

The following notes further explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf. However, note that, in compliance with the Stay at Home Measures noted in the Chairman's letter under the heading "Coronavirus update" on pages 3 – 4, shareholders will not be able to attend the AGM in person and you are strongly encouraged to vote your shares by appointing the chair of the AGM as your proxy.

1. You can vote either:
 - 1.1. by logging on to eproxyappointment.com and following the instructions;
 - 1.2. you may request a hard copy form of proxy directly from the Registrar, Computershare Investor Services, on Tel: +44 370 703 6238. Calls cost 12 pence per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. (British Summer Time), Monday to Friday excluding public holidays in England and Wales; or
 - 1.3. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 5-7 below.
2. The completed form of proxy, voting instruction via eproxyappointment.com or any CREST Proxy Instruction (as described in notes 5-7 below), as the case may be, must be received by Computershare Investor Services by 1:00 p.m. (British Summer Time) on Tuesday, 16 June 2020.
3. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
4. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in notes 5-7 below) will not prevent a shareholder from attending the AGM and voting in person if he/she wishes to do so. However, in compliance with the Stay at Home Measures, shareholders will not be able to attend the AGM in person this year.
5. 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 adjournment of the AGM) by using the procedures described in the CREST Manual (available from www.euroclear.com/site/public/EUI). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a 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.
6. In order for a proxy appointment or instruction made by means of CREST 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 must be transmitted so as to be received by Computershare Investor Services (ID number 3RA50) by 1:00 p.m. (British Summer Time) on Tuesday, 16 June 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer'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.
7. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. 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 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 system 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.

Shareholder voting information

8. Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements 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 financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the 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 for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
9. Any shareholder attending the AGM 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 AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered. Due to the Stay at Home Measures currently in force, questions should be submitted by shareholders prior to the AGM, via electronic mail to Lucinda Crabtree, PhD, our Vice President, Investor Relations and Corporate Communications, at l.crabtree@autolus.com. Replies to these questions will, where appropriate, be posted on the Company's website as soon as practicable following the conclusion of the AGM.
10. Due to the Stay at Home Measures, the Company is unable to make available for inspection any of the following documents in the usual course prior to and at the AGM:
 - 10.1. copies of the executive directors' service contracts; and
 - 10.2. copies of the letters of appointment of the non-executive directors.
11. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

A copy of this notice, and other information required by the Companies Act 2006, can be found on the Company's website at www.autolus.com.

Contact details

Autolus Therapeutics plc

Registered Office:
Forest House
58 Wood Lane
W12 7RZ London
United Kingdom

Tel: +44 20 3829 6230

Registrar

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZZ
United Kingdom

Shareholder helpline - for information relating to your ordinary shares, please contact the Registrar on +44 370 703 6238. Calls outside the United Kingdom will be charged at the applicable international rate. The Registrar is open between 9:00 a.m. – 5:30 p.m. (British Summer Time), Monday to Friday excluding public holidays.

ADS Depositary

Citibank Shareholder Services
P.O. Box 43077
Providence, Rhode Island 02940-3077
USA

Tel: 1-877-CITI-ADR (toll free)
Tel: 1-781-575-4555 (outside US)
Fax 1-201-324-3284
E-mail at: Citibank@shareholders-online.com