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

FORM 6-K

**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 2022

Commission File Number: 001-40299

Achilles Therapeutics plc

(Exact name of registrant as specified in its charter)

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)

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):

Notice of Annual General Meeting

On May 26, 2022, 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, 2022 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.

INDEX TO EXHIBITS

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

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, 2022

By: /s/ Robert Coutts

Robert Coutts
Chief Financial Officer



ACHILLES THERAPEUTICS PLC

**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 2022

Dear Shareholder,

2022 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 Tuesday 28 June 2022 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 11 to 14 contains the shareholder resolutions to be proposed and voted on at the AGM.

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, 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. Further details on how to access the webcast are set out on page 13 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 Chairman of the Board
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 with ‘AGM question’ in the title line by 17:00 UK time (12:00 Eastern Time) on 21 June 2022.

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 – Ordinary Shares

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 strongly encourage all shareholders to complete and return a proxy form appointing the Chairman of the Meeting, as proxy. Further information on how to appoint a proxy is detailed on pages 12 and 13 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 12 and 13 of this Notice of AGM. A form of proxy for use by ordinary shareholders at the AGM is enclosed.

You are strongly encouraged to appoint the Chairman of the AGM as your proxy.

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 24 June 2022**. 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, our Company Secretary, by telephone at +44 (0) 204 534 1996 or 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 9 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's 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 8 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 11 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.

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 directors 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

Edwin was most recently CEO of Ablynx NV which was acquired by Sanofi for \$4.8Bn in 2018. Edwin was CEO at Ablynx for more than 12 years and built it from a small R&D-focused organisation into a five hundred person commercial-ready business with a broad biologics pipeline including a wholly-owned product for a rare hematologic indication which was approved for use in Europe earlier this year. At Ablynx, Edwin led the Euronext Brussels listing, multiple successful private and public financings and the NASDAQ listing in 2017. He was also responsible for delivering a series of multi-billion-pound collaborations with major pharmaceutical companies. Edwin has more than 25 years of Board level experience, both as CEO and Chairman, in more than 10 European life science companies. During his career to date, Edwin has raised more than €500M in equity and debt financing.

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 Board of Directors at Rocket Pharmaceuticals Ltd., a public biopharmaceutical company where he is also Chair of the Audit Committee. 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 Sero 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

Bernhard Ehmer

Non-Executive Director

Bernhard is a veteran biotechnology and pharmaceutical executive with more than three decades in senior leadership roles. He most recently served as CEO of Biotest AG in Germany and also served as chairman of the board of directors at Symphogen A/S, Denmark until its acquisition by Servier SA in June 2020. Prior to this, he worked for ImClone Systems, a wholly owned subsidiary of Eli Lilly, as President of ImClone Systems Inc. in the United States and as managing director in Germany. Before this he was CEO of Fresenius Biotech, where he was instrumental in the EU approval of Removab®, a treatment for malignant ascites.

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

At each general meeting at which the accounts are laid before shareholders, the Company is required to appoint auditors to serve until the next such general meeting. KPMG LLP has indicated its willingness to continue 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 year ending 31 December 2022.

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

Resolution 9: Receipt of the reports and accounts

The Companies Act 2006 (the "CA 2006") requires the directors of a public company to lay, in respect of each financial year, copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company before the Company's shareholders. Each report and the audited financial statements of the Company are contained in the 2021 Annual Report. In accordance with best practice, the Company proposes an ordinary resolution to receive the 2021 Annual Report.

The 2021 Annual Report may be found in the "Investor Relations" section of the Company website at: <https://ir.achillestx.com/agm2022>.

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

Resolution 10: Directors' Remuneration Policy

In accordance with the requirements of the CA 2006, as a UK resident company listed on Nasdaq, the Company is required to establish a Directors' Remuneration Policy containing a framework of limits within which the Remuneration Committee of the Board is authorised by shareholders to operate. This policy must be approved by an ordinary resolution of the shareholders at the first general meeting of the Company at which the Company lays copies of the directors' reports, the independent auditors' report and the audited financial statements of the Company before the Company's shareholders and every three years thereafter.

Given that the forthcoming AGM is the first at which the Company is required to lay the Directors' Remuneration Policy before the shareholders, the Company is seeking shareholder approval in respect of the proposed Directors' Remuneration Policy, which sets out the Company's forward-looking policy on Directors' remuneration.

Further details of the proposed Directors' Remuneration Policy are set out on pages 15 to 24 of the 2021 Annual Report.

The Board of Directors recommend a vote for the approval of Resolution 10.

Resolution 11: UK statutory directors' annual report on remuneration

The CA 2006 requires that the annual report on directors' remuneration, contained within the 2021 Annual Report, be subject to an annual advisory, non-binding vote so that shareholders may indicate, by voting on an ordinary resolution, their approval of the remuneration of the Company's directors in the relevant financial year, as well as how the Company's remuneration policy will be applied in the following financial year.

The full text of the Company's remuneration report is set out at pages 24 to 32 of the 2021 Annual Report and sets out the Company's policy towards, and gives details of, Directors' remuneration and other relevant information.

This vote is advisory and non-binding. Although non-binding, our Board, and the Remuneration Committee of the Board, will review and consider the voting results when making future decisions regarding our director remuneration program and the application of our Directors' Remuneration Policy. Following the upcoming AGM, and as required by the CA 2006, the directors' annual report on remuneration will be delivered to the UK Registrar of Companies.

The Board of Directors recommend a vote for the approval, on a non-binding, advisory basis, of Resolution 11.

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 19 May 2022 (the “Record Date” for ADS holders)**.

Beneficial Holders:

If you hold ADSs through a brokerage firm, bank or nominee by the Record Date, 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 22 June 2022**.

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.

OTHER INFORMATION

A copy of this Notice of AGM, our 2021 Annual Report and other information required by section 311 of the CA 2006 can be found at <https://ir.achillestx.com/agm2022> (all available in the “Investor Relations” section of the website).

Information rights

Under the CA 2006 Act, there are a number of rights that may 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 CA 2006 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 19 May 2022 (the latest practicable date before the publication of this Notice of AGM), the issued share capital of the Company was 39,154,650 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 2022

Notice is hereby given that the 2022 Annual General Meeting (“AGM”) of the Company will be held at 245 Hammersmith Road, London W6 8PW, United Kingdom on Tuesday 28 June 2022 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 11 (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 of the Company.
2. To re-elect as a director, Iraj Ali, who retires by rotation in accordance with the Articles of Association of the Company.
3. To re-elect as a director, Carsten Boess, who retires by rotation in accordance with the Articles of Association of the Company.
4. To re-elect as a director, Bernhard Ehmer, who retires by rotation in accordance with the Articles of Association of the Company.
5. To re-elect as a director, Michael Giordano, who retires by rotation in accordance with the Articles of Association of the Company.
6. To re-elect as a director, Julie O’Neill, who retires by rotation in accordance with the Articles of Association of the Company.
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 2022.
9. To receive the UK statutory annual accounts and reports for the fiscal year ended 31 December 2021 and to note that the Directors do not recommend the payment of any dividend for the year ended 31 December 2021.
10. To approve the Directors’ Remuneration Policy set out on pages 15 to 24 of the 2021 Annual Report, which, if approved, will take effect immediately after the conclusion of the AGM on 28 June 2022.
11. To receive and approve, on a non-binding, advisory basis, our UK statutory directors’ remuneration report for the year ended 31 December 2021, which is set forth at pages 24 to 32 of the 2021 Annual Report.

By order of the Board

Edwin Moses
Chairman
26 May 2022

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 Company's Register of Members of the Company at 17:00 (UK time) on 24 June 2022 (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 AGM 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. 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 2022 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 AGM 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.
10. If shareholder or an ADR holder wishes to listen to 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 with ‘2022 AGM Webcast’ in the title line. The Company will email the access details directly to the shareholder or ADR holder to access the webcast. The email must be received by the Company by no later than 17:00 (UK Time) (12:00 Eastern time) on 21 June 2022 in order for the shareholder or ADR holder to be entitled to access the webcast. Please note that ADR holders will not be able to vote as part of the AGM webcast 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.

11. Except as provided above, members who have general queries about the AGM should write to the Company Secretary, Daniel Hood, at the address of our registered office or by email: shares@achillestx.com. You may not use any electronic address provided either in this notice of AGM 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 2022 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 2022 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 2022 (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.

Ordinary Resolutions	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Total Vote Instructions</u>	<u>No Voting Instruction</u>
1. <i>To re-elect as a director, Edwin Moses, who retires by rotation in accordance with the Articles of Association of the Company.</i>					
2. <i>To re-elect as a director, Iraj Ali, who retires by rotation in accordance with the Articles of Association of the Company.</i>					
3. <i>To re-elect as a director, Carsten Boess, who retires by rotation in accordance with the Articles of Association of the Company.</i>					

Ordinary Resolutions	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Total Vote Instructions</u>	<u>No Voting Instruction</u>
4. To re-elect as a director, Bernhard Ehmer, who retires by rotation in accordance with the Articles of Association of the Company.					
5. To re-elect as a director, Michael Giordano, who retires by rotation in accordance with the Articles of Association of the Company.					
6. To re-elect as a director, Julie O'Neill, who retires by rotation in accordance with the Articles of Association of the Company.					
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 2022.					
9. To receive the UK statutory annual accounts and reports for the fiscal year ended 31 December 2021 (the " 2021 Annual Report ") and to note that the Directors do not recommend the payment of any dividend for the year ended 31 December 2021.					
10. To approve the Directors' Remuneration Policy set out on pages 15 to 24 of the 2021 Annual					

Ordinary Resolutions

Report, which, if approved, will take effect immediately after the conclusion of the AGM on 28 June 2022.

Votes For

Votes
Against

Votes
Abstained

Total Vote
Instructions

No Voting
Instruction

11. *To receive and approve, on a non-binding, advisory basis, our UK statutory directors' remuneration report for the year ended 31 December 2021, which is set forth at pages 24 to 32 of the 2021 Annual Report.*

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) & (4))</u>	<u>Date</u>
BNY (Nominees) Limited	160 Queen Victoria Street, London, EC4V 4LA	By: _____ Name: _____ Title: _____	2022

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 but must attend the meeting to represent you. 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. Your appointment of a proxy will not preclude you from attending and voting in person at the AGM. If you have appointed a proxy and attend the meeting in person and vote, your proxy appointment will automatically be terminated.
- (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. **You are strongly encouraged to appoint the Chairman of the AGM as your proxy.**
- (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 2022 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.
- (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, 2022
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 11

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 Irqj 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 Bernhard Ehmer <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 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Receipt of 2021 UK statutory annual accounts and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Non-binding, advisory approval of the 2021 UK statutory directors' remuneration report	<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, 2022 for Holders as of May 19, 2022



www.proxypush.com/achl
• Use internet to log in.
• View Meeting Documents.
• Follow online instructions to cast your vote.



1-866-649-0694
• Use any touch-tone telephone.
• Have your ADS Voting Card at hand.
• Follow the simple recorded instructions.

OR

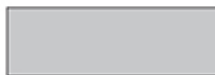


• Mark, sign and date your Voting Card.
• Detach your Voting Card.
• Return your Voting Card in the postage-paid envelope provided.

OR

All votes must be received by 5:00 p.m. on June 22, 2022

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 Date Above

Please Sign Here

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 22, 2022)

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, 2022** at the Company's **Annual General Meeting** to be held on **Tuesday, June 28, 2022 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, 2022 a written confirmation that, as of the June 18, 2022, (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 hereby inform you that the 2022 annual general meeting of Achilles Therapeutics plc (the “Company”) will take place on Tuesday, June 28, 2022 at 17:00 UK time (12:00 Eastern Time) at 245 Hammersmith Road, London W6 8PW (the “AGM”). 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. As a result, you are only receiving this letter accompanied by your voting instruction card. Information regarding the AGM, including the Notice of AGM (the “AGM Notice”), may be accessed through the “Investor Relations” section of the Company’s website, at:

<https://ir.achillestx.com/agm2022>

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

17:00 – 17:10	Welcome and open Meeting
17:10 – 17:40	Presentation by the Chairman of the Board
17:40 – 18:00	Q&A
18:00	Close of Meeting

Please note that the AGM will be held as a physical meeting at the Company’s offices. To support engagement with our shareholders and ADR holders, it is our intention to live stream the AGM by webcast and to enable questions relating to the AGM resolutions to be submitted in advance of the AGM by shareholders and ADR holders. ADR holders are invited to submit their questions in advance by sending an email to shares@achillestx.com with ‘AGM question’ in the title line by 17:00 UK time (12:00 Eastern Time) on 21 June 2022. Further details are available in the AGM Notice.

If an ADR holder wishes to listen to the AGM webcast, please email your name, address and email id to shares@achillestx.com with ‘2022 AGM webcast’ 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 21st, 2022 in order for the ADR holder to be entitled to access the broadcast. **Please note that this will not enable you to participate in the business of the AGM remotely or vote electronically as part of the AGM. Instead, you are strongly encouraged to vote by proxy using voting instructions supplied with this letter by no later than 22 June 2022.**

Achilles Therapeutics plc	T: +44 (0) 208 1544600
245 Hammersmith Road	E: info@achillestx.com
London W6 8PW	W: achillestx.com

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.



If you do not have access to the internet and would like to obtain a printed copy of the AGM-related information please write to the following address and physical copies of the relevant documents will be sent to you:

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

Alternatively, you may 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