
**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 June 2022

(Commission File No. 001-38547)

Autolus Therapeutics plc

(Translation of registrant's name into English)

**The MediaWorks
191 Wood Lane
London W12 7FP
United Kingdom**

(Address of registrant's principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover 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): ☐

Other Events

On May 31, 2022, Autolus Therapeutics plc (the “Company”) published its 2021 UK Annual Report (the “UK Annual Report”) for the year ended December 31, 2021 and distributed a notice of its annual general meeting to be held on June 28, 2022 (the “AGM”), a form of proxy and its UK Annual Report to its ordinary shareholders. The notice of the AGM is attached as Exhibit 99.1 hereto. The UK Annual Report is posted on the investor relations section of the Company’s website at www.autolus.com.

On or about May 31, 2022, Citibank, N.A., in its capacity as the depositary bank (the “Depositary”) for the Company’s American Depositary Shares (“ADSs”), commenced mailing notice materials and voting cards to ADS holders to enable ADS holders of record as of May 23, 2022 to instruct the Depositary to vote the ordinary shares represented by their ADSs. If the Depositary receives timely voting instructions from an ADS holder, it will endeavor to vote the ordinary shares (in person or by proxy) represented by the holder’s ADSs in accordance with the ADS holder’s voting instructions. The ability of the Depositary to carry out voting instructions may be limited by practical and legal limitations and ADS holders may not receive voting materials in time to enable them to return voting instructions to the Depositary in a timely manner. The notice materials to be mailed by the Depositary to ADS holders will contain a link to the Company’s website where ADS holders can view and download the AGM notice distributed by the Company to its ordinary shareholders (which contains explanatory notes for the resolutions being voted on at the AGM) and the UK Annual Report.

The information contained in Exhibit 99.1 or the UK Annual Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly set forth by specific reference in such a filing.

Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Notice of Annual General Meeting

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.

Autolus Therapeutics plc

By: /s/ Christian Itin
Name: Christian Itin
Title: Chief Executive Officer

Date: June 1, 2022



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 The MediaWorks, 191 Wood Lane, London W12 7FP, 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 2022

To be held at:

The Studio, WestWorks, White City Place, London W12 7FQ.

On:

Tuesday, 28 June 2022, commencing at 8:00 a.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. You are strongly encouraged to vote your shares by appointing the chair of the 2022 annual general meeting (“**AGM**”) as your proxy. You may also attend the AGM in person.

For more information:

- holders of ordinary shares should refer to the notes on pages 12 – 13; and
- holders of ADSs should refer to the notes on page 14.

How to attend

The Company’s AGM will be held at The Studio, WestWorks, White City Place, London W12 7FQ on 28 June 2022. The AGM will commence at 8:00 a.m. (British Summer Time). If you receive your notifications by email, you will be asked to show a copy, either on an electronic device or as a print out. Please bring your admission card, if you have one and be prepared to provide evidence of your shareholding and/or identity.

If you are attending on behalf of a registered holder of shares you must bring photographic proof of identity and evidence of your appointment to represent that shareholder, including their admission card if possible. This includes people appointed as proxies, corporate representatives and those with power of attorney. Please refer to the notes on pages 12 – 14.

If you are bringing a guest, please let us know in advance.

How to order paper copies

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

Copies will also be available at the AGM.

Chairman's letter

Dear Shareholder,

2022 Annual General Meeting of Autolus Therapeutics plc

On behalf of the Company's board of directors (each, a "**Director**" and together, the "**Board**") and senior management, I look forward to welcoming you to the Company's 2022 Annual General Meeting at The Studio, WestWorks, White City Place, London W12 7FQ, on 28 June 2022. The AGM will start at 8:00 a.m. British Summer Time.

At the AGM, we will be discussing our performance during the fiscal year ending on 31 December 2021, and our strategy. Full details of the fiscal year in review are set out in the 2021 Autolus Annual Report and Accounts (the "**2021 Annual Report and Accounts**"), which can be found at www.autolus.com.

Business of the AGM

The business we will discuss at the AGM 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 2021 Annual Report and Accounts, including and the associated reports of the Directors and auditors, and also the Company's 2021 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 4 – 6 of this notice and an explanation of each of the resolutions to be considered at the AGM may be found on pages 7 – 11 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 at the AGM is given on pages 12 – 14 of this notice. If you cannot attend the AGM, please vote your shares by appointing a proxy.

Thank you for your ongoing support of Autolus.

John Johnson
Non-Executive Chairman
30 May 2022

Notice of 2022 Annual General Meeting

Notice is hereby given that the 2022 Annual General Meeting of Autolus Therapeutics plc will be held at The Studio, WestWorks, White City Place, London W12 7FQ on 28 June 2022 commencing at 8:00 a.m. (British Summer Time), for the transaction of the following business.

This notice is being sent to you because, as of Friday, 27 May 2022 (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.

Resolutions 1 – 8 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. Resolution 9 to be considered at the AGM will be proposed as a special resolution. That means that for this resolution to be passed, more than 75% of the votes cast must be in favour of the resolution. The 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 financial year ended 31 December 2021 and the associated reports of the Directors and auditors (the "2021 Annual Report and Accounts"). See the notes on page 7.

Resolution 2

Directors' remuneration report

To approve the Directors' remuneration report (excluding the Directors' remuneration policy set out on pages 23 to 36 (inclusive) of the Directors' remuneration report), which is set out on pages 20 to 45 (inclusive) of the 2021 Annual Report and Accounts. See the notes on page 7.

Resolution 3

Directors' remuneration policy

To approve the Directors' remuneration policy set out on pages 23 to 36 (inclusive) within the Directors' remuneration report contained in the 2021 Annual Report and Accounts, which will take effect immediately after the end of the AGM. See the notes on page 7.

Resolution 4

Re-appointment 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 2023 and to authorise the Directors to determine the auditors' remuneration. See the notes on pages 7 - 8.

Resolution 5

Director re-election

To re-elect Dr. J Anderson as a Director. See the notes on page 8 and the biography of Dr. J Anderson on pages 8 - 9.

Resolution 6

Director re-election

To re-elect Dr. J Backstrom as a Director. See the notes on page 8 and the biography of Dr. J Backstrom on page 9.

Resolution 7

Director re-election

To re-elect Dr. M Murphy as a Director. See the notes on page 8 and the biography of Dr. M Murphy on page 9.

Resolution 8

Authority to allot shares

To authorise the Board, generally and unconditionally for the purpose of section 551 of the

Companies Act 2006 (the “**Companies Act**”) to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company (“**Rights**”) up to a maximum aggregate nominal amount of \$8,400. This authority shall expire (unless previously renewed, varied or revoked) on 27 June 2027, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require shares to be allotted, or Rights to be granted, pursuant to this authority after its expiration, and the Board may allot shares or grant Rights in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired. The authority granted by this resolution shall replace all existing authorities to allot any shares of the Company and to grant Rights previously granted pursuant to section 551 of the Companies Act, but without prejudice to any allotment of shares or grant of Rights already made or agreed or offered to be made pursuant to such authorities. See the notes on pages 9 - 10.

Special resolution

Resolution 9

Disapplication of pre-emption rights

Subject to the passing of Resolution 8, to empower the Board generally pursuant to section 570(1) and section 573 of the Companies Act to allot equity securities (as defined in section 560 of the Companies Act) for cash pursuant to the general authority conferred on them by Resolution 8 as if section 561(1) of the Companies Act did not apply to that allotment. This power:

- (a) shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of \$8,400;
- (b) expires (unless previously renewed, varied or revoked) on 27 June 2027, but the Company may at any time before the expiration of this authority make an offer or agreement which would or might require equity securities to be allotted after that expiry and the Board may allot equity securities pursuant to any of those offers or agreements as if this power had not expired; and
- (c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act as if in the first paragraph of this resolution the words “pursuant to the general authority conferred on them by Resolution 8” were omitted.

For the purposes of this resolution, references to the allotment of equity securities shall be interpreted in accordance with section 560 of the Companies Act.

This resolution replaces all unexercised powers previously granted to the Board to allot equity securities as if section 561 of the Companies Act did not apply, but shall be without prejudice to any allotment of equity securities already made or agreed or agreed to be made pursuant to such authorities. See the notes on pages 10 - 11.

Notice of 2022 Annual General Meeting (cont'd)

The results of the polls taken on the resolutions at the AGM and any other information required by the Companies Act 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.

BY ORDER OF THE BOARD

Alex Driggs

Company Secretary

30 May 2022

The registered office of Autolus Therapeutics plc is The MediaWorks, 191 Wood Lane, London W12 7FP, United Kingdom. Autolus Therapeutics plc is incorporated and registered in England and Wales under the Companies Act, 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 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 financial year ended 31 December 2021, these are all contained in the 2021 Annual Report and Accounts.

In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt the 2021 Annual Report and Accounts, a copy of which may be found at: www.autolus.com/investor-relations/news-and-events/agg.

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 found on pages 20 to 45 (inclusive) of the 2021 Annual Report and Accounts. The Directors' report on remuneration sets out details of each Director's remuneration during the financial year ended 31 December 2021. 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

Directors' remuneration policy

In accordance with section 439A of the Companies Act, a resolution to approve the remuneration policy section of the Directors' remuneration report is required to be put to a vote by shareholders. The vote is binding which means that payments, including for loss of office, cannot be made to current, past or future Directors unless that payment is consistent with the Directors' remuneration policy or has been approved by a resolution of the shareholders. The Directors' remuneration policy must be put to shareholders for approval at least every three years, unless during that time it is to be changed. The last approved remuneration policy was approved by the shareholders at our 2019 annual general meeting and the remuneration policy is scheduled to be proposed for approval at the AGM, as required by the Companies Act.

Resolution 3 is therefore an ordinary resolution to approve the Directors' remuneration policy, which is set out in full on pages 23 to 36 of the 2021 Annual Report and Accounts. If approved, this policy will take effect immediately after the end of the AGM and will remain valid until replaced by a new or amended policy (expected to occur at the 2025 annual general meeting of the Company).

Notes to resolution 4

Re-appointment of auditors and determination of auditors' remuneration

Resolution 4 seeks shareholder approval for the re-appointment 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. The Board will delegate to the audit committee the authority to determine the auditors' remuneration.

Notes to resolutions (cont'd)

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 5, 6 and 7**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 I are required by the Company’s articles of association to retire and offer themselves for re-election at the 2022 AGM of the Company. At the following two annual general meetings, the Directors in Class II and Class III, respectively, shall retire from office and be eligible for re-appointment.

In accordance with this requirement Dr. J Anderson, Dr. J Backstrom and Dr. M Murphy retire and offer themselves for re-election as directors.

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 election or re-election of directors are set out with the biography of each director, as are descriptions of the directors’ skills and experience.

In respect of each of the non-executive directors, the Board has fully considered whether each 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.

Dr. J Anderson, Dr. J Backstrom and Dr. M Murphy are recommended by the board for re-election.

Notes to resolution 5**Joe Anderson****Non-Executive Director**

Joseph Anderson, Ph.D. has served on our Board since February 2016. He is a Partner in the Sofinnova Crossover Fund, which he joined in October 2020. Previously, he served as the chief executive officer and a member of the board of directors of Arix Bioscience plc, a global life sciences company, where he held similar positions since January 2016. He has founded and managed public equity funds and served as a member of the following boards of directors: Algeta ASA (acquired by Bayer AG) from 2009 to 2013, Amarin plc from October 2009 to 2013, Cytos Biotechnology Ltd, a biotechnology company, from 2012 until it merged with Kuros Biosurgery Holding Ltd in January 2016, and Epigenomics AG from 2012 to 2014. He was a partner at Abingworth LLP, an international investment group dedicated to the life sciences and healthcare sectors, from January 2004 through December 2015. From October 1999 through December 2003, Dr. Anderson was previously at First State Investments in London, part of the Commonwealth Bank of Australia, where he was head of global healthcare equities and portfolio manager. Prior to this, he was a pharmaceuticals analyst at investment bank, Dresdner Kleinwort Benson from June 1998 through October 1999. From 1990 to 1998,

Notes to resolutions (cont'd)

Dr. Anderson established and was head of the strategy unit at The Wellcome Trust, one of the world's largest medical foundations. Dr. Anderson holds a Ph.D. in Biochemistry from the University of Aston and a B.S. in Biological Science from Queen Mary College, University of London. We believe that Dr. Anderson is qualified to serve on our Board because of his extensive experience serving on boards of directors of life science companies.

Notes to resolution 6

Jay Backstrom

Non-Executive Director

Jay T. Backstrom, MD, MPH has served on our Board since August 2020. Dr. Backstrom served as Executive Vice President, Research and Development, at Acceleron Pharma from December 2019 up through the completion of the Merck acquisition in December 2021. He previously served in various positions of increasing responsibility at Celgene Corporation from 2008 through the completion of the Bristol Myers Squibb-Celgene merger in December 2019, most recently holding the position of Chief Medical Officer. Dr. Backstrom has served as a member of the board of directors of Beigene Biopharma since December 2021 and as a member of the board of directors of Disc Medicine since January 2022. He holds a M.S. from the Lewis Katz School of Medicine at Temple University in Philadelphia, and completed his medical training, including serving as Chief Medical Resident, in the Department of Medicine at Temple University Hospital. Dr. Backstrom received a M.P.H. from Saint Louis University. We believe that Dr. Backstrom is qualified to serve on our Board because of his extensive experience as a pharmaceutical company executive and in the clinical development and regulation of pharmaceuticals, including CAR T therapies.

Notes to resolution 7

Martin Murphy

Non-Executive Director

Martin Murphy, Ph.D. has served on our Board since September 2014. He currently serves as the chief executive officer of Syncona Investment Management Limited, part of the global life science company Syncona Ltd, a position he has held since December 2016, and previously founded Syncona Partners LLP and served as its chief executive officer from May 2012 to December 2016. Prior to then, he served as a partner at MVM Life Science Partners LLP, a venture capital company focused on life science and healthcare investments, from 2003 to 2012. During his time at MVM, Dr. Murphy was a member of the management and investment committees and led MVM's European operations. Before then, Dr. Murphy worked at 3i Group plc and McKinsey & Company. He has a Ph.D. in Biochemistry from the University of Cambridge. We believe that Dr. Murphy is qualified to serve on our Board because of his extensive experience as an investor, particularly in the life sciences industry.

Notes to resolution 8

Authority to allot shares

The directors of an English public limited company must have specific authority from shareholders to allot shares in the company or to grant rights to subscribe for or to convert any security into shares in the company.

At the time of the Company's initial public offering in 2018, our shareholders authorised the allotment by our directors of up to 200 million ordinary shares, for a period of up to five years. Following the issue of ordinary shares underlying ADSs in our initial public offering and subsequently, the remaining number of ordinary shares subject to such authorisation is now approximately 139 million and such authority will expire on 26 June 2023.

Notes to resolutions (cont'd)

We are asking for your approval to renew the directors' authority to allot shares for an additional five-year period to expire in June 2027 in respect of shares with an aggregate nominal value of \$8,400 (equal to 200 million ordinary shares of \$0.000042 each). Your approval of Resolution 8 will provide our Board with continued flexibility to issue ordinary shares up to such maximum number, subject to the shareholder approval and other requirements of The Nasdaq Stock Exchange and the US Securities and Exchange Commission. The renewed authority would apply to the issuance of shares, employee and director equity awards (save to the extent that they are granted under "employee share schemes" and therefore exempt from this requirement) and other securities convertible into or exercisable or exchangeable for our shares.

If shareholders do not approve Resolution 8, the existing authorisation granted at the time of the Company's initial public offering in 2018 will continue to apply until June 2023 or until such earlier time as it has been fully utilised. However, following such expiration or utilisation, the Board would be constrained in its ability to fund the development of Autolus' business through equity offerings absent a further shareholder authorisation.

Notes to resolution 9**Disapplication of pre-emption rights**

When the directors of an English public limited company allot equity securities (being ordinary shares or rights to subscribe for, or to convert any securities into, ordinary shares) for cash, the company must first offer those equity securities on the same or more favourable terms to existing shareholders of the company on a pro rata basis (commonly referred to as the statutory pre-emption right) unless this statutory pre-emption right is disapplied, or opted-out of, by approval of the shareholders.

At the time of our initial public offering in 2018, our shareholders disapplied the statutory pre-emption right in respect of allotments by our directors of up to 200 million ordinary shares, for a period of up to five years. Following the issue of ordinary shares underlying ADSs in our initial public offering and subsequently, the remaining number of ordinary shares subject to such disapplication is now approximately 139 million and such disapplication will expire on 26 June 2023.

We are asking for your approval to renew the pre-emption disapplication for an additional five-year period to expire in June 2027 in respect of shares with an aggregate nominal value of \$8,400 (equal to 200 million ordinary shares of \$0.000042 each). Your approval of Resolution 9 will provide our Board with continued flexibility to issue ordinary shares for cash or grant rights to subscribe for, or convert any security into, ordinary shares for cash on a non-pre-emptive basis up to such maximum number.

If shareholders do not approve Resolution 9, the existing pre-emption disapplication granted at the time of the Company's initial public offering in 2018 will continue to apply until June 2023 or until such earlier time as it has been fully utilised. However, ordinary shares issued for cash after such expiration or utilisation would have to first be offered to existing shareholders of the Company pro rata to their existing shareholdings before those shares could be issued to any new shareholders. This limitation on our ability to issue shares for cash could put us at a distinct disadvantage vis-à-vis many of our peers who are not subject to such requirements, and would increase our costs and otherwise might make it difficult for us to complete equity capital raisings that our Board considers to be in the best interests of our shareholders. Please note that the requirement to offer shares to pre-existing shareholders does not apply where such shares are issued for non-cash consideration or pursuant to employee share schemes.

Notes to resolutions (cont'd)

The approval of Resolution 9 is conditional on the approval of Resolution 8 because English law requires that a pre-emption disapplication be given in respect of a particular authorisation (general or specific) to allot shares. Resolution 9 will therefore not be passed unless Resolution 8 is also approved, notwithstanding that shareholders may have voted to approve Resolution 9. As required under English law, Resolution 9 is a special resolution that requires the affirmative vote of at least 75% of the votes cast in person or by proxy at the AGM in order to be passed.

Voting information for holders of ordinary shares and ADSs

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 Friday, 24 June 2022 (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 of ordinary shares, 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. We recommend that shareholders appoint the chair of the AGM as their proxy.

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 www.investorcentre.co.uk/eproxy 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 pages 18 - 19).

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 purpose, 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 8:00 a.m. (British Summer Time) on Friday, 24 June 2022 (or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the time of the adjourned meeting).

If you miss this deadline and wish to submit a new vote or amend an existing vote, you can only do so by attending the AGM in person and voting.

Voting information for holders of ordinary shares and ADSs (cont'd)

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

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.

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.

Multiple proxies and corporate representatives may all attend and speak at the AGM and may vote the shares that their respective appointments represent in different ways.

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 6ZY, United Kingdom, by 8:00 a.m. (British Summer Time) on Friday, 24 June 2022 (or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the time of the adjourned meeting).

Voting information for holders of ordinary shares and ADSs (cont'd)

Holders of ADSs

When is my voting entitlement fixed?

To vote at the AGM you must be a holder of ADSs at 5:00 p.m. (Eastern Daylight Time) on Monday, 23 May 2022 (or 10:00 p.m. (British Summer Time) on the same day) (the “**ADS Record Date**”). 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 I attend the AGM in person?

ADS holders cannot attend or vote at the AGM.

How can I vote the Ordinary Shares represented by my ADSs at the AGM?

If you are a registered holder of ADSs as of the ADS Record Date you will be able to instruct the depositary, Citibank, N.A. (the “**Depositary**”), to vote the Ordinary Shares represented by your ADSs on your behalf by completing and returning an ADS voting instruction card to the Depositary no later than the time and date specified in the ADS voting instruction card. The Depositary will send to registered holders of ADSs as of the ADS Record Date an ADS voting instruction card and an explanatory Depositary Notice. Please read the instructions carefully to ensure you have completed and signed the ADS voting instruction 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 Wednesday, 22 June 2022 (or 3:00 p.m. (British Summer Time) on the same day) in the manner and at the address specified in the ADS voting instruction card.

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 ADS voting instruction card at any time during the ADS voting period. If you wish to amend the ADS voting instruction card you must do so in writing and sign your new ADS voting instruction card. The ADS voting instruction card received last by the Depositary prior to the expiration of the ADS voting period will be the one that is followed.

I hold my ADSs in street name – can I still vote?

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

Other information (cont'd)

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

Information rights

Under the Companies Act, 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 (“**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 and writes to you directly for a response.

Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 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 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 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.

Other information (cont'd)**Total voting rights and share capital**

As at 27 May 2022 (the latest practicable date before the publication of this notice), the issued share capital of the Company was 90,920,145 ordinary shares.

Other information (cont'd)

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. Shareholders 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 www.investorcentre.co.uk/eproxy 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 www.investorcentre.co.uk/eproxy 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 8:00 a.m. (British Summer Time) on Friday, 24 June 2022 (or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the time of the adjourned meeting).
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.
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 8:00 a.m. (British Summer Time) on Friday, 24 June 2022 (or, if the AGM is adjourned, 48 hours (excluding non-working days) prior to the time of the adjourned meeting). 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.

Other information (cont'd)

8. 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.
9. The Company shall make available for inspection any of the following documents in the usual course prior to and at the AGM:
 - 9.1. copies of the executive director's service contract; and
 - 9.2. copies of the letters of appointment of the non-executive directors.
10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act) 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, can be found on the Company's website at www.autolus.com.

Contact details**Autolus Therapeutics plc**

Registered Office:
The MediaWorks
191 Wood Lane
W12 7FP 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 ADS Holder 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