
**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
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the Month of April 2022

Commission File Number: 001-39992

Immunocore Holdings plc

(Translation of registrant's name into English)

**92 Park Drive
Milton Park
Abingdon, Oxfordshire OX14 4RY
United Kingdom
(Address of principal executive office)**

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):

INFORMATION CONTAINED IN THIS REPORT ON FORM 6-K

Annual General Meeting

On April 14, 2022, Immunocore Holdings plc (the “Company”) distributed a notice of annual general meeting to be held at the offices of Cooley (UK) LLP, 22 Bishopgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 on May 12, 2022 at 2:00 p.m. (British Summer Time) (the “AGM”), a form of proxy, and its annual report and accounts for the year ended December 31, 2021 (the “UK Annual Report”) to the holders of the Company’s ordinary shares in connection with the Company’s AGM. The notice of AGM and the form of proxy are furnished as Exhibits 99.1 and 99.2, respectively, to this report on Form 6-K.

On or about April 14, 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 instruction cards to ADS holders to enable ADS holders of record as of April 7, 2022 to instruct the Depositary to vote the ordinary shares represented by their ADSs. The Depositary’s notice of AGM to ADS holders and the ADS voting instruction card are furnished as Exhibits 99.3 and 99.4, respectively, to this report on Form 6-K.

The UK Annual Report and other materials related to the AGM are posted on the investor relations section of the Company’s website at <https://ir.immunocore.com>.

The information contained in this report on Form 6-K, including Exhibits 99.1, 99.2, 99.3 and 99.4, is intended to be furnished and 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.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Notice of Annual General Meeting.
99.2	Form of Proxy.
99.3	Depositary's Notice of Annual General Meeting.
99.4	American Depositary Share Voting Instruction Card.

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.

IMMUNOCORE HOLDINGS PLC

Date: April 14, 2022

By: /s/ Bahija Jallal, Ph.D.

Name Bahija Jallal, Ph.D.

Title Chief Executive Officer

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take, you should immediately consult your stockbroker, bank manager, solicitor, accountant, or other independent professional adviser.

If you have recently sold or transferred all of your shares in Immunocore Holdings plc, you should forward this document and the 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 Notice of Annual General Meeting to be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 at 2 p.m. (British Summer Time) on 12 May 2022 is set out at the end of this document.

Shareholders may submit a proxy vote using the form of proxy enclosed. Shareholders will also be able to submit a proxy electronically using the website <https://www.investorcentre.co.uk/eproxy>. A proxy may also be appointed by CREST members, by using the CREST electronic proxy appointment service.

IMMUNOCORE

Immunocore Holdings plc

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 13119746)

Notice of Annual General Meeting 2022

to be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 on 12 May 2022 at 2 p.m. (British Summer Time)

No person should construe the contents of this document as legal, tax or financial advice and recipients of this document should consult their own advisers as to the matters described in this document.

Cautionary note regarding forward-looking statements

This document contains statements about the Company that are or may be “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this document may be forward-looking statements. Without limitation, any statements preceded or followed by, or that include, the words “targets”, “plans”, “believes”, “expects”, “aims”, “intends”, “will”, “may”, “should”, “anticipates”, “estimates”, “projects” or words or terms of similar substance or the negative thereof, are forward-looking statements. These statements include, but are not limited to, the timing of the Annual General Meeting, the presence of Directors at the Annual General Meeting, the acceptance of proxies, and the performance of information technology and other providers. These forward-looking statements are not guarantees of future performance and have not been reviewed by the auditor of the Company. Any forward-looking statements are based on the Company’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements, many of which are beyond the Company’s control. These risks and uncertainties include, but are not limited to, the potential impact of the ongoing COVID-19 pandemic and the Omicron variant, and the government response thereto, including potential restrictions on public gatherings or other restrictions, and the performance of information technology and third-party service providers. These and other risks and uncertainties are described in greater detail in the section titled “Risk Factors” in the Company’s filings with the SEC, including the Company’s most recent Annual Report on Form 20-F for the year ended 31 December 2021 filed with the SEC on 3 March 2022, as well as discussions of potential risks, uncertainties, and other important factors in the Company’s subsequent filings with the SEC. All forward-looking statements contained in this document are based on information available to the Directors of the Company at the date of this document, unless some other time is specified in relation to them, and the posting or receipt of this document shall not give rise to any implication that there has been no change in the facts set forth herein since such date. The Company undertakes no duty to update this information, except as required by law.

Notice to persons outside the United Kingdom

The distribution of this document in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

DEFINITIONS

The following words and expressions apply throughout this document and the Notice of Annual General Meeting, unless the context requires otherwise:

“Act”	the Companies Act 2006 (as amended);
“ADSs”	American Depositary Shares, each an “ADS” and each representing one Ordinary Share;
“AGM” or “Annual General Meeting”	the 2022 Annual General Meeting of the Company to be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 at 2 p.m. (British Summer Time) on 12 May 2022, notice of which is set out on pages to of this document;
“Articles”	the articles of association of the Company in force at the date of this document;
“Audit Committee”	the audit committee of the Board;
“Company”	Immunocore Holdings plc, a company registered in England and Wales with company number 13119746 and registered office at 92 Park Drive, Milton Park, Abingdon, Oxfordshire, United Kingdom, OX14 4RY;
“Computershare” or “Registrar”	Computershare Investor Services PLC;
“Deferred Shares”	the deferred shares of £0.0001 each in the capital of the Company;
“Depositary”	Citibank, N.A., the depositary for the ADSs;
“Directors” or “Board”	the directors of the Company as at the date of this document, whose names are set out on page of this document, and a “Director” means any one of them;
“Directors’ Remuneration Policy”	the Directors’ remuneration policy of the Company set out on pages 21 to 30 of the UK Annual Report;
“Directors’ Remuneration Report”	the Directors’ remuneration report of the Company set out on pages 18 to 40 of the UK Annual Report;
“Non-Voting Ordinary Shares”	the non-voting ordinary shares of £0.002 each in the capital of the Company;
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out on pages to of this document;
“Ordinary Shares”	the ordinary shares of £0.002 each in the capital of the Company;
“Remuneration Committee”	the remuneration committee of the Board;
“Resolutions”	the resolutions to be proposed at the Annual General Meeting as set out in the Notice of Annual General Meeting, each a “Resolution”;

“SEC”	the U.S. Securities and Exchange Commission;
“Shareholders”	the holders of Ordinary Shares;
“Share Repurchase Contract”	the form of share repurchase contract in respect of the Deferred Shares attached as Appendix A to this document; and
“UK Annual Report”	the accounts for the Company for the financial year ended 31 December 2021, together with the reports of the Directors and the auditor thereon.

LETTER FROM THE CHAIRMAN

Immunocore Holdings plc

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 13119746)

Directors

Professor Sir John Bell (*Chairman*)
Dr. Bahija Jallal (*Chief Executive Officer and Director*)
Travis Coy (*Non-executive Director*)
Roy S. Herbst, M.D., Ph.D. (*Non-executive Director*)
Robert Perez (*Non-executive Director*)
Kristine Peterson (*Non-executive Director*)
Professor Sir Peter J. Ratcliffe (*Non-executive Director*)

Registered Office

92 Park Drive, Milton Park
Abingdon, Oxfordshire
United Kingdom
OX14 4RY

14 April 2022

Dear Shareholder,

Notice of 2022 Annual General Meeting

1. Introduction

I am pleased to invite you to our 2022 Annual General Meeting which will be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 at 2 p.m. (British Summer Time) on 12 May 2022. The Annual General Meeting will be held as a hybrid general meeting so that Shareholders will be able to participate in the meeting in person or electronically. The Notice of Annual General Meeting can be found on pages to of this document.

In addition to highlighting the business to be transacted at the Annual General Meeting, this document explains the background to the Resolutions that will be considered at the Annual General Meeting, why the Directors consider the Resolutions to be in the best interests of Shareholders as a whole and why they recommend that you vote in favour of the Resolutions.

At the time of printing, all legal limits on social contact in England in response to the COVID-19 pandemic have been removed. Should regulations or Government guidance change between now and the date of the Annual General Meeting, we will provide an update on our website (<https://ir.immunocore.com/news-events/news-releases>). Shareholders should check for any such updates.

2. Action to be taken in respect of the Annual General Meeting

Your vote is important to us. Shareholders who attend the Annual General Meeting in person or electronically via meetnow.global/IHCAGM2022 will be able to vote during the meeting. Alternatively, Shareholders can appoint a proxy and submit voting instructions in advance of the Annual General Meeting.

Shareholders can appoint a proxy and submit voting instructions:

- by completing and returning the paper form of proxy enclosed with this document. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled;
- by logging on to <https://www.investorcentre.co.uk/eproxy> and following the instructions; or
- via the CREST electronic proxy appointment service (see notes 13 to 15 on pages and).

Proxy appointments and voting instructions, including any amendments, must be received by the Registrar by 2 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, by 2 p.m. (British Summer Time) on the day two working days prior to the adjourned meeting).

The completion and return of a form of proxy, submission of a proxy instruction electronically or submission of a CREST proxy instruction will not preclude Shareholders from attending and/or voting at the Annual General Meeting should they so wish. Shareholders who wish to vote are strongly encouraged to submit their votes by proxy as soon as possible and, in any event, no later than the deadline set out above. The Board recommends that Shareholders appoint the chair of the Annual General Meeting as their proxy.

In this mailing, we are also including a letter to Shareholders seeking their agreement to the supply of documents and information by the Company in electronic form or via a website. Under the provisions of the Act, we are required to ask you individually to confirm your agreement. If we do not receive a response from you within 28 days of the date of such letter, you will be deemed to have agreed that the Company may send or supply the documents and information to you in electronic form or via the Company's website (<https://ir.immunocore.com>). If you would prefer to receive the documents and information in paper form, you will need to let us know by registering your preference with the investor centre or returning the form in the paid envelope provided therein.

In accordance with the Articles, voting on all Resolutions at the Annual General Meeting will be conducted by way of a poll, rather than a show of hands.

If Shareholders have any questions about this document or the Annual General Meeting, please contact our Registrar, Computershare, at 0370 703 0387 or corporate-representatives@computershare.co.uk. Please note that Computershare cannot provide advice on the merits of the Resolutions or give any financial, legal or tax advice.

Holders of ADSs should refer to the paragraph headed "*Holders of ADSs*" on pages and for voting information.

Holders of Non-Voting Ordinary Shares and Deferred Shares do not have any right to receive notice of, or to attend or vote at, the Annual General Meeting.

3. How to attend and speak at the Annual General Meeting

The Annual General Meeting will be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022. The Annual General Meeting will commence at 2 p.m. (British Summer Time) on 12 May 2022.

The Annual General Meeting will be held as a hybrid general meeting so that Shareholders will be able to participate in the meeting either in person or electronically. However, the Board is strongly encouraging Shareholders wishing to attend the Annual General meeting to join electronically at meetnow.global/IHCAGM2022. Please note that none of the Directors will be present at the physical meeting location.

Attending the AGM in person

Please 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 a form of identification 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. For further details on attending the AGM in person, please refer to note 1 on page of this document.

Attending the AGM electronically

Shareholders seeking to join and participate in the Annual General Meeting electronically may experience local technical difficulties, such as poor internet connection. In the event of technical difficulties with the site you may either call our Registrar on the telephone number provided on the site or, once you have entered the Annual General Meeting, you can raise your question using the chat function. If you experience technical issues prior to the start of the Annual General Meeting you should contact Computershare on the shareholder helpline at 0370 703 0387. For further details on attending the AGM electronically, please refer to notes 2 to 6 on page of this document.

Holders of ADSs should refer to the paragraph headed “*Holders of ADSs*” on pages and for voting information.

4. Resolutions

The business to be conducted at the Annual General Meeting consists of consideration of the following Resolutions. All the Resolutions will be 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 the Resolution. A “vote withheld” option will be provided to enable Shareholders to abstain on any Resolution. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution.

Resolution 1: UK Annual Report and Accounts

The Directors are required by the Act 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 UK Annual Report.

In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt the UK Annual Report, a copy of which may be found at: <https://ir.immunocore.com/financials-filings/annual-reports>.

Resolution 2: Approval of the Directors’ Remuneration Report

In accordance with section 439 of the Act, Shareholders are requested to approve the Directors’ Remuneration Report. This is a new requirement for the Company as it was a quoted company under the Act for the financial year ended 31 December 2021. The Directors’ Remuneration Report is set out on pages 18 to 40 of the UK Annual Report.

The Board considers that appropriate remuneration of directors plays a vital part in helping to achieve the Company’s overall objectives. We encourage Shareholders to read the Directors’ Remuneration Report. Our Board and the Remuneration Committee believe that the policies and procedures as articulated in the Directors’ Remuneration Report are effective and that, as a result of these policies and procedures, we have and will continue to have high-quality directors. Our UK statutory auditor, KPMG LLP, has audited those parts of the Directors’ Remuneration Report that are required to be audited. Our Board has approved and signed the report in accordance with the Act.

This vote is advisory and non-binding and the Directors’ entitlement to receive remuneration is not conditional on it. Payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed. Although non-binding, our Board and Remuneration Committee will review and consider the voting results when making future decisions regarding our Directors’ remuneration.

Resolution 3: Approval of the Directors’ Remuneration Policy

In accordance with section 439A of the Act, a resolution to approve the Directors’ 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 the vote of Shareholders at least every three years.

The Directors' Remuneration Policy is being tabled for approval at the 2022 Annual General Meeting as the Company was a quoted company under the Act for the financial year ended 31 December 2021. Resolution 3 is therefore an ordinary resolution to approve the Directors' Remuneration Policy, which is set out in full on pages 21 to 30 of the UK Annual Report. If approved, the Directors' Remuneration Policy will take effect immediately after the end of the Annual General Meeting and will remain valid until replaced by a new or amended remuneration policy (expected to occur at the annual general meeting of the Company in 2025).

If the Directors' Remuneration Policy is not approved at the Annual General Meeting, the Company will incur additional expenses to comply with the Act as it will be required to hold additional Shareholder meetings until a policy is approved. In addition, if the Directors' Remuneration Policy is not approved, the Company may not be able to pay expected remuneration to its Directors, including the Chairman and Chief Executive Officer, which could materially harm the Company's ability to attract and retain quality directors and executives and to manage its business.

Resolutions 4 to 6: Re-appointment of Directors

In accordance with the Articles, the Directors are divided into three classes designated as "Class I", "Class II" and "Class III". The Articles provide that at the first annual general meeting of the Company following the listing of the ADSs, each Director in Class I shall retire from office but shall be eligible for re-appointment by ordinary resolution at such annual general meeting. In each case, where such Director is so re-appointed at such annual general meeting they shall be entitled to serve until the third anniversary of such annual general meeting, at which stage such Director shall retire from office but shall be eligible for further re-appointment.

The current Class I Directors are Travis Coy, Professor Sir Peter J. Ratcliffe and Roy S. Herbst, M.D., Ph.D. In accordance with this requirement, Travis Coy, Professor Sir Peter J. Ratcliffe and Roy S. Herbst, M.D., Ph.D. will retire and offer themselves for re-appointment as Directors at the Annual General Meeting.

Travis Coy, Professor Sir Peter J. Ratcliffe and Roy S. Herbst, M.D., Ph.D. are recommended by the Board for re-appointment. Resolutions 4 to 6 are ordinary resolutions to re-appoint Travis Coy, Professor Sir Peter J. Ratcliffe and Roy S. Herbst, M.D., Ph.D. as Directors.

Notes to Resolutions 4 to 6:

Travis Coy Non-executive Director

Travis Coy has served on our Board since September 2019. Mr. Coy is currently Vice President, Head of Transactions and M&A, Corporate Business Development at Eli Lilly and Company, a position he has held since October 2019. Prior to this role, Mr. Coy had a variety of finance and business development experiences at Lilly, where he has worked since 2003, including positions as Vice President, Transactions - Oncology and Diagnostics; Vice President, Transactions - Cardiometabolic Diseases, Drug Delivery and Devices; Finance Director of the Oncology Business Unit; Director of Investor Relations; Director of Corporate Finance and Investment Banking; and other financial controllership roles. Before transitioning to finance and business development, he was a chemist in Lilly's research laboratories and a production manager for Milliken & Company. We believe that Mr. Coy's experience in finance and business development qualify him to serve on our Board.

Professor Sir Peter J. Ratcliffe Non-executive Director

Professor Sir Peter Ratcliffe has served on our Board since November 2020. Professor Sir Peter Ratcliffe currently serves as the Director of Clinical Research at The Francis Crick Institute in London and Director for the Target Discovery Institute and Distinguished Scholar of the Ludwig Institute for Cancer Research within the Nuffield Department of Medicine at the University of Oxford. Previously, Professor Sir Peter Ratcliffe served as Nuffield Professor and Head of the Nuffield Department of Clinical Medicine from 2004 to 2016. In 2019, Professor Sir Peter Ratcliffe was awarded the Nobel Prize for Physiology or Medicine alongside William G Kaelin, Jr. of Harvard University and Gregg L. Semenza of Johns Hopkins University. In 2002, Professor Sir Peter Ratcliffe was elected to the Fellowship of the Royal Society and to the Academy of Medical Sciences. He is also a member of European Molecular Biology Organization, a foreign honorary member of the American Academy of Arts and Sciences and a Fellow of the American Association for Cancer Research Academy. We believe Professor Ratcliffe's extensive scientific background qualifies him to serve on our Board.

Roy S. Herbst M.D., Ph.D.
Non-executive Director

Roy Herbst, M.D., Ph.D. has served on our Board since January 2021. He currently serves as Ensign Professor of Medicine (Medical Oncology), Professor of Pharmacology, Chief of Medical Oncology and Associate Cancer Center Director for Translational Research at Yale Cancer Center and Smilow Cancer Hospital. Previously, Dr. Herbst served as the Barnhart Distinguished Professor and Chief of the Section of Thoracic Medical Oncology in the Department of Thoracic/Head and Neck Medical Oncology, at the University of Texas M.D. Anderson Cancer Center from 1991 to 2011. He also served as Professor in the Department of Cancer Biology and Co-Director of the Phase I Clinical Trials Program from 2002 to 2011. In 2020, Dr. Herbst was awarded the Distinguished Public Service Award for Exceptional Leadership in Cancer Science Policy by the American Association for Cancer Research. He is also a member of the board of directors of the American Association for Cancer Research, the International Association for the Study of Lung Cancer, Shanghai Junshi Biosciences Co., Ltd. and the Thoracic Malignancy Steering Committee at the National Cancer Institute. We believe Dr. Herbst's extensive scientific background and expertise in cancer treatment and research qualifies him to serve on our Board.

Resolutions 7 and 8: Appointment and remuneration of the auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the members, to hold office until the conclusion of the next such meeting. Resolution 7 is an ordinary resolution to re-appoint KPMG LLP as the Company's auditor to hold office until the conclusion of the next annual general meeting at which accounts are laid.

Resolution 8 is an ordinary resolution to authorise the Directors to determine the auditor's remuneration. In accordance with the charter of the Company's Audit Committee, the Board has delegated authority to the Audit Committee to determine the auditor's remuneration.

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

Resolution 9: Authority for political donations and expenditure

The Company does not make, and does not intend to make, any political donations or incur political expenditure. However, the law in this area is widely drafted and could prohibit some activities (such as political lobbying and promoting changes in the laws, which the Board would consider to be in the interest of the Company) unless the Company has first obtained shareholder approval.

This resolution therefore seeks authority to permit political donations and political expenditure in order to authorise activities which would be within the Company's ordinary business. The resolution also permits political donations made, and political expenditure incurred, by any subsidiary of the Company.

Resolution 10: Off-market purchase of Deferred Shares

The Deferred Shares were created as part of the reorganisation of Company's share capital undertaken in connection with the Company's initial public offering in 2021. The Board can see no reason for the Deferred Shares to remain in issue and recommends that the Deferred Shares are purchased by the Company and cancelled. The Deferred Shares have no economic value.

Under the provisions of the Articles, the Company has the power to purchase all of the Deferred Shares in consideration for an amount not exceeding £1.00. In addition, the Company has the irrevocable authority to appoint any person to execute on behalf of any holder of Deferred Shares a transfer of all or any of those shares and/or an agreement to transfer the same to such person or persons as the Company may determine and to execute any other documents which such person may consider necessary or desirable to effect such transfer.

Under the provisions of the Act, the Company may repurchase the Deferred Shares as part of an off-market transaction pursuant to a contract approved by Shareholders. The Company is seeking the approval of Shareholders of the Share Repurchase Contract attached as Appendix A to this document. The authority to purchase the Deferred Shares shall expire five years after the date of the Annual General Meeting. Following the repurchase, the Deferred Shares will be cancelled in accordance with section 706 of the Act.

Approval of the form of Share Repurchase Contract does not require the Company to repurchase any Deferred Shares. There can be no assurance as to whether the Company will repurchase the Deferred Shares. If Resolution 10 is approved, the Board may approve the repurchase of all of the Deferred Shares currently in issue for an aggregate consideration of £1.00 without the consent of the holders of the Deferred Shares. The Directors may exercise this power any time during the five years after the date of the Annual General Meeting.

In accordance with the Act, a copy of the Share Repurchase Contract attached as Appendix A will be made available to the Shareholders to inspect at the Company's registered office at 92 Park Drive, Milton Park, Abingdon, Oxfordshire, United Kingdom, OX14 4RY, for a period of 15 days ending on the date of the Annual General Meeting, and, again, at the Annual General Meeting.

5. Directors' recommendation and voting intentions

The Directors consider the Resolutions to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Resolutions to be proposed at the Annual General Meeting, as they intend to do in respect of their own beneficial holdings amounting, in aggregate, to 13,785 Ordinary Shares (including Ordinary Shares represented by ADSs), representing approximately 0.03 per cent of the Company's total voting rights as at 11 April 2022, the latest practicable date prior to the publication of this document.

Yours faithfully,

Professor Sir John Bell
Chairman

14 April 2022

NOTICE OF ANNUAL GENERAL MEETING

IMMUNOCORE

Immunocore Holdings plc

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 13119746)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Immunocore Holdings plc (the “**Company**”) will be held at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 on 12 May 2022 at 2 p.m. (British Summer Time) to consider and, if thought fit, pass the following resolutions which will each be proposed as ordinary resolutions.

ORDINARY RESOLUTIONS

1. To receive and adopt the accounts of the Company for the financial year ended 31 December 2021 together with the reports of the the directors of the Company (the “**Directors**”) and the auditor thereon (the “**UK Annual Report**”).
2. To approve the Directors’ Remuneration Report (other than the Directors’ Remuneration Policy referred to in Resolution 3 below), as set out in the UK Annual Report, for the financial year ended 31 December 2021.
3. To approve the Directors’ Remuneration Policy set out on pages 21 to 30 within the Directors’ Remuneration Report contained in the UK Annual Report, such Directors’ Remuneration Policy to take effect immediately after the end of the Annual General Meeting.
4. To re-appoint Travis Coy as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
5. To re-appoint Professor Sir Peter J. Ratcliffe as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
6. To re-appoint Roy S. Herbst, M.D., Ph.D. as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
7. To re-appoint KPMG LLP as the Company’s auditor to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with.
8. To authorise the Directors to determine the auditor’s remuneration.
9. To authorise the Company and all of its subsidiaries at any time during the period for which this resolution has effect to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total,

in each case during the period beginning with the date of the Annual General Meeting and ending at the close of business on the day on which the next annual general meeting of the Company is held or 12 May 2023, whichever is later. The maximum amounts in (a), (b) and (c) may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

For the purposes of this resolution, the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

10. To approve the form of share repurchase contract (the “**Share Repurchase Contract**”), a copy of which is appended to this document, for the purchase by the Company of its deferred shares of £0.0001 each, and the Company be and is hereby authorised to enter into the Share Repurchase Contract (such authority to expire on 12 May 2027).

Dated: 14 April 2022

By Order of the Board

Lily Hepworth
Company Secretary

Registered office:
92 Park Drive, Milton Park
Abingdon, Oxfordshire
United Kingdom, OX14 4RY

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The following notes 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. Please note that the below does not apply to holders of ADSs, who should refer to the paragraph headed “*Holders of ADSs*” on pages and .

Attending the AGM in person

1. If you wish to attend the AGM in person, we recommend that you arrive by 1:45 p.m. (British Summer Time) to enable us to carry out all the registration formalities to ensure a prompt start at 2 p.m. (British Summer Time). If, as a result of any restrictions or guidance in place at the time of the AGM arising from COVID-19, the proposed format of and arrangements for the AGM need to be revised, the Company will notify Shareholders via its website (<https://ir.immunocore.com/news-events/news-releases>).

Participating at the AGM electronically

2. In order to participate at the AGM electronically, you will need to visit meetnow.global/IHCAGM2022 on your device operating a compatible browser using the latest version of Chrome, Firefox, Edge or Safari. Please note that Internet Explorer is not supported. It is highly recommended that you check your system capabilities in advance of the meeting day. To be able to ask a question and be seen by the Board and those attending the AGM, you must log into the AGM where the information on how to enter the virtual waiting room will be available. The process of asking questions, voting and accessing the AGM presentation will be further explained by the chair of the AGM and the operator during the AGM.
3. If you are a Shareholder, you can use your unique Shareholder Reference Number and PIN as displayed on your form of proxy/attendance card. If you are an appointed proxy or a corporate representative you will have had to be provided with a unique invite code to enter the AGM and exercise your rights. These credentials will be issued one working day prior to the AGM, conditional on evidence of your proxy appointment or corporate representative appointment having been received and accepted. If you have not been provided with your meeting access credentials, please ensure you contact Computershare on the morning of the AGM, but no later than 2 hours before the start of the AGM.
4. Access to the AGM via meetnow.global/IHCAGM2022 will be available from 1:45 p.m. (British Summer Time) on 12 May 2022. During the AGM, you must ensure you are connected to the internet **at all times** in order to vote when the chair of the AGM commences polling on the Resolutions being put to the AGM. Therefore, it is your responsibility to ensure connectivity for the entire duration of the AGM.
5. After the Resolutions have been proposed and opened, voting options will appear on the screen. Press the option corresponding with the way in which you wish to vote. Your vote has been cast when the check mark appears. To change your vote, select “change my vote”.
6. If you experience any technical issues with the site you may either call Computershare on the telephone number provided on the site or, once you have entered the AGM, you can raise your question using the chat function. If you have technical issues prior to the start of the AGM you should contact Computershare on the shareholder helpline at 0370 703 0387.

Voting

7. You can attend and vote at the AGM either in person or electronically. Alternatively, you can appoint a proxy and submit voting instructions either:
 - a. by completing and returning the paper form of proxy enclosed with this notice. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled;
 - b. by logging on to <https://www.investorcentre.co.uk/eproxy> and following the instructions; or

- c. in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with procedures set out in notes 13 to 15 below.
8. The completed form of proxy, voting instruction via <https://www.investorcentre.co.uk/eproxy> or any CREST Proxy Instruction (as described in notes 13 to 15 below), as the case may be, must be received by the Registrar by 2 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, by 2 p.m. (British Summer Time) on the day two working days prior to the adjourned meeting).
9. 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 of <https://www.investorcentre.co.uk/eproxy> carefully.
10. Appointment of a proxy does not preclude you from attending the AGM and voting in person or electronically. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Proxies access to AGM electronically

11. Please contact Computershare by email on corporate-representatives@computershare.co.uk or alternatively by calling 0370 703 0387, providing details of your proxy appointment including their email address so that unique credentials can be issued to allow the proxy to access the electronic meeting. Access credentials will be emailed to the proxy one working day prior to the AGM. Lines are open 8.30 a.m. to 5.30 p.m. (London time) Monday to Friday (excluding bank holidays in the UK).

Corporate Representatives access to AGM electronically

12. Please contact Computershare by emailing corporate-representatives@computershare.co.uk providing details of your appointment of corporate representatives including their email address, confirmation that they wish to attend the AGM and a copy of a letter of representation, so that unique credentials can be issued to allow the corporate representative to access the electronic meeting. Access credentials will be emailed to the corporate representative one working day prior to the AGM. If documentation supporting the appointment of the corporate representative is supplied later than the deadline for appointment of a proxy (i.e. 2 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, by 2 p.m. (British Summer Time) on the day two working days prior to the adjourned meeting)), issuance of unique credentials to access the AGM will be issued on a best efforts basis.

CREST Proxy Instruction

13. 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). 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.
14. 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 & International 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 Computershare (ID: 3RA50) by 2 p.m. (British Summer Time) on 10 May 2022. 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.

15. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International 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 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 addition, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Website publication of audit concerns

16. Under section 527 of the Act, Shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with section 437 of the Act (in each case) that the Shareholders propose to raise at the relevant meeting. The Company may not require the Shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to publish a statement on a website, it must forward the statement to the Company's auditor no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Act to publish on a website.

Questions before or at the AGM

17. Shareholders attending the AGM in person or electronically will have the right to ask questions. The Company also encourages Shareholders to submit questions to, or raise matters of concern in relation to the formal business of the AGM with, the Board by email to ir@immunocore.com, to arrive by no later than 2 p.m. (British Summer Time) on 3 May 2022. Please include your full name and contact details. The Company will endeavour to answer any questions received by Shareholders by the time specified above during the AGM.

Issued shares and total voting rights

18. As at 11 April 2022 (the latest practicable date before the publication of this notice), the issued share capital of the Company was 43,065,438 Ordinary Shares (including Ordinary Shares represented by ADSs), 831,627 Non-Voting Ordinary Shares and 5,793,501 Deferred Shares. Each Ordinary Share carries the right to one vote at a general meeting of the Company. The Non-Voting Ordinary Shares and the Deferred Shares do not entitle the holders thereof to vote at the AGM. Therefore, the total number of voting rights in the Company as at 11 April 2022 is 43,065,438.

Communication

19. A copy of the form of Share Repurchase Contract is available for inspection during normal business hours at the registered office of the Company for at least 15 days ending with the date of the AGM and may also be inspected at the AGM venue, as specified in this notice, on the day of the AGM until the conclusion of the AGM.

20. You may not use any electronic address (within the meaning of section 333(4) of the 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.
21. A copy of this notice, and other information required by the Act, can be found on the Company's website at <https://ir.immunocore.com>.

1. 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 6:30 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, at 6:30 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.

How can I vote at the AGM?

If you are a registered holder of Ordinary Shares, you can either (i) attend and vote at the AGM in person, (ii) attend and vote at the AGM electronically, or (iii) 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 completing and returning the paper form of proxy enclosed with this notice. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled;
- by logging on to <https://www.investorcentre.co.uk/eproxy> and following the instructions; or
- via the CREST electronic proxy appointment service (see notes 13 to 15 on pages and).

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 the Registrar by 2 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, by 2 p.m. (British Summer Time) on the day two working days prior to 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 or electronically and voting at the AGM.

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 mentioned above. If you wish to amend a paper form of proxy, you may do so in writing by signing a new form of proxy or electronically by amending your voting instruction online.

The voting instruction received last will be the one that is followed. If you attend the AGM in person and wish to change your voting instruction, you could do so by submitting a poll card in person.

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 of proxy, provided it is in relation to different shares. You can only appoint one proxy through <https://www.investorcentre.co.uk/eproxy>.

Corporate Shareholders may either appoint one or more proxies, 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 at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ, United Kingdom, by 2 p.m. (British Summer Time) on 10 May 2022 (or, if the AGM is adjourned, by 2 p.m. (British Summer Time) on the day two working days prior to the adjourned meeting).

2. Holders of ADSs**When is my voting entitlement fixed?**

To instruct the Depositary to vote the Ordinary Shares represented by your ADSs, you must be a registered holder of ADSs at 5 p.m. (Eastern Daylight Time) on 7 April 2022. Your voting entitlement will depend on the number of ADSs you hold at that time.

How can I attend the AGM?

ADS holders cannot attend or vote at the AGM as such.

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

If you are a registered holder of ADSs as of 5 p.m. (Eastern Daylight Time) on 7 April 2022, you will be able to instruct 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 registered holders of ADSs as of 5 p.m. (Eastern Daylight Time) on 7 April 2022 an ADS voting instruction card and an explanatory depositary notice of meeting. Please read the instructions carefully to ensure you have completed and signed the ADS voting instruction card correctly.

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

By when do I have to submit my ADS vote to the Depositary?

Voting instructions via the ADS voting instruction card must be received by the Depositary by 10:00 a.m. (Eastern Daylight Time) on 6 May 2022 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 as an ADS holder but have changed my mind – can I change my vote?

You can submit a new ADS voting instruction card at any time by 10:00 a.m. (Eastern Daylight Time) on 6 May 2022. 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 last received by the Depositary by 10:00 a.m. (Eastern Daylight Time) on 6 May 2022 will be the one that is followed.

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

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

Contact Details**Immunocore Holdings plc**

92 Park Drive, Milton Park
Abingdon, Oxfordshire
United Kingdom
OX14 4RY
<https://ir.immunocore.com>

The Registrar

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS13 8AE
United Kingdom

Shareholder helpline - for information relating to your ordinary shares, please contact the Registrar on +44 370 703 0387. 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.

Depository

Citibank ADR 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

Appendix A

Form of Share Repurchase Contract in relation to Deferred Shares

Share Repurchase Contract

This agreement is dated

PARTIES

- (1) **THOSE** shareholders of Immunocore Holdings plc who hold Deferred Shares (as defined below) (the “**Sellers**”); and
- (2) **IMMUNOCORE HOLDINGS PLC**, a company registered in England and Wales with company number 13119746 whose registered office is at 92 Park Drive, Milton Park, Abingdon, Oxfordshire, United Kingdom, OX14 4RY (the “**Company**”).

BACKGROUND

- (A) The Sellers are the registered holders of 5,793,501 deferred shares of £0.0001 (0.01 pence) each (the “**Deferred Shares**”) in the capital of the Company.
- (B) The Company proposes to repurchase all of the Deferred Shares subject to the terms of this agreement and, once purchased, cancel the Deferred Shares.
- (C) Pursuant to article 6.6 of the articles of association of the Company (the “**Articles**”), the Company has the power to buy back the Deferred Shares for an amount (in aggregate) not exceeding £1.00 (1 pound) and the Company has the power to appoint anyone to sign this agreement on behalf of the Sellers.
- (D) The Company proposed a resolution to its shareholders at the Company’s annual general meeting held on 12 May 2022 to approve the form of this agreement in accordance with section 694 of the Companies Act 2006, which was duly passed as an ordinary resolution.

AGREED TERMS

1. INTERPRETATION

The following definitions and rules of interpretation apply in this agreement.

1.1 Definitions

“**Business Day**” means a day, other than a Saturday, Sunday or public holiday in England, when banks in London are open for business;

“**Completion**” means completion of the sale and purchase of the Deferred Shares in accordance with this agreement;

“**Consideration**” has the meaning given to it in clause 2.1;

“**Deferred Shares**” has the meaning given to it in paragraph (A) of the Background; and

“**Encumbrance**” means any claim, mortgage, charge (fixed or floating), pledge, lien, hypothecation, option, guarantee, trust, right of pre-emption, security interest, title retention, easement, right of set-off or other third party right or interest (legal or equitable) including any assignment by way of security, reservation of title, easement, or other security interest of any kind, however created or arising, or any other agreement or arrangement to create any of the foregoing or having similar effect.

- 1.2 Clause headings shall not affect the interpretation of this agreement.
- 1.3 Unless the context otherwise requires, words in the singular shall include the plural and in the plural shall include the singular.
- 1.4 A “**person**” includes a natural person, corporate or unincorporated body (whether or not having separate legal personality).
- 1.5 A reference to a “**party**” shall include that party’s personal representatives, successors and permitted assigns.
- 1.6 A reference to “**writing**” or “**written**” includes fax and email.
- 1.7 References to clauses are to the clauses of this agreement.
- 1.8 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time.

2. **SALE AND PURCHASE OF DEFERRED SHARES**

- 2.1 The Sellers agree to sell the Deferred Shares with full title guarantee free from all Encumbrances for an aggregate total consideration of £1.00 (the “**Consideration**”) and the Company agrees to purchase the Deferred Shares and to pay such Consideration to the Sellers.
- 2.2 Nothing in this agreement shall oblige the Company to purchase any of the Deferred Shares or complete this agreement unless the sale and purchase of all of the Deferred Shares is completed at the same time.

3. **COMPLETION**

- 3.1 Completion shall take place at the registered office of the Company on the date of this agreement, when the Company shall satisfy its obligation to pay the Consideration due in respect of the Deferred Shares.
- 3.2 The Consideration shall be delivered to and held by any director of the Company (the “**Director**”) on behalf of the Sellers and payment of the Consideration to such Director shall be a good discharge by the Company in respect of its obligations under clause 3.1 above.

4. **CANCELLATION OF DEFERRED SHARES**

Each holding of Deferred Shares purchased by the Company shall be cancelled by the Company following Completion.

5. **AGREEMENT SURVIVES COMPLETION**

This agreement (other than obligations that have already been fully performed) remains in full force following the completion of the purchase of the Deferred Shares by the Company.

6. **COUNTERPARTS**

This agreement may be executed (either by autographic signature or by the parties applying their signature by some mechanical or other means) in any number of counterparts, each of which shall constitute an original, and all the counterparts shall together constitute one and the same agreement. The exchange of a fully executed (either by autographic signature or by the parties applying their signature by some mechanical or other means) version of this agreement (in counterparts or otherwise) by electronic transmission in PDF format or otherwise shall be sufficient to bind the parties to the terms and conditions of this agreement and no exchange of originals is necessary.

7. **THIRD PARTY RIGHTS**

The Contracts (Rights of Third Parties) Act 1999 shall not apply to this agreement and unless specifically herein provided no person other than the parties to this agreement shall have any rights under it nor shall it be enforceable by any person other than the parties to it.

8. **GOVERNING LAW AND JURISDICTION**

- 8.1 This agreement and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed by and construed in accordance with the law of England and Wales.
- 8.2 Each party irrevocably agrees that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this agreement or its subject matter or formation.

This agreement has been entered into on the date stated at the beginning of it.

Signed by [●] for and on behalf of the **SELLERS** pursuant to articles 6.6 of the articles of association of Immunocore Holdings plc

Signed by [●] for and on behalf of **IMMUNOCORE HOLDINGS PLC**

Director

IMMUNOCORE

Computershare

All Correspondence to:
Computershare Investor Services PLC
The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY

Form of Proxy - Annual General Meeting to be held on 12 May 2022 at 2:00 p.m. BST



Cast your Proxy online...It's fast, easy and secure!

www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN and agree to certain terms and conditions.

Control Number: 917811

SRN:

PIN:

View the Annual Report online: <https://ir.immunocore.com/financials-filings/annual-reports>

Register at www.investorcentre.co.uk - manage your shareholding online, the easy way!

To be effective, all proxy appointments must be lodged with the Company's Registrars at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 10 May 2022 at 2.00 pm BST.

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chair, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he is authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 703 0387 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which he is authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 703 0387 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services PLC accept no liability for any instruction that does not comply with these conditions.

All Named Holders

sterling 175849

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



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I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of Immunocore Holdings plc to be held at the offices of **Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ** and electronically via meetnow.global/IHCAGM2022 on **12 May 2022 at 2.00 pm BST**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a black pen. Mark with an X inside the box as shown in this example.



Ordinary Resolutions

	For	Against	Vote Withheld
1. To receive and adopt the Annual Report and Accounts of the Company for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Travis Coy as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Professor Sir Peter J. Ratcliffe as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Roy S. Herbst M.D., Ph.D. as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint KPMG LLP as the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To authorise the directors to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To authorise the Company to make political donations/incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To approve the form of share repurchase contract for purchase by the Company of its deferred shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



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Time Sensitive Materials

**Depository's Notice of
Annual General Meeting of Shareholders of Immunocore Holdings plc**

ADSs:	American Depositary Shares.
ADS CUSIP No.:	45258D105.
RADS CUSIP No.:	4525D998.
ADS Record Date:	April 7, 2022.
Meeting Specifics:	Annual General Meeting of Shareholders to be held on Thursday, May 12, 2022 at 2 P.M. (British Summer Time) at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 (the "Meeting").
Meeting Agenda:	Please note that the Company's Notice of Meeting and 2021 Annual Report are available on the Company's website at https://ir.immunocore.com .
ADS Voting Instructions Deadline:	On or before 10:00 A.M. (New York City time) on May 6, 2022.
Deposited Securities:	Ordinary Shares (the "Shares") of Immunocore Holdings plc, a public limited company incorporated under the laws of England and Wales (the "Company").
ADS Ratio:	One (1) Share to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank, N.A., London Branch
Deposit Agreement:	Deposit Agreement, dated as of February 9, 2021, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs.

To be counted, your Voting Instructions need to be received by the Depository prior to **10:00 A.M.** (New York City time) on **May 6, 2022**.

Note, that if you do not timely return the Voting Instructions to the Depository, the Deposited Securities represented by your ADSs may nevertheless be voted upon the terms set forth in the Deposit Agreement.

The Company has announced that the Meeting will be held at the date, time, and location identified above. The information with respect to the Meeting and the ADS Voting Instructions contained herein and in any related materials may change after the date hereof as a result of a change in circumstances (e.g. an adjournment or cancellation of the Meeting, a change in location and/or manner of holding the Meeting). The Company intends to announce any material changes and updates via a Form 6-K filing with the U.S. Securities and Exchange Commission and on the Investors & Media section of its website at <https://ir.immunocore.com>. We encourage you to check the referenced Company website for any updates to the information with respect to the Meeting and the ADS Voting Instructions. **Please note that the Company's Notice of Meeting and 2021 Annual Report are available on the Company's website at <https://ir.immunocore.com>.**

As set forth in Section 4.10 of the Deposit Agreement, Holders of record of ADSs, as of the close of business on the ADS Record Date, will be entitled, subject to applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company, and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs.

Holders of ADSs wishing to give Voting Instructions to the Depository must sign, complete, and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

The Depository has been advised by the Company that under the Articles of Association of the Company voting at any meeting of shareholders is by poll.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs in accordance with the voting instructions received from the Holders of ADSs. If the Depository does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depository for such purpose, such Holder shall be deemed, and the Depository shall deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depository with respect to any matter to be voted upon as to which the Company informs the Depository that (i) the Company does not wish such proxy to be given,

(ii) substantial opposition exists, or (iii) the rights of holders of Deposited Securities may be adversely affected.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depository from the Holder shall not be voted, except as otherwise contemplated in the Deposit Agreement. Neither the Depository nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depository nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated in the Deposit Agreement. If the Depository timely receives voting instructions from a Holder which fail to specify the manner in which the Depository is to vote the Deposited Securities represented by such Holder's ADSs, the Depository will deem such Holder to have instructed the Depository to vote in favor of the items set forth in such voting instructions.

Notwithstanding anything else contained in the Deposit Agreement, the Depository shall, if so requested in writing by the Company, represent all Deposited Securities (whether or not voting instructions have been received in respect of such Deposited Securities from Holders as of the ADS Record Date) for the sole purpose of establishing quorum at a meeting of shareholders.

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depository and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company, and the Depository are set forth in its entirety in the Deposit Agreement and summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depository at the number set forth below.

If you have any questions about the way in which Voting Instructions may be delivered to the Depository, please contact Citibank, N.A. - ADR Shareholder Services at (877)248-4237.

Citibank, N.A., as Depository

Annual General Meeting of Shareholders

The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on May 6, 2022 for action to be taken.

2022 VOTING INSTRUCTIONS**AMERICAN DEPOSITARY SHARES****Immunocore Holdings plc (the “Company”)**

ADS CUSIP No.: 45258D105.
 RADS CUSIP No.: 4525D998.
 ADS Record Date: April 7, 2022.
 Meeting Specifics: Annual General Meeting of Shareholders to be held on Thursday, May 12, 2022 at 2 p.m. (British Summer Time) at the offices of Cooley (UK) LLP, 22 Bishopsgate, London EC2N 4BQ, United Kingdom and electronically via meetnow.global/IHCAGM2022 (the “Meeting”).
 Meeting Agenda: Please note that the Company’s Notice of Meeting and 2021 Annual Report are available on the Company’s website at <https://ir.immunocore.com>.
 Depository: Citibank, N.A.
 Deposit Agreement: Deposit Agreement, dated as of February 9, 2021.
 Deposited Securities: Ordinary Shares of the Company (“Shares”).
 Custodian: Citibank, N.A., London Branch.

The undersigned holder, as of the ADS Record Date, of the American Depositary Share(s) issued under the Deposit Agreement and identified on the reverse side hereof (such American Depositary Shares, the “ADSs”) hereby authorizes and directs the Depository to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

The Depository has been advised by the Company that under the Articles of Association of the Company voting at any meeting of shareholders is by poll.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder’s ADSs in accordance with the voting instructions received from the Holders of ADSs. If the Depository does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depository for such purpose, such Holder shall be deemed, and the Depository shall deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depository with respect to any matter to be voted upon as to which the Company informs the Depository that (i) the Company does not wish such proxy to be given, (ii) substantial opposition exists, or (iii) the rights of holders of Deposited Securities may be adversely affected.

Please indicate on the reverse side hereof how the Deposited Securities are to be voted.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depository and the Company that the undersigned is duly authorized to give the voting instructions contained therein.

RESOLUTIONS

Ordinary Resolutions

1. To receive and adopt the accounts of the Company for the financial year ended 31 December 2021 together with the reports of the the directors of the Company (the “**Directors**”) and the auditor thereon (the “**UK Annual Report**”).
2. To approve the Directors’ Remuneration Report (other than the Directors’ Remuneration Policy referred to in Resolution 3 below), as set out in the UK Annual Report, for the financial year ended 31 December 2021.
3. To approve the Directors’ Remuneration Policy set out on pages 21 to 30 within the Directors’ Remuneration Report contained in the UK Annual Report, such Directors’ Remuneration Policy to take effect immediately after the end of the Annual General Meeting.
4. To re-appoint Travis Coy as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re- appointment.
5. To re-appoint Professor Sir Peter J. Ratcliffe as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
6. To re-appoint Roy S. Herbst, M.D., Ph.D. as a Director of the Company, who is retiring in accordance with article 81.2 of the Company’s articles of association and, being eligible, is offering himself for re-appointment.
7. To re-appoint KPMG LLP as the Company’s auditor to act as such until the conclusion of the next annual general meeting of the Company at which the requirements of section 437 of the Companies Act 2006 are complied with.
8. To authorise the Directors to determine the auditor’s remuneration.
9. To authorise the Company and all of its subsidiaries at any time during the period for which this resolution has effect to:
 - (a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - (c) incur political expenditure not exceeding £50,000 in total,
 in each case during the period beginning with the date of the Annual General Meeting and ending at the close of business on the day on which the next annual general meeting of the Company is held or 12 May 2023, whichever is later. The maximum amounts in (a), (b) and (c) may comprise sums in different currencies, which shall be converted at such rate as the Board may in its absolute discretion determine to be appropriate.

For the purposes of this resolution, the terms “political donations”, “political parties”, “independent election candidates”, “political organisations” and “political expenditure” have the meanings set out in sections 363 to 365 of the Companies Act 2006.

10. To approve the form of share repurchase contract (the “**Share Repurchase Contract**”), a copy of which is appended to this document, for the purchase by the Company of its deferred shares of £0.0001 each, and the Company be and is hereby authorised to enter into the Share Repurchase Contract (such authority to expire on 12 May 2027).

A Issues Immunocore Holdings plc

Ordinary Resolutions	For	Against	Abstain		For	Against	Abstain
Resolution 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an Issue, the undersigned shall be deemed to have directed the Depository to give Voting Instructions “FOR” the unmarked Issue.

If these Voting Instructions are signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to an Issue, the undersigned shall be deemed to have directed the Depository to give an “ABSTAIN” Voting Instruction for such Issue.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line

Signature 2 - Please keep signature within the line

Date (mm/dd/yyyy)

_____ / / _____