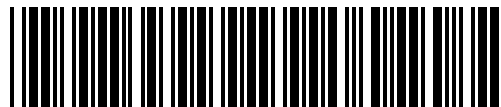


**Return of Allotment of Shares**Company Name: **Autolus Therapeutics Plc**Company Number: **11185179**Received for filing in Electronic Format on the: **15/02/2022**

XAXX8EV5

Shares Allotted (including bonus shares)Date or period during which
shares are allottedFrom
12/11/2021To
12/11/2021**Class of Shares: ORDINARY**Currency: **USD**Number allotted **17985611**Nominal value of each share **0.000042**Amount paid: **5.56**Amount unpaid: **0**

No shares allotted other than for cash

Statement of Capital (Share Capital)

Class of Shares:	B	Number allotted	88893548
	DEFERRED	Aggregate nominal value:	88004.61252

Currency: **GBP**

Prescribed particulars

VOTING: THE B DEFERRED SHARES DO NOT ENTITLE THE HOLDER THEREOF TO VOTE UPON ANY RESOLUTION OR TO RECEIVE NOTICE OF, ATTEND ANY GENERAL MEETING, OR BE PART OF THE QUORUM THEREOF AS THE HOLDERS OF THE D DEFERRED SHARES.

DIVIDEND: THE B DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY DIVIDENDS OR TO ANY OTHER RIGHT OR PARTICIPATION IN THE PROFITS OF THE COMPANY. DISTRIBUTION

ON LIQUIDATION: ON A RETURN OF ASSETS ON LIQUIDATION, THE B DEFERRED SHARES SHALL CONFER ON THE HOLDERS THEREOF AN ENTITLEMENT TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS (SUBJECT TO THE RIGHTS OF ANY NEW CLASS OF SHARES WITH PREFERRED RIGHTS)

THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE B DEFERRED SHARES HELD BY THEM RESPECTIVELY AFTER (BUT ONLY AFTER) PAYMENT SHALL HAVE BEEN MADE TO THE HOLDERS OF THE ORDINARY SHARES OF THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES AND THE SUM OF £1,000,000 IN RESPECT OF EACH ORDINARY SHARE HELD BY THEM RESPECTIVELY. THE B DEFERRED SHARES SHALL CONFER ON THE HOLDERS THEREOF NO FURTHER RIGHT TO PARTICIPATE IN THE ASSETS OF THE COMPANY. REDEMPTION: THE B DEFERRED SHARES ARE REDEEMABLE.

Class of Shares:	C	Number allotted	1
	DEFERRED	Aggregate nominal value:	0.000008

Currency: **GBP**

Prescribed particulars

VOTING: THE C DEFERRED SHARES DO NOT ENTITLE THE HOLDER THEREOF TO VOTE UPON ANY RESOLUTION OR TO RECEIVE NOTICE OF, ATTEND ANY GENERAL MEETING, OR BE PART OF THE QUORUM THEREOF AS THE HOLDERS OF THE C DEFERRED SHARES.

DIVIDEND: THE C DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY DIVIDENDS OR TO ANY OTHER RIGHT OR PARTICIPATION IN THE PROFITS OF THE COMPANY.

DISTRIBUTION ON LIQUIDATION: ON A RETURN OF ASSETS ON A LIQUIDATION, THE C DEFERRED SHARES SHALL CONFER ON THE HOLDERS THEREOF AN ENTITLEMENT TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS (SUBJECT TO THE RIGHTS OF ANY NEW CLASS OF SHARES WITH PREFERRED RIGHTS) THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE C DEFERRED SHARES HELD BY THEM RESPECTIVELY AFTER (BUT ONLY AFTER) PAYMENT SHALL HAVE BEEN MADE TO THE HOLDERS OF THE ORDINARY SHARES OF THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES AND THE SUM OF £1,000,000 IN RESPECT OF EACH ORDINARY SHARE HELD BY THEM RESPECTIVELY. THE C DEFERRED SHARES SHALL CONFER ON THE HOLDER THEREOF NO FURTHER RIGHT TO PARTICIPATE IN THE ASSETS OF THE COMPANY.

REDEMPTION: THE C DEFERRED SHARES ARE REDEEMABLE

Class of Shares:	DEFERRED	Number allotted	34425
Currency:	GBP	Aggregate nominal value:	0.34425
Prescribed particulars			

VOTING: THE DEFERRED SHARES DO NOT ENTITLE THE HOLDER THEREOF TO VOTE UPON ANY RESOLUTION OR TO RECEIVE NOTICE OF, ATTEND ANY GENERAL MEETING, OR BE PART OF THE QUORUM THEREOF AS THE HOLDERS OF THE DEFERRED SHARES.

DIVIDEND: THE DEFERRED SHARES SHALL NOT BE ENTITLED TO ANY DIVIDENDS OR TO ANY OTHER RIGHT OR PARTICIPATION IN THE PROFITS OF THE COMPANY.

DISTRIBUTION ON LIQUIDATION: ON A RETURN OF ASSETS ON A LIQUIDATION, THE DEFERRED SHARES SHALL CONFER ON THE HOLDERS THEREOF AN ENTITLEMENT TO RECEIVE OUT OF THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION AMONGST THE MEMBERS (SUBJECT TO THE RIGHTS OF ANY NEW CLASS OF SHARES WITH PREFERRED RIGHTS) THE AMOUNT PAID UP OR CREDITED AS PAID UP ON THE DEFERRED SHARES HELD BY THEM RESPECTIVELY AFTER (BUT ONLY AFTER) PAYMENT SHALL HAVE BEEN MADE TO THE HOLDERS OF THE ORDINARY SHARES OF THE AMOUNTS PAID UP OR CREDITED AS PAID UP ON SUCH SHARES AND THE SUM OF £1,000,000 IN RESPECT OF EACH ORDINARY SHARE HELD BY THEM RESPECTIVELY. THE DEFERRED SHARES SHALL CONFER ON THE HOLDER THEREOF NO FURTHER RIGHT TO PARTICIPATE IN THE ASSETS OF THE COMPANY.

REDEMPTION: THE DEFERRED SHARES ARE REDEEMABLE.

Class of Shares:	ORDINARY	Number allotted	90918192
Currency:	USD	Aggregate nominal value:	3818.564064

Prescribed particulars

VOTING: THE ORDINARY SHARES SHALL CONFER ON EACH HOLDER THEREOF THE RIGHT TO RECEIVE NOTICE OF AND TO ATTEND, SPEAK AND VOTE AT ALL GENERAL MEETINGS OF THE COMPANY AND TO RECEIVE AND VOTE ON PROPOSED SHAREHOLDER RESOLUTIONS OF THE COMPANY.

DIVIDEND: THE ORDINARY SHARES HAVE ATTACHED TO THEM FULL DIVIDEND RIGHTS.

DISTRIBUTION ON LIQUIDATION: IN THE EVENT OF THE LIQUIDATION, DISSOLUTION OR WINDING UP OF THE COMPANY, THE ASSETS OF THE COMPANY AVAILABLE FOR DISTRIBUTION TO MEMBERS SHALL BE DISTRIBUTED AMONG ALL HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE NUMBER OF SHARES HELD IRRESPECTIVE OF THE AMOUNT PAID OR CREDITED AS PAID ON ANY SHARE.

REDEMPTION: THE ORDINARY SHARES ARE REDEEMABLE.

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	88927974
		Total aggregate nominal value:	88004.956778
		Total aggregate amount unpaid:	0
Currency:	USD	Total number of shares:	90918192
		Total aggregate nominal value:	3818.564064
		Total aggregate amount unpaid:	0

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Administrator, Administrative Receiver, Receiver, Receiver Manager, CIC Manager.