



**PFIC Annual Information Statement
Freeline Therapeutics Holdings plc**

IMPORTANT TAX NOTICE TO SHAREHOLDERS WHO ARE UNITED STATES PERSONS

Freeline Therapeutics Holdings plc, a public limited company incorporated under the laws of England and Wales (the “Company”), believes that the Company was a “Passive Foreign Investment Company” (“PFIC”) for the taxable period beginning January 1, 2021 and ending on December 31, 2021.

The attached PFIC Annual Information Statement is being provided for shareholders who are United States persons pursuant to the requirements of Treasury Regulation Section 1.1295-1(g)(1). The PFIC Annual Information Statement contains information to enable you, should you so choose based on the advice of your tax advisors in light of your tax circumstances, to elect to treat the Company as a “Qualified Electing Fund” (“QEF”).

A United States person who makes a QEF election generally is required to annually include in his or her income his or her pro rata share of the ordinary earnings and net capital gains of the QEF for years in which the QEF is a PFIC, whether or not the QEF distributes any amounts to its shareholders. If you do not elect to treat the Company as a QEF, then if the Company is a PFIC for any year during your holding period, adverse tax consequences could result.

The shareholder’s QEF election is generally made on Form 8621 (“Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund”) attached to the shareholder’s U.S. federal income tax return that is filed on or before the due date of the return, including extensions. A QEF election generally is effective for not only the taxable year of the U.S. federal income tax return to which the Form 8621 on which the election is made is attached, but for subsequent years as well. Shareholders should consult with their tax advisors to determine whether a QEF election should be made.

THIS INFORMATION IS PROVIDED IN ORDER TO ASSIST SHAREHOLDERS IN MAKING CALCULATIONS AND DOES NOT CONSTITUTE TAX ADVICE. SHAREHOLDERS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE OVERALL TAX CONSEQUENCES OF THE OWNERSHIP OF ORDINARY SHARES (INCLUDING THROUGH AMERICAN DEPOSITARY SHARES) ARISING IN THEIR OWN PARTICULAR SITUATIONS UNDER UNITED STATES FEDERAL, STATE, LOCAL OR FOREIGN LAW.

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1. This Information Statement applies to the taxable period of Freeline Therapeutics Holdings plc, a public limited company incorporated under the laws of England and Wales (the “Company”), beginning on January 1, 2021 and ending on December 31, 2021.

2. Each shareholder of the Company has the following pro-rata per share of the ordinary earnings and net capital gain of the Company for the taxable period specified in paragraph 1:

Ordinary earnings: \$nil per share

Net capital gain: \$nil per share

3. The amount of cash and fair market value of other property distributed or deemed distributed by the Company to each shareholder of the Company during the taxable period specified in paragraph 1 is as follows:

Cash: \$nil per share

Fair market value of property: \$nil per share

4. The Company will permit its shareholders to inspect and copy the Company’s permanent books of account, records, and such other documents as may be maintained by the Company that are necessary to establish that the Company’s ordinary earnings and net capital gain, as provided in section 1293(e) of the Internal Revenue Code, are computed in accordance with U.S. income tax principles, and to verify these amounts and the shareholder’s pro rata shares thereof.

Freeline Therapeutics Holdings plc

By: 

Name: Benjamin Warriner

Title: Vice President, Finance

Date: February 9, 2022

Additional Information

The following additional information is supplied to enable the shareholder to complete IRS Form 8621:

Address of the Company:	Stevenage Bioscience Catalyst Gunnels Wood Road, Stevenage SG1 2FX England
Country of Incorporation:	England and Wales
EIN (if any):	N/A