

Limited Partnerships Act 1907

CHFP025

LP6

Statement specifying the nature of a change in the limited partnership and statement of increase in the amount contributed (in cash or otherwise) by limited partners.

Pursuant to section 9 of the Limited Partnerships Act 1907 (see Note 1)

Registration No. LP016108

Name of firm Advent Life Sciences Fund II LP (the "Partnership")

The changes specified below have been made or have occurred in this limited partnership (see notes overleaf)

a Firm name	Previous name Nil	New name Nil	
b General nature of the business	Business previously carried on See attached Schedule	Business now carried on See attached Schedule.	
c Principal place of business	Previous place of business Nil	New place of business Nil	
d Change in the partners or the name of any partner (see note 2) In the case of an authorised partnership state any change in the general partner or in the name of the general partner See attached Schedule			
e Term or character of the partnership (see note 3) Where the change in character is authorisation as an authorised partnership or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character Nil	Previous term See attached Schedule.	New term See attached Schedule.
f Sum contributed by any limited partner (see note 4) Particulars of any increase in capital contributions must be provided at section h Not applicable to an authorised partnership See attached Schedule			

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g. Liability of any partner by reason of partner becoming a limited instead of a general partner or a general instead of a limited partner Nil.		
h Statement of increase in capital contributions (see note 4)		
Name of limited partner	Increase of additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
See attached Schedule.	See attached Schedule.	See attached Schedule

Signature of firm *23/11/11*

Advent Life Sciences LLP for and on behalf of the Partnership

Presented by Macfarlanes LLP

Presenter's reference

20 Cursitor Street
London
EC4A 1LT

RZB/635843

DX No 138 Chancery Lane

NOTES

1. This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 253A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act ("an authorised partnership"). The requirement to notify changes in partnership under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulation 2013
2. Changes brought about by death, transfer of interests, increase in the number of partners or change of name of any partner must be notified here. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified)
3. If there is, or was, no definite term, state under 'previous term' the conditions under which the partnership was constituted and under 'new term' the conditions under which it is now constituted. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation number)
4. Any variation in the sum contributed by any limited partner must be stated in section f. A statement of any increase in the amount of the partnership capital, whether arising from an increase of contributions or the introduction of fresh partners, must also be stated in section h. In the case of an authorised partnership, no change in the sum contributed by a limited partner is required to be notified
6. Each change must be entered in the proper section (a, b, c., d, e, f, g, or h, as the case may be). Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections
7. The statement must be signed at the end by the firm, and must be sent by post or delivered to the registrar for registration within seven days of the changes taking place

SCHEDULE

LP6 continuation

Section (b)

Business previously carried on

The general nature of the Partnership's business is to make investments with a view to producing profits

Business now carried on.

The purpose of the Partnership is to carry on the business of an investor and in particular but without limitation to identify, research, negotiate, make and monitor the progress of and sell, realise, exchange or distribute investments which shall include but shall not be limited to the purchase, subscription, acquisition, sale and disposal of shares, debentures, convertible loan stock and other securities, and the making of loans whether secured or unsecured to such companies in connection with equity or equity related investments

Section (d)

The following investors have been admitted as new limited partners in the Partnership (together, the "New Limited Partners")

- Holkham Group Limited
- Weybourne Investments
- European Investment Fund
- Pantheon Global GT Fund, L P
- BVK Private Equity 2014, L P
- Pantheon Global HO Fund, L P
- Illinois Municipal Retirement Fund
- Pantheon Europe Fund VII, L P
- Holding FFFI 3 SAS
- Altreia SAS
- Merfin Capital N V
- S I GN Partenaires SA

Section (e)

Previous term

The Partnership shall continue until the occurrence of any of the following events

- 1 if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the General Partner (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor General Partner appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the General Partner), or
- 2 if all the Partners unanimously agree in writing that the Partnership should so terminate

New term:

The Partnership shall terminate on the expiry of 10 years from the date on which the first drawdown of loan commitments or shall terminate prior to such date upon the happening of any of the following events

- 1 the bankruptcy, insolvency, expulsion, dissolution, liquidation or removal of the General Partner as general partner of the Partnership,
- 2 the agreement as to such termination of the General Partner and the Founder Partner and of the Investors by an Investors' Special Consent,
- 3 the determination by the General Partner in good faith that termination of the Partnership is necessary to avoid a violation or continuing violation of ERISA,
- 4 the removal of the General Partner as general partner of the Partnership or the voluntary withdrawal of the General Partner, or
- 5 the determination of the Investors

Section (f)

The New Limited Partners have made the capital contributions as set out below in section (h)

Section (h)

Name of limited partner	Increase of additional sum now contributed	Total amount contributed
Holkham Group Limited	£100	£100
Weybourne Investments	£50	£50
European Investment Fund	£302 40	£302 40
Pantheon Global GT Fund, L P	£74 30	£74 30
BVK Private Equity 2014, L P	£30	£30
Pantheon Global HO Fund, L P	£74 30	£74 30
Illinois Municipal Retirement Fund	£10 80	£10 80
Pantheon Europe Fund VII, L P	£75 40	£75 40
Holding FFI 3 SAS	£80	£80

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Altreia SAS	£30	£30
Merrifin Capital N V	£30	£30
S I GN Partenaires SA	£50	£50
Advent LS II LP	£225 80	£226 80