

FC037032

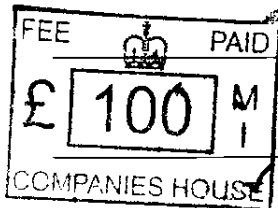
In accordance with
Section 1046 of the
Companies Act 2006 &
Regulation 4(1) of the
Overseas Companies
Regulations 2009.

OS IN01

Registration of an overseas company opening a UK establishment



Companies House



A fee is payable with this form
Please see 'How to pay' on the last page.

What this form is for
You may use this form to register a
UK establishment.

X What this form is NOT for
You cannot use this form to change
the details of an existing company,
officer or establishment.

FRIDAY



LD1

17/01/2020

#95

COMPANIES HOUSE

£100 c/c
R 22147

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name^①

Arvelle Therapeutics Netherlands B.V.

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**.
- To register using an alternative name, go to **Section A2**.

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

^① This must be the corporate name in
the home state or country in which
the company is incorporated.

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK.

Alternative name
(if applicable) ^②

Arvelle Therapeutics UK

^② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK.

A3 Overseas company name restrictions^③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name.

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body.

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response.

^③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website:
www.gov.uk/companieshouse

OS IN01

Registration of an overseas company opening a UK establishment

Part 2 Overseas company details

B1

Particulars previously delivered

Have particulars about this company been previously delivered in respect of another UK establishment? ^①

→ No Go to **Section B2**.

→ Yes Please enter the registration number below and then go to **Part 5** of the form. Please note the original UK establishment particulars must be filed up to date.

^① The particulars are: legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts.

UK establishment
registration number

B R

B2

Credit or financial institution

Is the company a credit or financial institution? ^②

☐ Yes

☒ No

^② Please tick one box.

B3

Company details

If the company is registered in its country of incorporation, please enter the details below.

Legal form ^③

Private Limited by Shares

Country of
incorporation *

Netherlands

Identity of register
in which it is
registered ^④

Kamer van Koophandel

Registration number in
that register

7 3 8 1 6 1 6 7

^③ Please state whether or not the company is limited. Please also include whether the company is a private or public company if applicable.

^④ This will be the registry where the company is registered in its parent country.

B4

EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete **Sections B5 and B6**.

→ No Go to **Section B6**.

B5

Governing law and accounting requirements

Please give the law under which the company is incorporated.

Governing law ^⑤

Dutch Law

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below.

→ No Go to **Part 3**.

^⑤ This means the relevant rules or legislation which regulates the incorporation of companies in that state.

OS IN01

Registration of an overseas company opening a UK establishment

	Please give the period for which the company is required to prepare accounts by parent law.				
From	d	d	m	m	
To	d	d	m	m	
	Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period.				
Months					

B6

Latest disclosed accounts

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation.❶

☐ Yes.

Please indicate what documents have been disclosed.

☐ Please tick this box if you have enclosed a copy of the accounts.

☐ Please tick this box if you have enclosed a certified translation of the accounts.

☒ Please tick this box if no accounts have been disclosed.

❶ Please tick the appropriate box(es).

OS IN01

Registration of an overseas company opening a UK establishment

Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application.

- Certified copy of the company's constitution and, if applicable, a certified translation.

Please tick the appropriate box(es) below.

☒ I have enclosed a certified copy of the company's constitution. ^①

☒ I enclose a certified translation, if applicable. ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator.

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

→ **Yes** Go to **Section C3**.

→ **No** Go to **Part 4** 'Officers of the company'.

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
- Objects of the Company
- Amount of issued share capital

→ **Yes** Go to **Part 4** 'Officers of the company'

→ **No** If any of the above details are not included in the constitutional documents, please enter them in **Section C4**.

The information is not required if it is contained within the constitutional documents accompanying this registration.

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation. ^①

^① This address will appear on the public record.

^② Please give a brief description of the company's business.

^③ Please specify the amount of shares issued and the value.

Building name/number

Johannes Vermeerplein 9

Street

Post town

Amsterdam

County/Region

Postcode

1 0 7 1 D V

Country

Netherlands

Please give the objects of the company and the amount of issued share capital.

Objects of the company ^②

Develop, Market and sell epilepsy treatments as well as holding and financing activities

Amount of issued share capital ^③

1 Ordinary Share, EUR

OS IN01

Registration of an overseas company opening a UK establishment

Part 4

Officers of the company

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form.
→ **No** Complete the officer details.

For a secretary who is an individual, go to **Section D1**; for a corporate secretary, go to **Section E1**; for a director who is an individual, go to **Section F1**; or for a corporate director, go to **Section G1**.

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary

D1

Secretary details^①

Use this section to list all the secretaries of the company.
Please complete **Sections D1-D3**. For a corporate secretary, complete **Sections E1-E5**. Please use a continuation page if necessary.

Full forename(s)

Surname

Former name(s)^②

① Corporate details

Please use Sections E1-E5 to enter corporate secretary details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

D2

Secretary's service address^③

Building name/number

Street

Post town

County/Region

Postcode

Country

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

D3

Secretary's authority

Please enter the extent of your authority as secretary. Please tick one box.

Extent of authority

- ☐ Limited ^④
☐ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☐ Alone
☐ Jointly ^⑤

If applicable, name(s) of person(s) with whom you are acting jointly

④ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑤ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate secretary

E1	Corporate secretary details¹	
	Use this section to list all the corporate secretaries of the company. Please complete Sections E1-E5. Please use a continuation page if necessary.	
Name of corporate body or firm		¹ Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2	Location of the registry of the corporate body or firm	
	Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies²	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	² EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ³ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).
Where the company/firm is registered ³		
Registration number		
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	⁴ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ⁴		
If applicable, the registration number		

OS IN01

Registration of an overseas company opening a UK establishment

E5

Corporate secretary's authority

	Please enter the extent of your authority as corporate secretary. Please tick one box.	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
Extent of authority	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box.	
	☐ Alone ☐ Jointly ❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01**Registration of an overseas company opening a UK establishment****Director****F1****Director details ^①**

Use this section to list all the directors of the company. Please complete Sections F1-F5. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	Gregory Mark
Surname	Weinhoff
Former name(s) ^②	
Country/State of residence ^③	USA
Nationality	American
Month/year of birth ^④	X X ^m 0 ^m 1 ^y 1 ^y 9 ^y 7 ^y 1
Business occupation (if any) ^⑤	CBO & CFO

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F5.

④ Month and year of birth

Please provide month and year only. Provide full date of birth in section F4.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2**Director's service address ^⑥**

Building name/number	Johannes Vermeerplein 9
Street	
Post town	Amsterdam
County/Region	
Postcode	1 0 7 1 D V
Country	Netherlands

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

F3**Director's authority**

Please enter the extent of your authority as director. Please tick one box.

Extent of authority	☐ Limited ^⑦ ☒ Unlimited
Description of limited authority, if applicable	
	Are you authorised to act alone or jointly? Please tick one box.
	☒ Alone ☐ Jointly ^⑧
If applicable, name(s) of person(s) with whom you are acting jointly	

⑦ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

⑧ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Corporate director

G1**Corporate director details ①**

Use this section to list all the corporate directors of the company.
Please complete G1-G5. Please use a continuation page if necessary.

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

G2**Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
- No Complete Section G4 only

G3**EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/
firm is registered ②

Registration number

② EEA

A full list of countries of the EEA can be found in our guidance:
www.gov.uk/companieshouse

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).

G4**Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ④

If applicable, the
registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

G5

Corporate director's authority

	Please enter the extent of your authority as corporate director. Please tick one box.	
Extent of authority	☐ Limited ❶ ☐ Unlimited	
Description of limited authority, if applicable	Are you authorised to act alone or jointly? Please tick one box. ☐ Alone ☐ Jointly ❷	❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below. ❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.
If applicable, name(s) of person(s) with whom you are acting jointly		

OS IN01

Registration of an overseas company opening a UK establishment

Part 5 UK establishment details

H1 Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H2**.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H2 Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

- **No** Go to **Section H3**.
- **Yes** Please enter the UK establishment number below and then go to **Section H3**.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H3 Delivery of accounts and reports

This section **must** be completed. Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment. ^①

- ☒ In respect of this establishment. Please go to **Section H4**.
- ☐ In respect of another UK establishment. Please give the registration number below, then go to **Section H4**.

^① Please tick the appropriate box.

UK establishment
registration number

B R [] [] [] [] [] [] [] []

H4 Particulars of UK establishment ^①

You **must** enter the name and address of the UK establishment.

^① **Address**

This is the address that will appear on the public record.

Name of establishment

Arvelle Therapeutics UK

Building name/number

3 More London Riverside

Street

Post town

London

County/Region

London Bridge

Postcode

S E 1 [] [] 2 R E []

Country

United Kingdom

Date establishment
opened

^d 0 ^d 9 ^m 0 ^m 1 ^y 2 ^y 0 ^y 2 ^y 0

Business carried on at
the UK establishment

Providing local marketing, education and sales support activities

OS IN01

Registration of an overseas company opening a UK establishment

Part 6 Permanent representative

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment.

J1 Permanent representative's details

Please use this section to list all the permanent representatives of the company. Please complete Sections J1-J4.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s) Gregory Mark

Surname Weinhoff

J2 Permanent representative's service address ¹

Building name/number Johannes Vermeerplein 9

Street

Post town Amsterdam

County/Region

Postcode 1 0 7 1 D V

Country Netherlands

¹ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3 Permanent representative's authority

Please enter the extent of your authority as permanent representative. Please tick one box.

Extent of authority

- ☐ Limited ²
☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box.

- ☒ Alone
☐ Jointly ³

If applicable, name(s) of person(s) with whom you are acting jointly

² If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below.

³ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below.

OS IN01

Registration of an overseas company opening a UK establishment

Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ **Yes** Please enter the name and service address of every person(s) authorised below.

→ **No** Tick the box below then go to **Part 8** 'Signature'.

☒ If there is no such person, please tick this box.

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below. Please complete **Sections K1-K2**.

Continuation pages

Please use a continuation page if you need to enter more details.

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

Registration of an overseas company opening a UK establishment

Part 8

Signature

Signature	This must be completed by all companies.	
	I am signing this form on behalf of the company.	
	Signature	
	This form may be signed by: Director, Secretary, Permanent representative.	
	X	X

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name K Hopkins

Company name Deloitte LLP

Address 5 Callaghan Square

Post town Cardiff

County/Region

Postcode C F 1 0 5 B T

Country United Kingdom

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly.
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate.
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate.
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate.
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment.
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses and day of birth.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House.'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE.



Further information

For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Van Heeswijk Notarissen N.V.

WvE/SC/gn/80863

In this unofficial English translation an attempt has been made to be as literal as possible without jeopardising the overall continuity. Inevitable, differences may occur in this translation, and if so, the Dutch text will by law govern.

CONTINUOUS TEXT

of the complete articles of association of Arvelle Therapeutics Netherlands B.V., a private company with limited liability, with registered office at Amsterdam, the Netherlands, which articles of association were lately amended by deed on the 6th day of December 2019 before Wijnand Matthijs van Eijck, civil-law notary at Rotterdam, the Netherlands.

=====

ARTICLES OF ASSOCIATION

DEFINITIONS AND INTERPRETATION

Article 1

1.1 In these articles of association the following definitions shall apply:

Article	an article of these articles of association.
Company	the legal entity to which these articles of association relate.
DCC	the Dutch Civil Code (<i>Burgerlijk Wetboek</i>).
General Meeting	the body formed by Persons with Meeting Rights, or a meeting of Persons with Meeting Rights.
Group Company	a legal entity or partnership with which the Company forms an economic and organisational unit.
Management Board	the management board of the Company.
Meeting Rights	the right to attend and address a General Meeting, whether in person or represented by the holder of a written proxy.
Person with Meeting	a Shareholder, a usufructuary (<i>vruchtgebruiker</i>) with

I, Gregory Weinhoff, Director of Arvelle Therapeutics Netherlands B.V., hereby certify that this is a true translation of the original.

Gregory Weinhoff Jan 16, 2020 *GW*

Rights	voting rights and/or Meeting Rights, or a pledgee with voting rights and/or Meeting Rights.
Shareholder	a holder of shares in the capital of the Company.
Simple Majority	more than fifty percent (50%) of the votes cast.
Subsidiary	a legal entity in whose general meeting the Company or one or more of its subsidiaries can, whether by virtue of an agreement with other persons with voting rights or otherwise and whether acting alone or together, exercise more than fifty percent (50%) of the voting rights, and any other legal entities and partnerships that are designated as such by the DCC.

- 1.2 Terms that are defined in the singular shall have the corresponding meaning in the plural and vice versa.
- 1.3 The term "written" or "in writing" shall also include the use of electronic means of communication.

NAME AND SEAT

Article 2

- 2.1 The name of the Company is **Arvelle Therapeutics Netherlands B.V.**
- 2.2 It has its corporate seat at Amsterdam.

OBJECTS

Article 3

The objects of the Company are:

- a. to engage, in any way whatsoever, in the development and subsequent commercialization of epilepsy treatments;
- b. to engage, in any way whatsoever, in trading activities (retail and wholesale), the import, export, purchase, sale and distribution of products, including, but not limited to, pharmaceutical products, and other related (raw material) products and to render operational and supporting services to its Group Companies in connection herewith;
- c. to develop and trade in patents, trademarks, licenses, knowhow, copyrights, data base rights and other intellectual property rights;
- d. to participate in, finance or hold any other interest in, or to conduct the management of, other legal entities, partnerships or enterprises;
- e. to furnish guarantees, provide security, warrant performance or in any other way

gw

- assume liability, whether jointly and severally or otherwise, for or in respect of obligations of Group Companies or other parties; and
- f. to do anything which, in the widest sense of the words, is connected with or may be conducive to the attainment of these objects.

SHARES - CAPITAL

Article 4

- 4.1 The nominal value of each share shall be one euro (EUR 1).
- 4.2 The shares shall be registered shares and shall be numbered consecutively, starting from 1.
- 4.3 At least one share must be held by a party other than, and not on behalf of, the Company or any of its Subsidiaries.

SHARES - REGISTER

Article 5

- 5.1 The Management Board shall keep a register setting out the names and addresses of all Shareholders, usufructuaries and pledgees.
- 5.2 Shareholders and others whose particulars must be set out in the register shall provide the Management Board with the necessary particulars in a timely manner.
- 5.3 All notifications and notices convening meetings shall be sent to Persons with Meeting Rights at the addresses set out in the register.

SHARES - ISSUE

Article 6

- 6.1 Shares may only be issued by the Company pursuant to a resolution of the General Meeting.
- 6.2 Article 6.1 shall apply *mutatis mutandis* where rights to subscribe for shares are granted, but shall not apply where shares are issued to a person exercising an existing right to subscribe for shares.

SHARES - PAYMENT

Article 7

- 7.1 The full nominal value of each share shall be paid up upon subscription for that share. It may be stipulated that all or part of the nominal value need not be paid up until after a certain period of time or until the Company has called for payment.
- 7.2 The Management Board may perform juristic acts (*rechtshandelingen*) in respect of non-cash contributions for shares without the prior approval of the General

9w

Meeting.

SHARES - OWN SHARES

Article 8

- 8.1 The acquisition by the Company of shares in its own capital shall be decided on by the Management Board. The acquisition by the Company of shares in its own capital which have not been fully paid up shall be null and void.
- 8.2 Except where it acquires such shares for no consideration, the Company may not acquire fully paid-up shares in its own capital if the shareholders' equity less the acquisition price is less than the reserves which must be maintained by law, or if the Management Board knows or should reasonably foresee that, following the acquisition, the Company will be unable to continue paying its due and payable debts.
- 8.3 The preceding provisions of Article 8 shall not be applicable to shares acquired by the Company by universal succession (*onder algemene titel*).

SHARES - TRANSFER

Article 9

- 9.1 The issue or transfer of a share or the creation of a limited right (*beperkt recht*) in respect of a share shall require a deed to that effect executed before a civil law notary practising in the Netherlands and to which the persons involved are parties.
- 9.2 The transfer of a share or the creation of a limited right in respect thereof in accordance with Article 9.1 shall also, by operation of law, have effect vis-à-vis the Company. Unless the Company itself is a party to the transaction, the rights attached to the relevant share may not be exercised until the Company has acknowledged the transaction or been served with the deed.

SHARES - TRANSFERABILITY

Article 10

The transferability of shares shall not be subject to any restrictions.

SHARES - USUFRUCT, PLEDGE AND DEPOSITARY RECEIPTS

Article 11

- 11.1 The voting rights attached to shares which are subject to a usufruct or pledge shall be vested in the relevant Shareholder.
- 11.2 Notwithstanding Article 11.1 and subject to what is provided in, respectively, Section 2:197 DCC and Section 2:198 DCC, a usufructuary or pledgee shall have voting rights if this has been stipulated when the relevant limited right was

gw

created or if this has been agreed at a subsequent time.

11.3 Usufructuaries and pledgees without voting rights shall not have Meeting Rights, unless the contrary is stipulated upon the creation or transfer of the relevant usufruct or, respectively, the creation or transmission (*overgang*) of the relevant pledge.

11.4 No Meeting Rights shall be attached to depositary receipts for shares.

MANAGEMENT BOARD - APPOINTMENT, SUSPENSION AND REMOVAL

Article 12

12.1 The Company shall have a Management Board consisting of one or more managing directors. Both natural persons and legal entities may be managing directors.

12.2 The General Meeting shall determine the number of managing directors.

12.3 The General Meeting shall appoint the managing directors and may at any time suspend or remove any managing director.

12.4 Where one or more managing directors are no longer in office or are unable to act, the remaining managing director(s) shall be provisionally charged with the entire management of the Company. Where all managing directors or the only managing director are/is no longer in office or are/is unable to act, the management shall be provisionally conducted by the person designated for that purpose by the General Meeting.

MANAGEMENT BOARD - DUTIES, ORGANISATION AND DECISION MAKING

Article 13

13.1 The Management Board is charged with the management of the Company, subject to the restrictions contained in these articles of association. In performing their duties, managing directors shall be guided by the interests of the Company and of the enterprise connected with it.

13.2 Where the Management Board consists of more than one managing director, resolutions shall be passed – irrespective of whether this occurs at a meeting or otherwise – by a Simple Majority. Invalid votes and blank votes shall not be counted as votes cast.

13.3 In the event of a tie at a meeting of the Management Board, the General Meeting shall decide.

13.4 A managing director may not participate in the deliberations and decision

making of the Management Board on a matter in relation to which he has a direct or indirect personal interest which conflicts with the interests of the Company and of the enterprise connected with it. Where all managing directors or the only managing director have/has such a conflict of interest, the relevant decision shall nevertheless be taken by the Management Board.

- 13.5 Meetings of the Management Board can be held through audio or audiovisual communication facilities, unless a managing director objects thereto.
- 13.6 Resolutions of the Management Board may, instead of at a meeting, be passed in writing, provided that all managing directors are familiar with the resolution to be passed and none of them objects to this decision-making process.
- 13.7 The Management Board may draw up rules concerning its internal matters. The managing directors may also allocate their duties among themselves, whether by drawing up rules or otherwise.
- 13.8 The Management Board shall require the approval of the General Meeting for such Management Board resolutions as the General Meeting shall have specified in a resolution to that effect and notified to the Management Board.
- 13.9 Failure to obtain the approval required under Article 13.8 shall not affect the powers of representation of the Management Board or managing directors.
- 13.10 The Management Board must follow the instructions of the General Meeting, unless these instructions are contrary to the interests of the Company and the enterprise connected with it.

MANAGEMENT BOARD - REPRESENTATION

Article 14

The Management Board is entitled to represent the Company, as is each managing director individually.

GENERAL MEETINGS - CONVOCATION AND AGENDA

Article 15

- 15.1 During each financial year at least one General Meeting must be held or at least one resolution passed in accordance with Article 18.1.
- 15.2 General Meetings shall also be held whenever such a meeting is convened by the Management Board or one or more managing directors.
- 15.3 General Meetings must be held in the place where the Company has its corporate seat as set out in these articles of association.
- 15.4 A General Meeting must be convened by letters sent to Persons with Meeting Rights no later than on the eighth day prior to the day of the meeting.

- 15.5 Where the rules laid down by law or by these articles of association in relation to the place where meetings should be held, the convening of meetings or the drawing up of agendas have not been complied with, legally valid resolutions may still be passed provided that all Persons with Meeting Rights have consented to the place of the meeting or to a decision being made on the relevant matters, respectively, and provided that the *managing directors* have been afforded the opportunity to give their advice prior to the decision-making.

GENERAL MEETING - PROCEDURAL RULES

Article 16

- 16.1 The General Meeting shall appoint its own chairman.
- 16.2 Managing directors shall, in that capacity, have an advisory vote at General Meetings.
- 16.3 The Management Board may decide that each Person with Meeting Rights is entitled, whether in person or represented by a person holding a written proxy, to participate in, address and (where applicable) exercise his voting rights at the General Meeting by electronic means of communication.
- 16.4 The Management Board may impose conditions on the use of electronic means of communication.

GENERAL MEETING - DECISION-MAKING

Article 17

- 17.1 Each share shall give the right to cast one vote at General Meetings.
- 17.2 The Management Board may decide that votes cast before the General Meeting, but not earlier than on the thirtieth day before that of the meeting, by electronic means of communication shall be equated with those cast at the time of the meeting.
- 17.3 Unless a greater majority is required by law, all resolutions shall be passed by a Simple Majority. Invalid and blank votes shall not be counted as votes cast.

GENERAL MEETING - RESOLUTIONS WITHOUT HOLDING A MEETING

Article 18

- 18.1 Shareholders may pass resolutions without holding a meeting provided that all Persons with Meeting Rights have consented to this manner of decision-making, which consent may be given electronically. The votes on such a resolution must be cast in writing.
- 18.2 The managing directors must have been afforded the opportunity to give their

9w

advice prior to the decision-making referred to in Article 18.1.

FINANCIAL YEAR, ANNUAL ACCOUNTS

Article 19

- 19.1 The financial year of the Company shall coincide with the calendar year.
- 19.2 Each year, within five months after the end of the Company's financial year, unless this period is extended by a maximum of five months by the General Meeting on account of special circumstances, the Management Board shall prepare annual accounts and deposit them at the Company's office for inspection by the Shareholders. If the Company is required by law to prepare a management report, the Management Board shall, within the same period, also deposit the management report for inspection by the Shareholders. The annual accounts shall be signed by all *managing directors*. If one or more of their signatures is missing, this fact and the reason therefor shall be stated.
- 19.3 The annual accounts shall be adopted by the General Meeting. The signing of the annual accounts as provided for in the first sentence of section 2:210(5) DCC shall not serve as adoption of those accounts.
- 19.4 The Company shall publish the annual accounts, together with all other relevant documents and information if and to the extent and in the manner required by law.

DISTRIBUTIONS ON SHARES

Article 20

- 20.1 The profits as determined through the adoption of the annual accounts shall be at the disposal of the General Meeting. The General Meeting may decide to make a distribution, to the extent that the shareholders' equity exceeds the reserves that must be maintained by law.
- 20.2 A resolution to make a distribution shall not take effect as long as the Management Board has not given its approval. The Management Board may only withhold such approval if it knows or should reasonably foresee that, following the distribution, the Company will be unable to continue paying its due and payable debts.
- 20.3 For the purposes of calculating any distribution, shares held by the Company in its own capital shall not be included.
- 20.4 For the purposes of calculating the amount to be distributed on each share, only the amount of the mandatory payments towards the nominal value of the shares shall be taken into account. The preceding sentence may be derogated from with

W

the consent of all Shareholders.

DISSOLUTION AND LIQUIDATION

Article 21

- 21.1** In the event of the Company being dissolved, the liquidation shall be effected by the Management Board unless the General Meeting decides otherwise.
- 21.2** Any assets remaining after payment of all of the Company's debts shall first be applied to pay back the part of the nominal value that has been paid up on the shares. Any remaining assets shall then be distributed among the Shareholders in proportion to the aggregate nominal value of their shares. No distribution may be made to the Company *in respect of shares held by it*.
- 21.3** After the liquidation has been completed, the books, records and other information carriers of the Company shall be kept for the period prescribed by law by the person designated for that purpose in the resolution of the General Meeting to dissolve the Company. Where the General Meeting has not designated such a person, the liquidators shall do so.

=0=0=0=0=0=0=0=

gw

Van Heeswijk Notarissen N.V.

WvE/SC/gn/80863

DOORLOPENDE TEKST

van de volledige statuten van de besloten vennootschap met beperkte aansprakelijkheid:
Arvelle Therapeutics Netherlands B.V., gevestigd te Amsterdam,
welke statuten laatstelijk zijn gewijzigd bij akte op 6 december 2019 verleden voor
mr. Wijnand Matthijs van Eijck, notaris met plaats van vestiging Rotterdam.

=====

STATUTEN

BEGRIPSBEPALING EN INTERPRETATIE

Artikel 1

1.1 In deze statuten worden de volgende definities gehanteerd:

Aandeelhouder	een houder van aandelen in het kapitaal van de Vennootschap.
Algemene Vergadering	het orgaan dat gevormd wordt door de Vergadergerechtigden, dan wel de bijeenkomst van Vergadergerechtigden.
Artikel	een artikel van deze statuten.
Bestuur	het bestuur van de Vennootschap.
BW	het Burgerlijk Wetboek.
Dochtermaatschappij	een rechtspersoon waarin de Vennootschap of een of meer van haar dochtermaatschappijen, al dan niet krachtens overeenkomst met andere stemgerechtigden, alleen of samen meer dan de helft van de stemrechten in de algemene vergadering kunnen uitoefenen, alsmede andere rechtspersonen en vennootschappen welke als zodanig door het BW worden aangemerkt.
Groepsmaatschappij	een rechtspersoon of vennootschap die organisatorisch met de Vennootschap is verbonden in een economische eenheid.
Vennootschap	de rechtspersoon waarop deze statuten betrekking

I, Gregory Weinhoff, Director of Arvelle Therapeutics Netherlands B.V.,
hereby certify that this is a true copy of the original.
By Wahy Jan 16, 2020 AW

Vergadergerechtigde	hebben. een Aandeelhouder alsmede een vruchtgebruiker of pandhouder met stemrecht en/of Vergaderrecht.
Vergaderrecht	het recht om, in persoon of bij schriftelijk gevolmachtigde, de Algemene Vergadering bij te wonen en daar het woord te voeren.
Volstreckte Meerderheid	meer dan de helft van het aantal uitgebrachte stemmen.

- 1.2 Begrippen die in het enkelvoud zijn gedefinieerd hebben een overeenkomstige betekenis in het meervoud en vice versa.
- 1.3 Onder de term schriftelijk wordt tevens begrepen langs elektronische weg.

NAAM EN ZETEL

Artikel 2

- 2.1 De Vennootschap is genaamd **Arvelle Therapeutics Netherlands B.V.**
- 2.2 Zij is gevestigd te Amsterdam.

DOEL

Artikel 3

De Vennootschap heeft ten doel:

- a. het ontwikkelen, op de markt brengen en exploiteren van epilepsiebehandelingen;
- b. het op enigerlei wijze ondernemen van handelsactiviteiten (detailhandel en groothandel), daaronder begrepen het invoeren, uitvoeren, kopen, verkopen en distribueren van producten, daaronder begrepen, maar niet beperkt tot farmaceutische producten, en andere (grondstof) gerelateerde producten en het verlenen van operationele en ondersteunende diensten aan haar Groepsmaatschappijen in dit verband;
- c. het ontwikkelen en handelen in patenten, merkrechten, licenties, knowhow, auteursrechten en databankenrechten en andere intellectuele eigendomsrechten;
- d. het deelnemen in, het financieren van, het zich op andere wijze interesseren bij en het voeren van beheer over andere rechtspersonen, vennootschappen en ondernemingen;
- e. het geven van garanties, het stellen van zekerheden of het zich op andere wijze sterk maken of zich hoofdelijk of anderszins verbinden voor verplichtingen van Groepsmaatschappijen of derden; en
- f. het verrichten van al hetgeen met het vorenstaande in de ruimste zin verband

mw

houdt of daartoe bevorderlijk kan zijn.

AANDELEN - KAPITAAL

Artikel 4

- 4.1 Het nominale bedrag van ieder aandeel is één euro (EUR 1).
- 4.2 De aandelen zijn op naam gesteld en zijn doorlopend genummerd van 1 af.
- 4.3 Ten minste één aandeel wordt gehouden door een ander dan en anders dan voor rekening van de Vennootschap of één van haar Dochtermaatschappijen.

AANDELEN - REGISTER

Artikel 5

- 5.1 Het Bestuur houdt een register waarin de namen en adressen van alle Aandeelhouders, vruchtgebruikers en pandhouders zijn opgenomen.
- 5.2 Aandeelhouders en anderen van wie gegevens in het register moeten worden opgenomen, verschaffen aan het Bestuur tijdig de nodige gegevens.
- 5.3 Alle kennisgevingen aan en oproepingen van Vergadergerechtigden kunnen aan de in het register vermelde adressen worden gedaan.

AANDELEN - UITGIFTE

Artikel 6

- 6.1 De Vennootschap kan slechts ingevolge een besluit van de Algemene Vergadering aandelen uitgeven.
- 6.2 Artikel 6.1 is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van aandelen, maar is niet van toepassing op het uitgeven van aandelen aan iemand die een voordien reeds verkregen recht tot het nemen van aandelen uitoefent.

AANDELEN - STORTING

Artikel 7

- 7.1 Bij het nemen van een aandeel moet daarop het nominale bedrag worden gestort. Bedongen kan worden dat het nominale bedrag of een deel daarvan eerst behoeft te worden gestort na verloop van een bepaalde tijd of nadat de Vennootschap het zal hebben opgevraagd.
- 7.2 Het Bestuur is zonder voorafgaande goedkeuring van de Algemene Vergadering bevoegd tot het aangaan van rechtshandelingen betreffende inbreng op aandelen anders dan in geld.

AANDELEN - EIGEN AANDELEN

Artikel 8

- 8.1 Het Bestuur beslist over de verkrijging van aandelen in het kapitaal van de

9w

Vennootschap. Verrijking door de Vennootschap van niet volgestorte aandelen in haar kapitaal is nietig.

- 8.2 De Vennootschap mag, behalve om niet, geen volgestorte eigen aandelen verkrijgen indien het eigen vermogen, verminderd met de verkrijgingsprijs, kleiner is dan de reserves die krachtens de wet moeten worden aangehouden, of indien het Bestuur weet of redelijkerwijs behoort te voorzien dat de Vennootschap na de verkrijging niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.
- 8.3 De vorige leden van dit Artikel gelden niet voor aandelen die de Vennootschap onder algemene titel verkrijgt.

AANDELEN - LEVERING

Artikel 9

- 9.1 Voor de uitgifte en levering van een aandeel of de levering van een beperkt recht daarop is vereist een daartoe bestemde ten overstaan van een in Nederland standplaats hebbende notaris verleden akte waarbij de betrokkenen partij zijn.
- 9.2 De levering van een aandeel of de levering van een beperkt recht daarop overeenkomstig Artikel 9.1 werkt mede van rechtswege tegenover de Vennootschap. Behoudens in het geval dat de Vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat zij de rechtshandeling heeft erkend, danwel de akte aan haar is betekend.

AANDELEN - OVERDRAAGBAARHEID

Artikel 10

De overdraagbaarheid van aandelen is niet beperkt.

AANDELEN - VRUCHTGEBRUIK, PANDRECHT EN CERTIFICATEN

Artikel 11

- 11.1 De Aandeelhouder heeft het stemrecht op de aandelen waarop een vruchtgebruik of pandrecht is gevestigd.
- 11.2 In afwijking van Artikel 11.1 komt het stemrecht toe aan de vruchtgebruiker of de pandhouder indien zulks bij de vestiging van het beperkt recht is bepaald of dit nadien is overeengekomen, een en ander met inachtneming van het bepaalde in artikel 2:197 BW respectievelijk artikel 2:198 BW.
- 11.3 Vruchtgebruikers en pandhouders die geen stemrecht hebben, hebben geen Vergaderrecht tenzij bij de vestiging of overdracht van het vruchtgebruik respectievelijk vestiging of overgang van het pandrecht anders is bepaald.

11.3

11.4 Aan certificaten van aandelen is geen Vergaderrecht verbonden.

BESTUUR - BENOEMING, SCHORSING EN ONTSLAG

Artikel 12

- 12.1 De Vennootschap heeft een Bestuur bestaande uit één of meer bestuurders. Zowel een natuurlijke persoon als een rechtspersoon kan bestuurder zijn.
- 12.2 De Algemene Vergadering stelt het aantal bestuurders vast.
- 12.3 De Algemene Vergadering benoemt de bestuurders en is te allen tijde bevoegd iedere bestuurder te schorsen of te ontslaan.
- 12.4 Ingeval van ontstentenis of belet van één of meer bestuurders, is (zijn) de overblijvende bestuurder(s) voorlopig met het gehele bestuur belast. Ingeval van ontstentenis of belet van alle bestuurders of van de enige bestuurder, berust het bestuur voorlopig bij een persoon die daartoe door de Algemene Vergadering wordt aangewezen.

BESTUUR - TAAK, ORGANISATIE EN BESLUITVORMING

Artikel 13

- 13.1 Behoudens de beperkingen volgens deze statuten is het Bestuur belast met het besturen van de Vennootschap. Bij de vervulling van hun taak richten de bestuurders zich naar het belang van de Vennootschap en de met haar verbonden onderneming.
- 13.2 Indien het Bestuur uit meer dan één bestuurder bestaat, besluit het Bestuur, zowel in als buiten vergadering, met Volstreekte Meerderheid. Ongeldige en blanco stemmen worden niet als uitgebrachte stemmen geteld.
- 13.3 Bij staken van stemmen beslist de Algemene Vergadering.
- 13.4 Een bestuurder neemt niet deel aan de beraadslaging en besluitvorming indien hij daarbij een direct of indirect persoonlijk belang heeft dat tegenstrijdig is met het belang van de Vennootschap en de met haar verbonden onderneming. Wanneer hierdoor geen bestuursbesluit kan worden genomen, wordt desalniettemin het besluit genomen door het Bestuur.
- 13.5 Vergaderingen van het Bestuur kunnen worden gehouden door middel van audio- of audiovisuele communicatie apparatuur, tenzij een bestuurder zich daartegen verzet.
- 13.6 Besluiten van het Bestuur kunnen in plaats van in een vergadering ook schriftelijk worden genomen, mits alle bestuurders in het te nemen besluit gekend zijn en geen van hen zich tegen deze wijze van besluiten verzet.
- 13.7 Het Bestuur kan een reglement opstellen waarin aangelegenheden hem intern

MW

betreffende worden geregeld. Voorts kunnen de bestuurders al dan niet bij reglement de bestuurstaken onderling verdelen.

- 13.8 Het Bestuur behoeft de goedkeuring van de Algemene Vergadering voor zodanige bestuursbesluiten als de Algemene Vergadering bij haar specifiek omschreven besluit heeft vastgesteld en aan het Bestuur heeft medegedeeld.
- 13.9 Het ontbreken van de ingevolge Artikel 13.8 vereiste goedkeuring tast de vertegenwoordigingsbevoegdheid van het Bestuur of de bestuurders niet aan.
- 13.10 Het Bestuur dient de aanwijzingen van de Algemene Vergadering op te volgen, tenzij deze aanwijzingen in strijd zijn met het belang van de Vennootschap en de met haar verbonden onderneming.

BESTUUR - VERTEGENWOORDIGING

Artikel 14

Het Bestuur, alsmede iedere bestuurder, vertegenwoordigt de Vennootschap.

ALGEMENE VERGADERING - BIJEENROEPING EN AGENDERING

Artikel 15

- 15.1 Tijdens ieder boekjaar wordt ten minste één Algemene Vergadering gehouden of ten minste eenmaal overeenkomstig Artikel 18.1 besloten.
- 15.2 Voorts worden Algemene Vergaderingen gehouden zo dikwijls het Bestuur dan wel één of meer bestuurders overgaan tot bijeenroeping.
- 15.3 Algemene Vergaderingen worden gehouden in de statutaire plaats van vestiging van de Vennootschap.
- 15.4 De oproeping van Vergadergerechtigden geschiedt door middel van oproepingsbrieven niet later dan op de achtste dag vóór die van de vergadering.
- 15.5 Indien de door de wet of de statuten gegeven voorschriften voor de plaats van een Algemene Vergadering, het oproepen of agenderen van een Algemene Vergadering niet in acht zijn genomen, kunnen desondanks rechtsgeldige besluiten worden genomen mits alle Vergadergerechtigden hebben ingestemd met de plaats van vergadering respectievelijk ermee hebben ingestemd dat de besluitvorming over die onderwerpen plaatsvindt, en de bestuurders voorafgaand aan de besluitvorming in de gelegenheid zijn gesteld om advies uit te brengen.

ALGEMENE VERGADERING - VERGADERORDE

Artikel 16

- 16.1 De Algemene Vergadering voorziet zelf in haar leiding.
- 16.2 De bestuurders hebben als zodanig in de Algemene Vergadering een

mw

raadgevende stem.

- 16.3 Het Bestuur kan besluiten dat iedere Vergadergerechtigde bevoegd is om in persoon of bij een schriftelijk gevolmachtigde, door middel van een elektronisch communicatiemiddel aan de Algemene Vergadering deel te nemen, daarin het woord te voeren en voor zover van toepassing het stemrecht uit te oefenen.
- 16.4 Door het Bestuur kunnen voorwaarden worden gesteld aan het gebruik van het elektronisch communicatiemiddel.

ALGEMENE VERGADERING - BESLUITVORMING

Artikel 17

- 17.1 In de Algemene Vergadering geeft ieder aandeel recht op het uitbrengen van één stem.
- 17.2 Het Bestuur kan besluiten dat stemmen die voorafgaand aan de Algemene Vergadering via een elektronisch communicatiemiddel worden uitgebracht, gelijk worden gesteld met stemmen die ten tijde van de vergadering worden uitgebracht. Deze stemmen worden niet eerder uitgebracht dan op de dertigste dag voor die van de vergadering.
- 17.3 Voor zover bij de wet geen grotere meerderheid is voorgeschreven worden alle besluiten genomen met Volstreekte Meerderheid. Ongeldige en blanco stemmen worden niet als uitgebrachte stemmen geteld.

ALGEMENE VERGADERING - BESLUITVORMING BUITEN VERGADERING

Artikel 18

- 18.1 Besluitvorming van Aandeelhouders kan op andere wijze dan in een vergadering geschieden, mits alle Vergadergerechtigden met deze wijze van besluitvorming hebben ingestemd. Instemming met de wijze van besluitvorming kan langs elektronische weg plaatsvinden. De stemmen worden schriftelijk uitgebracht.
- 18.2 De bestuurders worden voorafgaand aan de besluitvorming als bedoeld in Artikel 18.1 in de gelegenheid gesteld om advies uit te brengen.

BOEKJAAR, JAARREKENING

Artikel 19

- 19.1 Het boekjaar van de Vennootschap is gelijk aan het kalenderjaar.
- 19.2 Het Bestuur maakt jaarlijks binnen vijf maanden na afloop van het boekjaar, behoudens verlenging van deze termijn met ten hoogste vijf maanden door de Algemene Vergadering op grond van bijzondere omstandigheden, een jaarrekening op en legt deze voor de Aandeelhouders ter inzage ten kantore van

mw

de Vennootschap. Indien de Vennootschap krachtens de wet verplicht is een bestuursverslag op te stellen, legt het Bestuur binnen deze termijn ook het bestuursverslag ter inzage voor de Aandeelhouders. De jaarrekening wordt ondertekend door alle bestuurders; indien van één of meer hunner de ondertekening ontbreekt, dan wordt daarvan, onder opgave van de reden, melding gemaakt op de jaarrekening.

- 19.3 De Algemene Vergadering stelt de jaarrekening vast. Vaststelling van de jaarrekening op de wijze als omschreven in de eerste zin van artikel 2:210 lid 5 BW is uitgesloten.
- 19.4 De Vennootschap gaat over tot openbaarmaking van de jaarrekening, tezamen met de overige relevante stukken en gegevens, voor zover en op de wijze als wettelijk voorgeschreven.

UITKERING OP AANDELEN

Artikel 20

- 20.1 De Algemene Vergadering is bevoegd tot bestemming van de winst die door de vaststelling van de jaarrekening is bepaald en tot vaststelling van uitkeringen, voor zover het eigen vermogen groter is dan de reserves die krachtens de wet moeten worden aangehouden.
- 20.2 Een besluit dat strekt tot uitkering heeft geen gevolgen zolang het Bestuur geen goedkeuring heeft verleend. Het Bestuur weigert slechts de goedkeuring indien het weet of redelijkerwijs behoort te voorzien dat de Vennootschap na de uitkering niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.
- 20.3 Bij de berekening van iedere uitkering tellen de aandelen die de Vennootschap in haar kapitaal houdt niet mede.
- 20.4 Bij de berekening van het bedrag, dat op ieder aandeel zal worden uitgekeerd, komt slechts het bedrag van de verplichte stortingen op het nominale bedrag van de aandelen in aanmerking. Van de vorige zin kan telkens met instemming van alle Aandeelhouders worden afgeweken.

ONTBINDING EN VEREFFENING

Artikel 21

- 21.1 Ingeval van ontbinding van de Vennootschap geschiedt de vereffening door het Bestuur, tenzij de Algemene Vergadering anders besluit.
- 21.2 Van hetgeen na voldoening van alle schulden van de Vennootschap van haar vermogen overblijft, wordt allereerst op de aandelen terugbetaald hetgeen van

Mw

het nominale bedrag daarop gestort is. Hetgeen daarna van het vermogen overblijft, wordt uitgekeerd aan de Aandeelhouders naar evenredigheid van het gezamenlijk bedrag van hun aandelen. Op aandelen die de Vennootschap zelf houdt, kan geen uitkering aan de Vennootschap zelf plaatshebben.

- 21.3 Na afloop van de vereffening blijven de boeken, bescheiden en andere gegevensdragers van de ontbonden Vennootschap gedurende de door de wet voorgeschreven termijn berusten onder degene die daartoe door de Algemene Vergadering bij het besluit tot ontbinding is aangewezen. Indien een aanwijzing als voormeld door de Algemene Vergadering niet is geschied, geschiedt deze door de vereffenaars.

=0=0=0=0=0=0=0=





FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC037032

UK Establishment No. BR022120

The Registrar of Companies hereby certifies that

ARVELLE THERAPEUTICS UK

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **17th January 2020.**