

# Limited Partnerships Act 1907

# 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 partner

(Pursuant to section 9 of the Limited Partnerships Act 1907) (see notes overleaf)

Registration No. SL021984

Name of firm Dementia Discovery GP 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  To carry on, in Scotland or elsewhere, the business of acting as general partner, founder partner or investor in limited partnerships and other fund vehicles including in, without limitation, the limited partnership to be known as Dementia Discovery LP.	Business now carried on  To carry on the business in Scotland and elsewhere of acting as a general partner, founder partner, limited partner and investor in Dementia Discovery LP (the "Fund") in accordance with the terms of the limited partnership agreement relating to the Fund as amended, supplemented and/or replaced from time to time (the "Fund Agreement") and the limited partnership agreement governing the Partnership, as amended, supplemented or replaced for time to time (the "Agreement").
c. Principal place of business	Previous place of business  Nil	New place of business  Nil
d. Change in the partners or the name of a 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  SV DDF Number 1 Limited has ceased to be a limited partner of the Partnership.  Each of the following has been admitted as a limited partner of the Partnership		

**(together the "New Limited Partners"):**

- 1. Catherine E. Bingham;**
- 2. Thomas J. Flynn;**
- 3. Eugene DuBose Hill, III and Joan Luise Hill as trustees for the Eugene DuBose Hill, III and Joan Luise Hill Revocable Trust;**
- 4. Paul A. LaViolette;**
- 5. David B. Milne and Gina Milne as trustees for The David B. Milne Trust U/A/T Dated June 13, 2006;**
- 6. Michael J. Ross;**
- 7. Michael H. Balmuth;**
- 8. Hamish Alan Cameron;**
- 9. Denise W. Marks and Graham A. Marks, Trustees, or their Successors in Trust, under the Denise W. Marks Living Trust, dated November 1, 2002;**
- 10. Daniel D. Burgess and Suzanne S. Burgess as trustees for Burgess Family Trust;**
- 11. Bruce A. Peacock;**
- 12. Nicholas R. Coleman;**
- 13. Brent M. Faduski;**
- 14. Gregory Madden;**
- 15. Joshua Benjamin Resnick;**
- 16. Carol Routledge;**
- 17. Barbara A. Tate;**
- 18. Laurence D. Barker;**
- 19. Tetsuyuki Maruyama; and**
- 20. SV Life Sciences Advisers, LLC.**

e. <b>Term or character of the partnership</b> (see note 3)	<b>Change in character</b>	<b>Previous term</b>	<b>New term</b>
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		Unless terminated at the election of the general partner of the Partnership (the "General Partner") and SV DDF Number 1 Limited (the "First Limited Partner"), the term of the Partnership shall continue until a date to be determined between the General Partner and the First Limited Partner.	<p>The Partnership shall terminate, and thereafter its business and affairs shall be wound up, and its assets (if any) shall be liquidated in an orderly manner as provided in the Agreement, upon the first to occur of the following:</p> <ol style="list-style-type: none"> <li>1. the date when the full liquidation process of the Fund has been completed in accordance with the terms of the Fund Agreement or such other date as the manager of the Partnership from time to time (the "Manager") shall specify following the termination of the Fund;</li> <li>2. the agreement to such termination by a Founder Partner Consent (as defined in the Agreement);</li> <li>3. the dissolution, insolvency, liquidation, bankruptcy, withdrawal or resignation of the general partner of the Partnership from time to time;</li> <li>4. the distribution to the Partners of all the assets of the Partnership (the "Partnership Assets"); or</li> <li>5. the determination by the Manager that the Partnership Assets have a negligible value (any such determination being made in good faith by the Manager and notified in writing to the Limited Partners).</li> </ol>

**f. Sum contributed by any limited partner (see note 4)**

Particulars of any increase in capital contributions must be provided in section h.

Not applicable to an authorised partnership.

**SV DDF Number 1 Limited has reduced its capital contribution to the Partnership by £1.00 from £1.00 to nil.**

**Each of the New Limited Partners has made the capital contribution set out at (h) below.**

**g. Liability of any partner by reason of his becoming a limited instead of a general partner or a general partner instead of a limited partner**

**Nil**

**h. Statement of increase in capital contributions (see note 4)**

Names of limited partner	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) GBP	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) GBP
Catherine E. Bingham	GBP 13.94	GBP 13.94
Thomas J. Flynn	GBP 3.73	GBP 3.73
Eugene DuBose Hill, III and Joan Luise Hill as trustees for the Eugene DuBose Hill, III and Joan Luise Hill Revocable Trust	GBP 3.73	GBP 3.73
Paul A. LaViolette	GBP 3.73	GBP 3.73
David B. Milne and Gina Milne as trustees for The David B. Milne Trust U/A/T Dated June 13, 2006	GBP 3.73	GBP 3.73
Michael J. Ross	GBP 13.94	GBP 13.94
Michael H. Balmuth	GBP 5.00	GBP 5.00
Hamish Alan Cameron	GBP 13.94	GBP 13.94
Denise W. Marks and Graham A. Marks, Trustees, or their Successors in Trust, under the Denise W. Marks Living Trust, dated November 1, 2002	GBP 5.00	GBP 5.00
Daniel D. Burgess and Suzanne S. Burgess as trustees for Burgess Family Trust	GBP 0.94	GBP 0.94
Bruce A. Peacock	GBP 2.33	GBP 2.33

Nicholas R. Coleman	GBP 7.48	GBP 7.48
Brent M. Faduski	GBP 1.40	GBP 1.40
Gregory Madden	GBP 0.94	GBP 0.94
Joshua Benjamin Resnick	GBP 10.45	GBP 10.45
Carol Routledge	GBP 9.26	GBP 9.26
Barbara A. Tate	GBP 9.26	GBP 9.26
Laurence D. Barker	GBP 11.58	GBP 11.58
Tetsuyuki Maruyama	GBP 23.16	GBP 23.16
SV Life Sciences Advisers, LLC	GBP 28.68	GBP 28.68

Signed by **Walter Clark** as attorney for and on behalf of **Dementia Discovery General Partner LLP**, general partner of the Partnership.



Presented by: Burness Paull LLP  
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Presenter's reference:  
**TRA/2010/208/AJW**

**Date: 11 February 2016**

ED 73 Edinburgh

#### 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 235A(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 partnerships 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) Regulations 2013.
- 2 Changes brought about by death, by transfer of interests, by increase in the number of partners, or by 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, then state against 'previous term' the conditions under which the partnership was constituted and against any '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 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 from 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.

- 5 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 item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- 6 The statement must be signed at the end by the firm, and must be sent by post or to the registrar delivered for registration within seven days of the changes taking place.