



MABA SIDECAR FUND II

SUMMARY

The MABA Sidecar (co-investment) Fund II (the Fund) provides accredited investors who are non-MABA members with access to invest in high quality, private, emerging life science companies that are being funded or have been previously invested in by MABA - as a passive means to invest in a specialized, curated healthcare asset class.

MABA – Mid Atlantic Bio Angels (bioangels.net) – is a NY-based life science angel investment group that was formed in 2012 to bridge the expertise gap required by investors to make informed investment decisions in scientific, regulatory and commercially-complex healthcare investment opportunities. MABA invests exclusively in early stage, private life science companies (primarily therapeutics, devices, diagnostics and some digital health), with no geographic restrictions.

Participation in MABA investments previously has been limited to MABA members who are actively involved in company screenings and diligence, requiring a time and financial commitment, as well as scientific, regulatory and commercial expertise in the life sciences. The members have performed their own due diligence, and invested their own money either directly or through managed pools of capital (“Pools”).

The Sidecar Fund allows accredited investors who are non-MABA members access to the same investment opportunities, and on the same terms as the MABA members.

Sidecar Fund highlights:

- The Fund is **open-ended** - it accepts contributions on a rolling basis – you can invest recurrently
- Allows additional, company-specific investments at Fund investors’ discretion
- Provides access to MABA’s proprietary deal flow
- Invests in private life science companies only
- Invests side by side in companies that were diligenced and received investment from MABA
- Investments are automatic & rules-based, depending on the MABA investment
- Investments are ratio-based, with the MABA investors
- Investments are on the same terms as the MABA investors
- Diversification - minimum of five investments in a portfolio, invested over an approximate two-year period

The minimum contribution to the Fund is \$25,000

(Eligible investors in the Fund will need to provide sufficient information and documentation to sufficiently establish their Accredited Investor status, as defined by the SEC, at the time the contribution is made, and to keep the Fund informed should this status ever change during the life of the Fund.)

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SUMMARY OF TERMS

Fund	MABA Sidecar Fund II LLC
Fund Size	Fluctuating, open-ended fund, accepting contributions on a rolling basis
Investment Objectives	Enable non-MABA members to co-invest with MABA members and Pools in early-stage, private, life science companies (primarily therapeutics, devices, diagnostics and digital health), with no geographic restrictions
Investment Mechanism	Automatic co-investment with MABA affiliates, based on pre-set rules and ratios
Fund Contributions	\$25,000 minimum
Eligibility	Must be an “accredited investor” (as defined by the SEC)
Closing	None. Accepting contributions on a rolling basis
Investing Period	Investor funds expected to be invested within approximately two years of their receipt
Funding	Fully funded up front. No subsequent capital calls. Additional, company-specific investments allowed, at investor discretion
Term	Open ended
Administration Fee	For <u>first two years only</u> , following contribution Other fees based on Capital Contribution Amount

Capital Contribution Amount	Annual Admin Fee (yrs. 1& 2 only)	Directed Capital Contributions Fee	Annual Company Fees	SPV Fees – per each
\$25,000-\$149,000	2.00%	4.00%	\$100	\$100
\$150,000-\$249,999	2.00%	3.00%	\$50	\$100
\$250,000-\$999,999	2.00%	2.50%	\$0	\$0
>\$1,000,000	2.00%	2.00%	\$0	\$0

Performance Fee (Carry)	20% carried interest, after 100% return of initial capital contributions
Distributions	Pro rata, when material and practicable, net of expenses; [European Waterfall]
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