

**LSP Life Sciences Fund N.V.**

Annual Report 2013

**LSP**  
Life Sciences Partners

**LSP LIFE SCIENCES FUND N.V.**

Annual Report

2013

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**CONTENTS**

PROFILE.....	4
DIRECTORS' REPORT .....	6
SUPERVISORY BOARD REPORT .....	9
KEY FIGURES .....	10
BALANCE SHEET on 31 December 2013 .....	11
PROFIT AND LOSS ACCOUNT for the year 2013 .....	12
CASH FLOW STATEMENT for the year 2013 .....	13
SELECTED NOTES TO THE ANNUAL REPORT OF 2013.....	14
OTHER INFORMATION.....	30
INDEPENDENT AUDITOR'S REPORT .....	31

## PROFILE

### General information

LSP Life Sciences Fund N.V. (the Fund) is a public company with the status of an investment company with variable capital organised and established under the laws of the Netherlands on 18 April 2011. The Fund has its statutory seat in Amsterdam, the Netherlands and is registered at the Trade Register of the Chamber of Commerce in Amsterdam under file number 52545474. The Fund is an open-end investment fund listed on Euronext Amsterdam. The Fund qualifies as a tax-exempt investment fund within the meaning of article 6a of the Dutch corporate income tax act. Accordingly, the Fund is not subject to Dutch corporate income tax.

### Investment strategy

The Fund's primary investment objective is to achieve capital appreciation by investing in a diversified, yet concentrated portfolio of publicly listed life sciences companies (including biopharmaceutical, specialist pharmaceutical, medical device, drug delivery, vaccine and diagnostic companies). The majority of the Fund's portfolio will consist of European companies listed on one of the (main) European stock exchanges, with a market capitalization of below Euro 1 billion at the time of investment. The Fund Manager believes that in particular this sub-segment of companies – generally referred to as the small- and midcap segment – offers great potential for value growth. Typically, these companies will have developed a suite of innovative technologies that offer benefit over existing technologies and approaches. In addition, these companies have frequently established a product development pipeline that consists of therapeutics that have the potential to offer clinical benefit to a large and/or underserved market. The Fund intends to specifically target those companies that are projected to realize important clinical, regulatory or commercial milestones, value-enhancing partnerships and/or offer M&A potential. By doing so, the Fund expects to benefit from the value increases that frequently accompany the announcement of such milestones, partnerships or M&A transactions.

### Sustainable and responsible investing (SRI)

Sustainable and responsible investing means giving due consideration to environmental, social and governance (ESG) investment risks and opportunities – the pillars of the Sustainability model. The Fund uses these Sustainability measures, combined with more traditional methods of financial and company evaluation methods, to identify the very best investment opportunities.

The due diligence process of the Fund is structured and well-validated in the selection of companies with the 'best-in-class' approach within sub-sectors of our target market. On a macro level, an assessment is performed of the key need for the products which are the core assets of the company, the competitive environment in which the companies operate as well as of potential future developments which may impact the sustainability of the company's approach. On a company specific level, the key medical benefits of each of the products within the portfolio and their potential social and environmental impact are analysed. Furthermore the quality of management and their approach to corporate governance issues which may impact the company's reputation and investor confidence are reviewed as part of the due diligence process.

By focusing on sustainable investments in life sciences companies, the Fund believes that its investments help to support the development of all manner of medical innovation which could promote a better quality of life and increase life expectancy. In developing drugs, vaccines and other solutions for unmet medical needs or expanding the availability of medications, companies within the life sciences sector help to keep people healthier for longer, thereby improving productivity through reduced sick leave and reducing the burden on the healthcare system and society.

### **Fund Governance**

The Fund is managed by LSP Advisory B.V. as sole managing director of the Fund. LSP Advisory B.V. is a wholly owned subsidiary of LSP Management Group B.V.

The Fund Manager is responsible for the entire management of the Fund in accordance with the provisions of the Fund's organizational documents and applicable laws. The investment team of the Fund Manager consists of three individuals - Mark Wegter, Joep Muijers and Geraldine O' Keeffe – who have complementary investment skills and backgrounds relevant to the Fund's business.

The investment team receives full support from the in-depth industry knowledge of the entire cross-Atlantic and pan-European LSP organization. The Fund Manager is further supported by LSP's established, global network of advisors and experts who bring specific expertise essential for performing in-depth due diligence on potential and existing investee companies.

The Fund Manager has been granted a license pursuant to Article 2:65 of the Dutch Financial Markets Supervision Act (Wft) by the Authority for the Financial Markets on 12 April 2011.

The Supervisory Board of the Fund comprises of three members, all having relevant expertise on the Fund's business. The principal duties and responsibilities of the Supervisory Board include (i) the supervision of the management of the Fund as performed by the Fund Manager as well as to supervise the general course of affairs of the Fund, and (ii) resolving any conflict of interest situation the Fund is involved in.

## DIRECTORS' REPORT

### Investment Performance

As per the end of December 2013, the Fund has been operational for over two and a half years and has performed well over that period. Having launched the fund in May 2011 at € 100 a share, we made a suite of investments and divestments over the intervening period. Again, as we have seen in 2012, a number of these investments have achieved major value increasing milestones during the past year. As a result, the Net Asset Value per share moved from Euro 104.08 as at 31 December 2012 to Euro 133.95 (plus 28.7%) as at 31 December 2013. The Fund recorded a profit for the period of Euro 12.78 million. As outlined in the prospectus, the Fund aims to provide absolute return for its investors. The Fund Manager is of the opinion that there is no proper benchmark available, which can be used to evaluate the Fund's performance. Therefore, no comparative benchmark data is presented in this report. Importantly, as previously stipulated in our 2012 Director's report, we focus to a lesser extent on short term investment opportunities and remain convinced of our strategy of building a balanced portfolio with investments that offer upside in the mid- to long term (on average 1 to 2 years). Our portfolio primarily holds investments in companies that have a market cap below Euro 1 billion, a space of limited investor focus. As at 31 December 2013 the portfolio amounted to Euro 59.21 million, holding 17 names.

The portfolio consists exclusively of shares and warrants in listed life sciences companies that jointly provide a balanced - yet concentrated - exposure to the sector. Investments have been spread across clinical stage of development, disease area, geography, field of technology and business model. The majority of the investments in the period were in the area of drug development, combined with investments in innovative diagnostics, medical devices and specialty pharma companies. Equity stakes were predominantly below 5% of the portfolio company's outstanding capital, the exact size depending on company specific factors such as liquidity, market capitalization, timing of expected news flow and long term outlook. Holding periods consequently varied. The vast majority of the investments were in European companies. Again, as we have seen in 2012, we were offered participation in a number of structured investment opportunities, providing for additional upside to the fund. The monthly reports of the Fund that are published on the Fund's website provide the current portfolio composition and list as well the top-5 best performing stocks of the respective month.

### Outlook

As we described in our last Director's report, we continue to believe there is substantial upward potential in the LSP Life Sciences Fund, with significant additional milestones and news flow expected from its portfolio companies in the year 2014. Already, some of the anticipated milestones have materialized in the first two months of the year, as exemplified by the strong performance of the fund since the beginning of 2014. We believe there is further upward potential in the current portfolio investments in the coming months, should certain anticipated milestones materialize in favour of the investment companies. Going forward, the Fund will continue to selectively add and dispose of companies in line with its investment strategy.

**Fund's risk management**

The Fund has established a risk management function that monitors the risks, among other things, on the basis of periodic reports from the fund administrator and other service providers. Please refer to pages 26 - 28 of the financial statements for a more detailed description.

**Fund policy regarding voting rights and voting conduct**

The Fund Manager will actively exercise, or deliberately refrain from exercising, voting rights attached to the Fund's shares in its portfolio companies. The Fund Manager will determine the manner in which voting rights are being exercised on a case-by-case basis, but at all times in the best interests of the Fund and the investors of the Fund. During 2013 the Fund Manager has not exercised its voting rights.

**Developments in laws and regulations**

The Fund Manager is currently preparing itself to comply with the Alternative Investment Fund Management Directive or AIFMD before the effective date of 22 July 2014. The directive includes amongst others guidelines for risk management, custody of assets and outsourcing. Furthermore it prescribes the appointment of a separate and independent depositary.

In December 2013, The Netherlands and the United States signed an intergovernmental agreement (IGA) for the automatic exchange of data between the tax authorities of both countries—and thus implementing the US legislation known as Foreign Accounts Tax Compliance Act or FATCA. With respect to this legislation, it is anticipated that the Fund will register as a 'Deemed Compliant Foreign Financial Institution'.

**Administrative organization and internal controls**

The Fund Manager and the Fund have documented the administrative organization and internal controls in accordance with the Dutch Financial Markets Supervision Act (Wft) and the Decree on Market Conduct Supervision of Financial Business (Bgfo). During the reporting period we have reviewed the various aspects of our operations. Our work did not find anything that would lead us to conclude that the administrative organization and the system of internal controls as referenced in article 121 of the Bgfo does not satisfy the requirements as laid down in the Bgfo and related regulations. Furthermore, we did not find that the administrative organization and internal controls are ineffective or that they do not operate in accordance with their description.

Based on the above, we declare as Fund Manager of the LSP Life Sciences Fund N.V. that we are in possession of a description of the administrative organization and internal controls in accordance with Article 121 of the Bgfo, which fulfils the requirements of the Bgfo. We also state with a reasonable degree of certainty that the administrative organization and the system of internal controls was effective and operated in accordance with its description during the reporting period.



The director of LSP Life Sciences Fund N.V. confirms to the best of its knowledge that:

- the financial statements for the year 2013 have been prepared in accordance with the statutory provisions of Part 9, Book 2 of the Netherlands Civil Code and give a true and fair view of the assets, liabilities and financial position of LSP Life Sciences Fund N.V. as at 31 December 2013 and of its result for the period then ended.
- the report includes a fair review of the key developments of the Fund during the period and the effects thereof on the annual report, together with the principal risks and uncertainties of upcoming six months.
- the report provides adequate disclosure of the principal transactions with related parties.

The director

**LSP Advisory B.V.**

Mark Wegter

Joep Muijrs

Geraldine O'Keeffe

## SUPERVISORY BOARD REPORT

In accordance with the Fund documents, the Supervisory Board of the Fund meets at least quarterly and at such times as the Supervisory Board or the directors of the Fund Manager deem necessary. During the year 2013, the Supervisory Board held 4 meetings together with the directors of the Fund Manager. All meetings except one had full attendance of the individual members.

During these meetings the Supervisory Board has discussed a wide range of subjects including the investment strategy and investment performance, the Fund's operations and the interaction with third party service providers (e.g. custodian, fund agent, fund administrator and brokers), the principles of fund governance – including the Fund's conflict of interest procedure -, compliance related matters as well as the monitoring and adherence to the investment restrictions and the Socially Responsible Investment practices and procedures of the Fund.

Furthermore the Supervisory Board has monitored the financial reporting process, the effectiveness of the internal controls and the risk management of the Fund.

During the year all members of the Supervisory Board took the 'Bankers Oath' (bankierseed), which became binding on board members of Dutch financial institutions.

The Supervisory Board declares that all of its members were independent of one another as well as in respect of the Fund and the Fund Manager.

Pauline Bieringa (chair)

Tom van Wijngaarden

Onno Paymans

**KEY FIGURES**

(in thousands of Euro's, except per share data and percentages)

	2013	2012	2011
Net Asset Value	62,592	41,278	32,856
Number of shares outstanding	467,271	396,581	391,168
Net Asset Value per share	133.95	104.08	83.99
Share price performance	+28.7%	+23.9%	-16.0%*
Net Result	12,775	7,870	-6,262*
Ongoing Charges Figure (OCF) <sup>1</sup>	2.07%	2.11%	1.55%
Performance Figure <sup>2</sup>	2.46%	n/a	n/a
Turnover Ratio <sup>3</sup>	154%	144%	29%

1) The Total Expense Ratio (TER) has been replaced by the Ongoing Charges Figure. The comparative figures have been adjusted accordingly, see page 24 for a more detailed explanation

2) The performance related fees are expressed separately as a percentage of the Fund's average Net Asset Value (NAV)

3) The calculation method for the Turnover Ratio has been changed and adjusted accordingly for the comparative years, see page 24 for a more detailed explanation

\* The comparative period of 2011 runs from inception of the Fund at 18 April 2011 to 31 December 2011

**BALANCE SHEET on 31 December 2013**

(in thousands of Euro's, before appropriation of the result)

	Note	31 December 2013	31 December 2012
<b>Assets</b>			
<b>Investments</b>	<b>1</b>		
Investments in securities		52,627	31,577
Investments in derivatives		6,581	3,195
		59,208	34,772
<b>Receivables</b>			
Issued capital receivable from shareholders		170	4
<b>Other assets</b>	<b>2</b>		
Intangible assets		78	117
Cash accounts		4,684	6,549
		4,762	6,666
<b>Total Assets</b>		64,140	41,442
<b>Liabilities and shareholders' equity</b>			
<b>Shareholders' equity</b>	<b>3</b>		
Issued share capital		467	397
Share premium		47,742	39,273
Statutory reserve		78	117
Other reserves		1,530	-6,379
Unappropriated result		12,775	7,870
		62,592	41,278
<b>Current liabilities</b>	<b>4</b>		
Creditors and accrued expenses		1,548	164
<b>Total Liabilities and shareholders' equity</b>		64,140	41,442
Net Asset Value per share		133.95	104.08

**PROFIT AND LOSS ACCOUNT for the year 2013**

(in thousands of Euro's)

	Note	2013	2012
<b>Income from investments</b>			
Dividends on securities		1	-
<b>Realized movements in investments and other assets</b>			
Realized movements on securities	5	7,451	522
<b>Unrealized movements in investments and other assets</b>			
Unrealized movements on securities		3,795	5,195
Unrealized movements on derivatives		3,386	2,850
Currency results on cash accounts		686	296
		7,867	8,341
<b>Expenses</b>			
Administration expenses	6	2,317	737
Other operating expenses	7	39	39
Interest expenses on cash accounts		188	217
		2,544	993
<b>Result for the period</b>		12,775	7,870

**CASH FLOW STATEMENT for the year 2013**

(in thousands of Euro's)

	2013	2012
<b>Cash flows from investment activities</b>		
Net result	12,775	7,870
Realized movements in investments and other assets	-7,451	-522
Unrealized movements in investments and other assets	-7,867	-8,341
Purchase of investments and other assets	-51,630	-26,180
Sale of investments and other assets	41,826	29,711
Change in amounts receivable	-166	-4
Change in intangible assets	39	39
Change in current liabilities	1,384	-7
	-11,090	2,566
<b>Cash flows from financial activities</b>		
Issue of shares	10,969	1,694
Redemption of shares	-2,430	-1,142
<b>Total cash flows from financial activities</b>	8,539	552
Currency results on cash accounts	686	296
<b>Net change for the period</b>	<b>-1,865</b>	<b>3,414</b>
Opening balance	6,549	3,135
Closing balance	4,684	6,549
	-1,865	3,414

## SELECTED NOTES TO THE ANNUAL REPORT OF 2013

### **General**

LSP Life Sciences Fund N.V. (the Fund) is a public limited liability company with the status of an investment company with variable capital organised and established under the laws of the Netherlands on 18 April 2011. The Fund has its statutory seat in Amsterdam, the Netherlands. The Fund is an open-end investment fund listed on Euronext Amsterdam. The Fund is managed by LSP Advisory B.V. as sole managing director of the Fund.

The purpose of the Fund is to achieve capital appreciation by investing in a diversified, yet concentrated portfolio of publicly listed life sciences companies (including biopharmaceutical, specialist pharmaceutical, medical device, drug delivery, vaccine and diagnostic companies).

The Fund qualifies as a tax-exempt investment fund within the meaning of Article 6a of the Dutch Corporate Income Tax Act. Accordingly, the Fund is not subject to Dutch corporate income tax.

### **Accounting principles**

#### General

The financial year of the Fund corresponds to the calendar year. This report has been prepared in accordance with generally accepted accounting principles in the Netherlands, and in compliance with the financial reporting requirements included in Part 9, Book 2 of the Netherlands Civil Code.

The functional currency of the Fund is Euro and the financial statements are presented in thousands of Euro's except per share data.

To facilitate comparison, the presentation of the comparative figures has been amended where deemed necessary.

Unless specifically specified otherwise the Fund applies the historical cost convention and for monetary financial instruments the amortised cost convention, both less any value adjustments deemed necessary. Furthermore, the accrual method of accounting has been applied which means that income and expenses are recognised in the period to which they relate rather than the period in which they have been paid or received.

Foreign currency translation

Unless otherwise stated, assets and liabilities denominated in foreign currencies are translated into the Fund's reporting currency at the exchange rates at closing date. Revenues and expenses denominated in foreign currencies are translated into Euro's at rate prevailing at the transaction date. Resulting currency exchange differences are taken into the Profit and Loss account under currency results.

The exchange rates at 31 December 2013, in Euro	
British pound	1.20192
United States dollar	0.72574
Swiss Franc	0.81599

Investments*Securities*

Investments are recorded at their fair value. The Fund only has investments in listed securities for which fair value is determined at their closing price on the valuation date on the relevant exchanges. Transaction costs in respect of purchase and sale of investments are included in unrealized and realized movements in investments.

*Derivatives*

Derivatives (warrants) are measured at fair value on initial recognition. After initial recognition, these derivative financial instruments are carried at fair value, with gains and losses recognized in unrealized and realized movements in investments in the Profit and Loss account.

In the absence of a quotation, the fair value of the warrants is calculated using the Black-Scholes Discrete model, taking into account the exercise price of the warrant, the remaining life of the warrant, the vesting period of the warrant, the share price of the underlying security at valuation date, the risk-free interest rate, the expected volatility and the expected dividend yield.

Intangible assets

Establishment expenses are capitalized at the level of the Fund and are amortized over a period of 5 years.

Share premium account

This reserve originates from the issue and from the redemption of shares.

Other assets and liabilities

Cash accounts and liabilities are shown at their nominal value.

Profit and Loss account

Income and expenses are accounted for in the period to which they relate.



**Income**

Dividends are recognised on an ex-dividend date basis. If the Fund elects to receive a stock dividend in lieu of a cash dividend, an amount equal to dividends not received is included in income. When the Fund receives a stock dividend when there is no cash alternative, an amount equal to the nominal value of the shares issued is included in income to the extent that such stock dividend is regarded as revenue for Dutch tax purposes.

**Expenses**

Administrative expenses are dealt with on an accrual basis. All expenses are charged to the Profit and Loss account.

**Cash Flow statement**

The Cash Flow statement is prepared by using the indirect method.

## Notes to balance sheet

31 December 2013      31 December 2012

### 1. Investments

The changes in securities are shown below:

#### Securities

Market value beginning of period	31,577	29,736
Purchases	51,630	25,835
Sales	-41,826	-29,711
Unrealized price movements	4,351	5,712
Unrealized currency movements	-556	-517
Realized price movements	7,819	192
Realized currency movements	-368	330
Market value at end of period	52,627	31,577

All the securities are listed.

The changes in derivatives are shown below:

#### Derivatives

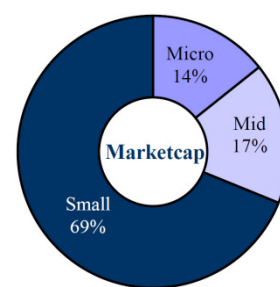
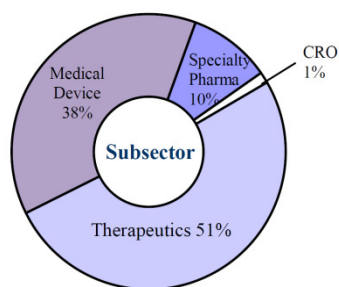
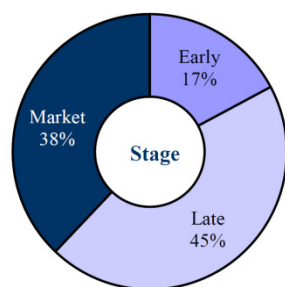
Market value at beginning of period	3,195	-
Purchases	-	345
Unrealized price movements	3,409	2,838
Unrealized currency movements	-23	12
Market value at end of period	6,581	3,195

The parameters used for the valuation of the non-listed warrants are:

Parameter	Warrant A	Warrant C	Warrant D
Expiration date	May 2017	July 2018	July 2018
Remaining life	3.42 years	4.54 years	4.54 years
Price of underlying share at value date	USD 11.31	GBP 0.2850	GBP 0.2850
Exercise price	USD 3.40	GBP 0.9250	GBP 0.4400
Vesting period	-	-	-
Expected dividend yield	0.00%	0.00%	0.00%
Expected volatility	121.27%	27.70%	27.70%
Rate of yield curve	1.06%	2.02%	2.02%

Warrant B held by the Fund as at 31 December 2012 has been exercised on 14 March 2013 with a purchase of 2,000,000 shares of Lombard Medical Technologies PLC at the exercise price of GBP 1.40.

The Fund's investments are classified according to stage, subsector and market capitalization. The breakdown of the Fund's portfolio per 31 December 2013 is shown below.



Stage at year end	2013	2012
Early Stage	17%	8%
Late Stage	45%	41%
Market	38%	51%

Subsector at year end	2013	2012
Therapeutics	51%	49%
Medical Device	38%	27%
Specialty Pharma	10%	12%
CRO	1%	12%
Diagnostics	0%	0%

Marketcap at year end	2013	2012
Microcap	14%	9%
Smallcap	69%	84%
Midcap	17%	7%

### Top-10 positions

The below table shows the top-10 investments of the Fund grouped per company (including warrants) as a percentage of the total Fund's Net Asset Value.

Company	Stage	Subsector	Marketcap	%
AcelRX	Late	Medical Device	Small	13.6%
BTG	Market	Specialty Pharma	Mid	9.2%
Lombard Medical	Late	Medical Device	Micro	8.9%
Optos	Market	Medical Device	Small	8.7%
GW Pharmaceuticals	Market	Therapeutics	Small	7.3%
MorphoSys	Early	Therapeutics	Mid	6.7%
Synergy Pharmaceuticals	Late	Therapeutics	Small	5.9%
Ablynx	Early	Therapeutics	Small	5.6%
Neurocrine Biosciences	Late	Therapeutics	Small	5.3%
Basilea Pharmaceutica	Market	Therapeutics	Small	4.8%

	31 December 2013	31 December 2012
<b>2. Other assets</b>		
<u>Intangible assets</u>		
Establishment expenses	195	195
Depreciation	-117	-78
Value at end of period	78	117

The intangible assets consist of the establishment expenses of the Fund that are capitalized at the level of the Fund and are amortized over a period of 5 years. Included in the establishment expenses are legal, accounting and tax advisory costs, incorporation expenses and travel costs.

#### **Cash accounts**

The cash at banks are held with KAS BANK N.V. and are available on demand.

### 3. Shareholders' equity

The authorized share capital of the Fund is Euro 1,000,000 and is divided in 1,000,000 shares with a par value of Euro 1.00 each. The number of issued shares at 31 December 2013 amounts to 467,271.

	31 December 2013	31 December 2012
<b>Issued share capital</b>		
Balance at beginning of period	397	391
Issued	90	18
Redemption	-20	-12
Balance at end of period	467	397
<b>Share premium account</b>		
Balance at beginning of period	39,273	38,727
Issue of shares	10,879	1,676
Redemption of shares	-2,410	-1,130
Balance at end of period	47,742	39,273
<b>Number of issued capital</b>		
Balance at beginning of period	396,581	391,168
Issued	90,800	17,706
Redemption	-20,110	-12,293
Balance at end of period	467,271	396,581
Net Asset Value	62,592	41,278
Number of shares	467,271	396,581
Net Asset Value per share	133.95	104.08
<b>Statutory reserve</b>		
Balance at beginning of period	117	156
Intangible assets (establishment expenses)	-39	-39
Balance at end of period	78	117
<b>Other reserves</b>		
Balance at beginning of period	-6,379	-156
Result appropriation for previous year	7,870	-6,262
Intangible assets (establishment expenses)	39	39
Balance at end of period	1,530	-6,379

31 December 2013      31 December 2012

#### 4. Current liabilities

##### Creditors and accrued expenses

Interest	17	16
Capital redemption payable to shareholders	69	10
Fund operational costs	105	87
Management fee	77	51
Performance fee	1,280	-
	1,548	164

The creditors and accrued expenses are payable within one year.

##### Fund operational costs

Fund administration, custody and bank fees	16	9
Remuneration of the Supervisory Board	42	37
Auditor's remuneration	24	20
Governance costs	5	5
Advisory costs	15	12
Other costs	3	4
	105	87

## Notes to the Profit and Loss account

### 5. Realized and unrealized movements in investments and other assets

	2013	2012
<b>Realized movements on securities</b>		
Realized gains on securities	7,819	192
Currency results on securities	-368	330
	7,451	522
<b>Unrealized movements on securities</b>		
Change in unrealized gains on securities	4,351	5,712
Currency results on securities	-556	-517
	3,795	5,195
<b>Unrealized movements on derivatives</b>		
Change in unrealized gains on derivatives	3,409	2,838
Currency results on derivatives	-23	12
	3,386	2,850

#### Currency results on cash accounts

The Fund makes use of foreign currency cash accounts to (partially) hedge the currency exposure of its investments. During the reporting period the currency results on these cash accounts amounted to a profit of Euro 686 thousand (2012: +296 thousand), whilst the realized and unrealized currency result of the investments amounted to a loss of Euro 947 thousand (2012: -175 thousand). The net currency result of the Fund thus amounted to a loss of Euro 261 thousand (2012: +121 thousand).

	2013	2012
<b>6. Administration expenses</b>		
Fund operational costs	248	184
Management fee	789	553
Performance fee	1,280	-
	2,317	737
<b>Fund operational costs</b>		
Fund administration, custody and bank fees	146	88
Remuneration of the Supervisory Board	42	39
Auditor's remuneration	28	22
Governance costs	5	12
Advisory costs	18	17
Other costs	9	6
	248	184

Invoices relating to custody services amounting Euro 8 thousand (2012: 8 thousand) are included in the line item Fund administration, custody and bank fees.

Fund operational costs include all costs of legal, tax, regulatory, administrative, custody, auditing, reporting and similar services and advices provided to the Fund, the cost of the Fund Agent and Administrator, the costs of supervision of the Fund, all costs incurred in relation to the Fund's Supervisory Board and all costs of communications with and meetings of the investors. The auditor's remuneration amounts to Euro 24 thousand in respect of the audit of the financial statements by KPMG Accountants N.V. The auditor has performed no other services for the Fund. A further Euro 4 thousand has been paid to SASconsult Assurance in connection with the assurance procedures performed on the GIPS performance of the Fund.

### Management Fee

The Fund Manager is entitled to an annual management fee due by the Fund to the Fund Manager equal to 1.5% per annum of the Net Asset Value excluding (i.e. before deduction of) the accrued management fee and performance fee. The management fee accrues on a daily basis by reference to the latest Net Asset Value and is payable by the Fund in arrears as per the last business day of each month.

### Performance Fee

The Fund Manager is entitled to receive a performance fee of twenty per cent (20%) of the increase (if any) in the Net Asset Value accrued during each year, adjusted for the direct effect on the Net Asset Value of subscriptions and redemptions of shares and distributions effected during the year concerned, but only to the extent such increase exceeds the hurdle of 8%. The performance fee is furthermore subject to a perpetual high watermark which means that performance fee shall only be payable if, and to the extent that, the Net Asset Value at the end of a year is greater than the highest value of this variable which has been determined at the end of all of the preceding years. The performance fee is calculated and accrues on a daily basis. The performance fee, if any, is payable as per the last valuation day of each calendar year. The initial issue price of Euro 100.00 per share, plus the 8% hurdle since inception amounted to Euro 122.99 at 31 December 2013. The Net Asset Value per share – before performance fee – as of period-end was Euro 136.69, yielding an excess performance of Euro 13.70 per share. The performance fee amounts to 20% of this excess performance, multiplied by the number of shares outstanding results in an accrued performance fee of Euro 1,280 thousand for the period.

(in Euro per share)	31 December 2013
Net Asset Value (before performance fee)	136.69
Hurdle	122.99
High watermark	n/a
Excess performance	13.70
Performance fee (20% of excess performance)	2.74
Number of shares outstanding	467,271

## 7. Other operating expenses

	2013	2012
Amortisation of establishment expenses	39	39
	39	39

The establishment expenses are capitalized at the level of the Fund and are amortized over a period of 5.



**Comparison total expenses with expenses mentioned in the prospectus.**

	Actual costs	Prospectus
Fund operational costs	248	286
Management fee	789	789
Performance fee	1,280	1,280
Establishment expenses	39	39
	2,356	2,394

**Portfolio Turnover Ratio**

The portfolio turnover ratio refers to the measure of trading activity in the Fund's portfolio. The portfolio turnover rate is a percentage of the portfolio that is bought and sold in exchange for other stocks. The portfolio turnover ratio is calculated by taking the amount of new securities purchased and the amount of securities sold minus the amount for redemption and issue of shares over the financial year. The result is expressed as a percentage of the average Net Asset Value (NAV). Following a recent directive of the European Commission - that was subsequently incorporated in the generally accepted accounting principles in the Netherlands - the calculation methodology of this average Net Asset Value has changed and is now calculated as the average of all calculated and published NAV's during the year. Previously this average calculation was based on five measurement points during the year. The portfolio turnover ratio for 2013 amounts to 154% (2012: 144%). As the portfolio turnover measure includes both the purchases as well as the sales of securities, it effectively corresponds to an average holding period of about 1.3 years, consistent with the Fund's investment strategy.

**Ongoing Charges Figure**

Following a recent directive of the European Commission - that was subsequently incorporated in the generally accepted accounting principles in the Netherlands - the total expense ratio (TER) has been replaced by the Ongoing Charges Figure (OCF). Like the TER, the OCF is the total amount of costs the Fund incurred in a year, expressed as a percentage of the Fund's average Net Asset Value (NAV) for the period concerned. The changes consist of a change in calculation method and a change in the cost components that should be included in the calculation. In addition, the average Net Asset Value is now calculated as the average of all calculated and published NAV's during the year, whereas for the TER this average calculation was based on five measurement points during the year. The performance related fees are excluded from the ongoing charges figure and are expressed separately as a percentage of the Fund's average Net Asset Value (NAV) for the period concerned. The resulting OCF for 2013 is 2.07% (2012: 2.11%). The resulting percentage of the performance fee for 2013 is 2.46% (2012: n/a).

**Remuneration of the Supervisory Board**

The total of remuneration for the members of the Supervisory Board for the period amounts to Euro 42 thousand (2012: 39 thousand). The increase is solely related to the fact that as of 2013, Value Added Tax (VAT) is payable on Supervisory Board fees.

Supervisory Board member	Remuneration
Pauline Bieringa	18
Tom van Wijngaarden	12
Onno Paymans	12

**Personnel**

The Fund did not employ any personnel.

**Risk factors and risk management**

An investment in the Fund involves certain risks and uncertainties relating to the Fund's structure and investment strategy. The Fund has exposure to the following risks from financial instruments:

- Market risks
- Credit risk, including settlement risk
- Liquidity risk
- Operational risks, including preservation and legal and tax compliance risks

The Fund Manager monitors the risks, among other things, on the basis of periodic reports from the fund administrator and the other service providers.

The Fund Manager has been given a discretionary authority to manage the assets in accordance with the Fund's investment objectives. Compliance with the investment restrictions and the composition of the portfolio is monitored by the Fund Manager on a daily basis.

***Market Risk***

The prices of financial instruments on the financial markets in general and more specifically the prices of financial instruments in the portfolio can increase or decrease as a result of a multitude of factors like expectations of economic growth, inflation and price movements of goods and foreign currencies. In addition the value of the portfolio can vary due to, for example, political and monetary developments. Market risks are increased as a result of limiting the geographic scope of the Fund to Europe (and in part to the United States) as well as the Fund's concentrated sector portfolio. The Fund manager distinguishes the following market risks: (i) price volatility, (ii) concentration risk, (iii) foreign currency risk and (iv) interest rate risk, which are discussed in further detail below.

***(i) Price volatility***

The stock prices of companies involved in the life sciences industry have been and will likely continue to be volatile. Stock prices and their related financial instruments (e.g. warrants) could be subject to wide fluctuations in response to a variety of factors, including the following:

- General market fluctuations (including the parameters used for valuation of warrants);
- Actual or anticipated variations in companies' operating results;
- Announcements of technological innovations by competitors;
- Changes in financial estimates by securities analysts;
- Changes in the market valuations of life sciences companies;
- Legal or regulatory developments affecting companies in the life sciences industry;
- Announcement by life sciences companies or their competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments; or
- Additions or departures of key personnel.

Many life sciences companies do not or in the future might not have earnings. As a result, the trading prices of life sciences companies may decline substantially and valuations may not be sustained. Any negative change in the public's perception of the prospects of life sciences companies, generally could depress the stock prices of a particular company regardless of its results. Other broad market and industry factors may decrease the stock price of life sciences stocks, regardless of their operating results.

Market fluctuations, as well as general political and economic conditions such as recession or interest rate or currency rate fluctuations, also may decrease the market price of life sciences stocks. Given the investment objective of the Fund and its inherent sector focus, the price volatility risk is in principle not managed by the Fund Manager.

**(ii) Concentration risk**

The Fund endeavours to create a concentrated portfolio of life sciences investments that are diversified by sub-sector (indication area or technology), geographic location, type of investment (IPOs, rights offerings, follow-on offerings, PIPEs, direct equity offerings, open market transactions, etc.), business model, area of focus, stage of development, etc. in order to achieve a high level of risk diversification. However, subject to the investment restrictions, investments may be weighted to certain indication and/or technologies and in certain geographic markets within Europe. Events that impact a specific investment, a specific sub-sector or a region may have an impact on the Fund's performance. The investment restrictions put an upper limit to the maximum allocation to a single portfolio company. Furthermore the Fund Manager monitors the concentration levels on a daily basis and will rebalance the portfolio if so required. As at 31 December 2013 the 5 single largest holdings account for 48% of the Net Asset Value of the Fund (year-end 2012: 48%).

**(iii) Foreign currency risk**

The Fund invests in life sciences companies in various countries. The investments may be dominated in currencies other than Euro and the value of these currencies may fluctuate. Thus, investors in principle will be subject to fluctuations in currency exchange rates. These fluctuations may have a positive or a negative effect on the Net Asset Value. The Fund Manager can make use of a range of financial instruments to (partially) hedge the various currency exposures that result from the portfolio investments. During the reporting period the currency risk of the Swiss franc, British pound, Swedish krona, Danish crown, and United States dollar was partially hedged by contrary positions on the respective foreign currency cash accounts.

Net currency exposure	at 31 December 2013		at 31 December 2012	
	in Local Currency	in Euro	in Local Currency	in Euro
Swiss franc	36	29	2	2
British pound	107	129	166	204
Swedish krona	-	-	2,529	295
United States dollar	2,195	1,593	1,011	767

**(iv) Interest rate risk**

The Fund has no significant exposure to interest rate risk, since all cash accounts have floating interest rates and the Fund does not hold any fixed income securities.

***Credit risk***

The Fund can be subject to the risk of the inability or refusal of dealers, brokers, clearing and payment institutions, custodians, principals or other service providers, issuing entities or other counterparties to its transactions to duly and timely perform under such services or transactions. Any such shortcoming, failure or refusal, whether due to insolvency, bankruptcy or other causes, could subject the Fund to substantial losses. The Fund Manager mitigates these risks by reviewing the creditworthiness and reliability of all service providers and counterparties and only enters into transactions with those parties that the Fund believes to be creditworthy and reliable. In addition all securities transactions are settled as either receipt or delivery versus payment which further reduces the credit risk. All cash balances, amounting to Euro 4,684 thousand as at 31 December 2013 (year-end 2012: 6,549 thousand), are held with the KAS BANK N.V. which is rated by Standard & Poor's as long term BBB+ and short term A-2.

***Settlement risk***

The Fund can be subject to the risk of that settlement through a payment system is unable to take place as expected because payment or delivery of the financial instruments is not on time or does not happen at all. For all of its transactions the Fund mitigates this risk by conducting settlements through a broker to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations.

***Liquidity risk***

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations arising from its financial liabilities – including redemptions of shares – that are settled by delivering cash or another financial asset, or that such obligations will have to be settled in a manner disadvantageous to the Fund. The Fund Manager actively monitors the maximum possible share redemptions in relation to the Fund's cash position and the level of liquidity of securities in the portfolio and will take corrective action if so required.

***Operational risks***

Operational risk concerns the risk that the Fund will incur financial losses due to amongst others operational or financial reporting errors, negligence and/or fraud. In general the Fund manages this risk through an adequate administrative organization including segregation of duties and internal controls, which cover these risks.

***Preservation risk***

To safeguard the assets of the Fund, the Fund uses an independent custodian. Preservation risk is the risk that the assets of the Fund are lost as a result of, among other things, negligence, insolvency or fraudulent actions of the custodian. To monitor and mitigate this risk, the Fund Manager will periodically review the ISAE 3402 Type II report as received from the custodian to assess whether the relevant administrative organization and internal controls are adequate.

***Legal and tax compliance risks***

Changes in tax legislation in any of the countries in which the Fund has investments, or changes in tax treaties negotiated by those countries, could adversely affect the returns from the Fund to its investors. In the event that the Fund no longer complies with the requirements of a tax-exempt investment fund, the Fund might be subject to Dutch corporate income tax. The Fund Manager, in consultation with its tax and legal advisors, monitors compliance with the relevant rules and regulations.

**Transactions with related parties**

The Fund Manager, LSP Advisory B.V. qualifies as a related party. In the reporting period the Fund Manager received a management fee of Euro 789 thousand (2012: 553 thousand) and for the reporting period a performance fee of Euro 1,280 thousand is payable for the Fund Manager (2012: none). Employees of the Fund Manager, LSP or its affiliates participate in the Fund against a market price.

**Soft dollar arrangements**

The Fund will not enter into arrangements with any party regarding kickback payments. Third parties may in relation to the execution of orders by them on behalf of the Fund provide products and services to the Fund manager. During the reporting period the Fund's transactions were conducted under execution-only arrangements with its brokers and the Fund manager has assessed that it received no soft dollar arrangement during 2013 (2012: none).

**Interests of the Supervisory Board and Management**

The members of the Supervisory Board and Management had no interests in securities held by the Fund's portfolio as at 31 December 2013 (year-end 2012: no interests).

One member of the Supervisory Board holds a total of 100 shares in the Fund as at 31 December 2013 (year-end 2012: 100 shares).

Employees of the Fund Manager, LSP or its affiliates participate in the Fund against a market price. These persons own in aggregate 14,535 (year-end 2012:14,495) shares in the Fund. The lock-up period as described in the prospectus of the Fund has expired.

Amsterdam, 10 April 2014

The director

**LSP Advisory B.V.**

Mark Wegter

Joep Muijrs

Geraldine O'Keeffe

## **OTHER INFORMATION**

### **Statutory income allocation**

According to article 22 of the Articles of Association, the Fund Manager will determine which part of the profit will be retained; the remainder of the profit will be at the disposal of the general meeting of shareholders.

### **Distributions policy**

As the investment objective of the Fund is to achieve capital appreciation, frequent and regular distribution of profits or other net proceeds by the Fund are not intended nor anticipated. All net proceeds will in principle be reinvested and the Fund Manager will exercise its right to add profits of the Fund to the Fund's reserves.

### **Post-balance sheet events**

There were no material post-balance sheet events which have a bearing on the understanding of the financial statements.

## INDEPENDENT AUDITOR'S REPORT

To: The general meeting of shareholders of LSP Life Sciences Fund N.V.

### **Report on the financial statements**

We have audited the accompanying financial statements 2013 of LSP Life Sciences Fund N.V., Amsterdam, which comprise the balance sheet as at 31 December 2013, the profit and loss account for year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

#### *Management's responsibility*

Management is responsible for the preparation and fair presentation of the financial statements and for the preparation of the Directors' report, both in accordance with Part 9 of Book 2 of the Netherlands Civil Code and the Financial Supervision Act (Wet op het financieel toezicht). Furthermore, management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

#### *Auditor's responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### *Opinion*

In our opinion, the financial statements give a true and fair view of the financial position of LSP Life Sciences Fund N.V. as at 31 December 2013 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Netherlands Civil Code and the Financial Supervision Act.



***Report on other legal and regulatory requirements***

Pursuant to the legal requirements under Section 2:393 sub 5 at e and f of the Netherlands Civil Code, we have no deficiencies to report as a result of our examination whether the Directors' report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and if the information as required under Section 2:392 sub 1 at b - h has been annexed. Further, we report that the Directors' report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Netherlands Civil Code.

Amstelveen, 10 April 2014

KPMG Accountants N.V.

L.H.A. Kreuzer RA