

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [See attachment](#)

Horizontal lines for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ [See attachment](#)

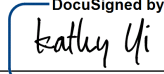
Horizontal lines for providing information regarding loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [See attachment](#)

Horizontal lines for providing other necessary information.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

DocuSigned by:
 Signature ▶  Date ▶ 11/25/2020 | 9:27 AM EST
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Print your name ▶ **Kathy Yi** Title ▶ **CFO**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

Cerevel Therapeutics Holdings, Inc.
EIN: 85-3911080 (formerly 98-1533670)
Form 8937 Attachment

Part II, Box 14 - Description of the Organizational Action

On October 27, 2020, ARYA Sciences Acquisition Corp II (“ARYA”) changed its jurisdiction of incorporation from the Cayman Islands to Delaware, and changed its name to “Cerevel Therapeutics Holdings Inc.” (“Cerevel”) in the “Domestication.” In connection the Domestication, (i) each issued and outstanding Class A ordinary share and each issued and outstanding Class B ordinary share of ARYA converted automatically by operation of law, on a one-for-one basis, into shares of Cerevel Common Stock (as defined in the in the registration statement of ARYA Sciences Acquisition Corp II (Registration No. 333-242135), dated October 7, 2020, as amended (available at <https://www.sec.gov>) (the “Registration Statement”)); (ii) each issued and outstanding warrant to purchase Class A ordinary shares of ARYA automatically represented the right to purchase one share of Cerevel Common Stock at an exercise price of \$11.50 per shares of Cerevel Common Stock on the terms and conditions set forth in the warrant agreement; and (iii) each issued and outstanding unit of ARYA that had not been previously separated into the underlying Class A ordinary share and underlying warrant upon the request of the holder thereof, was cancelled and entitled the holder thereof to one share of Cerevel Common Stock and one-third of one warrant to acquire one share of Cerevel Common Stock. The Domestication is intended to be treated as a reorganization for U.S. federal income tax purposes within the meaning of Internal Revenue Code (“IRC”) Section 368(a)(1)(F).

Part II, Box 15 - Description of the Quantitative Effect of the Organizational Action

Assuming the Domestication qualifies as a reorganization under IRC Section 368(a)(1)(F), the tax basis of a share of Cerevel Common Stock or a warrant to purchase Cerevel Common Stock received by a U.S. Holder (as defined in the Registration Statement) will equal the U.S. Holder’s tax basis in the ARYA stock or ARYA warrant surrendered in exchange therefor, increased by gain recognized by such U.S. Holder in the transaction (if any) or amounts required to be included in income by such U.S. Holders, in each case, as a result of the application of IRC Section 367(b). If IRC 367(b) applies to the Domestication: a U.S. Holder who on the day of the Domestication beneficially owns (actually and constructively) shares with a fair market value of less than \$50,000 generally will not recognize any gain or loss and will not be required to include any part of ARYA’s earnings in income in respect of the Domestication; a U.S. Holder who on the day of the Domestication beneficially owns (actually and constructively) shares with a fair market value of \$50,000 or more, but less than 10% of the total combined voting power of all classes of ARYA stock entitled to vote and less than 10% or more of the total value of all classes of ARYA stock, generally will recognize gain (but not loss) in respect of the Domestication as if such U.S. Holder exchanged its shares for shares of Cerevel Common Stock in a taxable transaction, unless such U.S. Holder elects in accordance with applicable Treasury Regulations to include in income as a deemed dividend the “all earnings and profits amount” (as defined in the Treasury Regulations under IRC Section 367(b)) attributable to the shares held directly by such U.S. Holder; and a U.S. Holder who on the day of the Domestication beneficially owns (actually or constructively) 10% or more of the total combined voting power of all classes of ARYA stock entitled to vote or 10% or more of the total value of all classes of ARYA stock, will generally be required to include in income as a deemed dividend the “all earnings and profits amount” attributable to the shares held directly by such U.S. Holder; however, any such U.S. Holder that is a corporation may, under certain circumstances, effectively be exempt from taxation on a portion or all of the deemed dividend pursuant to IRC Section 245A (participation exemption).

For more information regarding certain U.S. federal income tax consequences of the Domestication and the statements set forth on this Form 8937, see the discussion entitled “U.S. Federal Income Tax Considerations” in the Registration Statement.

Part II, Box 16 - Description of Calculation of the Change

See above.

Part II, Box 17 - List the Applicable Internal Revenue Code Section(s) and Subsection(s) upon which the Tax Treatment is Based

Tax treatment above is based on IRC Sections 368(a)(1)(F) and 367(b).

Part II, Box 18 - Can Any Resulting Loss be Recognized?

No.

Part II, Box 19 - Provide Any Other Information Necessary to Implement the Adjustment, Such as the Reportable Tax Year.

The Domestication impacts the calendar tax year ended December 31, 2020.

For a detailed description of the domestication and certain U.S. federal income tax consequences thereof, see the discussion entitled “U.S. Federal Income Tax Considerations” in the Registration Statement.

This information does not constitute tax advice, nor does it purport to be complete or describe the consequences that may apply to particular categories of shareholders. Cerevel is providing this information for informational purposes only. Shareholders are urged to consult their own legal, financial or tax advisor with respect to their individual tax consequences relating to this organizational action.