

Registration Number:

L48591
522078
LIMITED PARTNERSHIPS ACT 1907

LP5

Application for Registration of a Limited Partnership and Statement of particulars
and of the amounts contributed (in cash or otherwise) by the Limited Partners
(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership **HSBC PRIVATE EQUITY PORTFOLIO FUND – HSBC BANK PENSION TRUST**

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

TO IDENTIFY, NEGOTIATE, MAKE, MONITOR AND REALISE INVESTMENTS AND TO CARRY OUT ALL FUNCTIONS AND ACTS IN CONNECTION THEREWITH

The principal place of business

VINTNERS PLACE
68 UPPER THAMES STREET
LONDON EC4V 3BJ

The term, if any, for which the partnership is entered into

SEE ATTACHED SCHEDULE

If no definite term, the conditions of existence of the partnership

NIL

Date of commencement **14 MARCH 2003**

The partnership is limited and the full name and address of each of the partners are as follows:

General partners

HPE G.P. LIMITED
VINTNERS PLACE
68 UPPER THAMES STREET
LONDON EC4V 3BJ

Limited partners

HSBC BANK PENSION TRUST (UK) LIMITED
8 CANADA SQUARE
LONDON
E14 5HQ

Amounts contributed (1)

AN OBLIGATION TO CONTRIBUTE ASSETS
WORTH £93,399,884 TO THE PARTNERSHIP

TOTAL

£93,399,884

Signatures of all the partners

Date **14 MARCH 2003**

X V. GORNE
on behalf of
HPE G.P. LIMITED

X S. Cole
on behalf of
HSBC BANK PENSION TRUST (UK) LIMITED



A26 *A639J82* 0324
COMPANIES HOUSE 14/03/03

Presented by: Macfarlanes, 10 Norwich Street, London EC4A 1BD

Presentor's reference: SGS/2087837

Notes

(1) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.

Schedule to LP5 for

HSBC PRIVATE EQUITY PORTFOLIO FUND – HSBC BANK PENSION TRUST

The Partnership shall terminate, subject as set out below, on 14 January 2007.

At any time prior to 14 January 2007, the life of the Partnership may be extended, by the election of the General Partner and the Limited Partner by a consent, by a period or consecutive periods not exceeding two years in aggregate. Any such election shall be irrevocable but shall be without prejudice to the earlier termination of the Partnership for the following reasons:-

- 1.1.1 the insolvency, dissolution or liquidation of the General Partner (except for the purpose of a group reorganisation), save that the Partnership may be reconstituted with the written approval of the Limited Partner electing a new General Partner;
- 1.1.2 the agreement as to such termination of the General Partner and of the Limited Partner by a consent; or
- 1.1.3 the resignation or removal of the General Partner with the approval of a consent; or
- 1.1.4 the realisation of all of the assets of the Partnership and the discharge of all actual or contingent liabilities with respect thereto; or
- 1.1.5 the resignation or removal of the manager; or
- 1.1.6 following notice by the Limited Partner.

Notes

The address for companies registered in England and Wales or Wales is : -

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

or, for companies registered in Scotland : -

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

FILE COPY



CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

No. LP8591

I hereby certify that the firm

HSBC PRIVATE EQUITY PORTFOLIO FUND-HSBC BANK PENSION
TRUST

having lodged a statement of particulars pursuant to section 8 of the
Limited Partnerships Act, 1907, is this day registered as a limited
partnership.

Given at Companies House, Cardiff, the 14th March 2003



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

