

# Limited Partnerships Act 1907

CHFP025

# 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 partners.

Pursuant to section 9 of the Limited Partnerships Act 1907 (see Note 1)

Registration No. LP017197

Name of firm BDC III A LP

The changes specified below have been made or have occurred in this limited partnership (see notes overleaf)

<b>a Firm name</b>	Previous name Nil	New name Nil	
<b>b General nature of the business</b>	Business previously carried on Please see schedule attached	Business now carried on Please see schedule attached	
<b>c Principal place of business</b>	Previous place of business Nil	New place of business Nil	
<b>d Change in the partners or the name of any partner (see note 2)</b> In the case of an authorised partnership state any change in the general partner or in the name of the general partner Please see schedule attached			
<b>e Term or character of the partnership (see note 3)</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	Change in character Nil	Previous term Please see schedule attached	New term Please see schedule attached
<b>f Sum contributed by any limited partner (see note 4)</b> Particulars of any increase in capital contributions must be provided at section h Not applicable to an authorised partnership Please see schedule attached			

TUESDAY



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<b>g Liability of any partner by reason of partner becoming a limited instead of a general partner or a general instead of a limited partner</b> Nil		
<b>h Statement of increase in capital contributions (see note 4)</b>		
Name of limited partner	Increase of additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
Please see schedule attached		

Signature of firm



for and on behalf of Bridgepoint Advisers II Limited as manager of BDC III A LP

Presented by Clifford Chance LLP

Presenter's reference

10 Upper Bank Street  
London  
E14 5JJ

922166/70-40610028

149120 Canary Wharf 3

## 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 253A(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 partnership 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) Regulation 2013
- 2 Changes brought about by death, transfer of interests, increase in the number of partners or 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, state under 'previous term' the conditions under which the partnership was constituted and under '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 order 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 the 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
- 6 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 change has to be notified In any such case, the word 'Nil' should be inserted in the other sections
- 7 The statement must be signed at the end by the firm, and must be sent by post or delivered to the registrar for registration within seven days of the changes taking place

**Schedule to Form LP6**

**BDC III A LP (THE "PARTNERSHIP")**

**(Registration Number: LP017197)**

**b     *General nature of the business.***

**Business previously carried on:**

The purpose of the Partnership is to carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit. The Partnership may execute, deliver and perform all deeds, contracts and other undertakings and engage in all activities and transactions as may, in the opinion of the General Partner, be necessary or advisable in order to carry out the foregoing purpose and objective.

**Business now carried on:**

The purpose of the Partnership is to carry on the business of investing predominantly but not exclusively in the Core Geographies (as defined in the limited partnership agreement of the Partnership dated 4 May 2016 as amended from time to time (the "**Partnership Agreement**")) and, in particular but without limitation, to identify, research, negotiate, make, hold and realise Investments and to monitor the same, including, but not limited to, the acquisition, sale and disposal of equity or equity-related instruments (including, but not limited to, shares, debentures, convertible loan stock and any other debt or equity securities) issued by predominantly unlisted companies or undertakings, and/or the making of loans, whether secured or unsecured with the principal objective of creating capital growth and realising capital gains, but in each case subject to the investment policy and investment restrictions set out in the Partnership Agreement. The Partnership may execute, deliver and perform all contracts and other undertakings (whether as agreements, deeds or otherwise) and engage in all activities and transactions as may, in the opinion of the Manager, be necessary or advisable in order to carry out the foregoing purposes and objectives.

**d     *Change in the partners or the name of a partner***

The following persons have been admitted as new limited partners in the Partnership:

- 1     Bridgepoint Advisers Holdings
- 2     American Federation of Musicians and Employers' Pension Fund
- 3     Rhombus Kaiser Limited
- 4     Sound Retirement Trust

e ***Change in term of the partnership***

**Previous term:**

The term of the Partnership shall continue for a period of ten years from the Commencement Date (as defined in the limited partnership agreement of the Partnership dated 14 January 2016 (the "**Initial LPA**") unless sooner terminated in accordance with the provisions of the Initial Limited Partnership Agreement

**New term:**

The term of the Partnership shall mean the period ending on the Termination Date or unless sooner terminated or extended in accordance with the provisions of the Partnership Agreement "**Termination Date**" means the tenth anniversary of the Final Closing Date "**Final Closing Date**" means the date upon which Applications (or their equivalent in respect of any Additional Partnership) are last accepted by the Manager, which date in any event shall not be later than twelve months after the First Closing Date ("**Applications**", "**Additional Partnership**" and "**First Closing Date**" as defined in the Partnership Agreement)

f ***Change in the sum contributed by a limited partner***

Please see (h) below

h ***Statement of increase in capital contributions***

	<b>Name of Limited Partner</b>	<b>Increase or additional sum contributed</b>	<b>Total amount now contributed</b>
1	BDC III SFP LP	£85 67	£86 67
2	Bridgepoint Advisers Holdings	£100 00	£100 00
3	American Federation of Musicians and Employers' Pension Fund	£66 67	£66 67
4.	Rhombus Kaiser Limited	£216 67	£216 67
5	Sound Retirement Trust	£50 00	£50 00