

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)

Registration No.: **SL5971**

Name of firm: AAC Capital NEBO Feeder II LP (the "Partnership")

WEDNESDAY



SCT

STW1NUML

01/06/2011

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COMPANIES HOUSE

The changes specified below have been made or occurred in this limited partnership:

(Please see notes overleaf)

a.	The firm's name	
	Previous Name	New name
b.	General nature of the business	
	Business previously carried on	Business now carried on
c.	Principal place of business	
	Previous place of business	New place of business
d.	Change in the partners or the name of a partner	
e.	Term or character of the partnership (see Note 2)	
	Previous term	New term
f.	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h)).	
	European Mid Market Secondary Fund I LP and Access Capital Fund V LP Growth Buy Out Europe have been admitted as limited partners of the Partnership with the capital contributions detailed at (h) below.	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	

h. Statement of increase in capital contributions		
Names of limited partners	Increase or 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)
European Mid Market Secondary Fund I LP	€506.00	€506.00
Access Capital Fund V LP Growth Buy Out Europe	€2,294.00	€2,294.00

Signed by Alan Sopplitt as attorney for and on behalf of AAC Capital NEBO Feeder GP Limited, general partner of the Partnership.

Alan Sopplitt

Presented by: Burness LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Presenter's reference: DEB/10/52/AXC
Date: 1 June 2011

ED 73 Edinburgh

NOTES:

- Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- 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 item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

This power of attorney is made the 28 day of January 2011 by AAC Capital NEBO Feeder GP Limited.

We, AAC Capital NEBO Feeder GP Limited, registered in Guernsey and having our registered office at Heritage Hall, PO Box 225, Le Marchant Street, St. Peter Port, Guernsey, GY1 4HY, hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as our true and lawful attorney with full power and authority in our name and on our behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as AAC Capital NEBO Feeder II L.P.;
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraph 1 above;
- 3 to execute any deed of assignment or assignation or any other instrument of transfer in respect of our interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF


This power of attorney has been executed by us as a deed at
the 28 day of January 2011 as follows:-

on

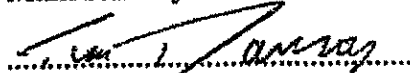
For and on behalf of

AAC Capital NEBO Feeder GP Limited

by



Mark Huntley Director



Tim Davison as alternate Director to Laurence McNairn

