

Limited Partnerships Act 1907

LP6

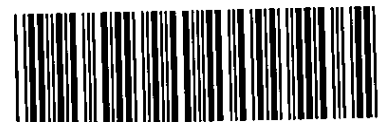
Statement specifying the nature of a change in the limited partnership and statement of increase in the amount contributed (in cash or otherwise) by limited partners.

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

Registration No. SL8284

Name of firm 17 Capital Mezzanine Co-Invest LP (the "Partner

THURSDAY



SCT 19/02/2015 #81
COMPANIES HOUSE

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

a. Firm name	Previous name NIL	New name NIL	
b. General nature of the business	Business previously carried on NIL	Business now carried on NIL	
c. Principal place of business	Previous place of business NIL	New place of business NIL	
d. Change in the partners or the name of a partner (see note 2) In the case of an authorised partnership state any change in the general partner or in the name of the general partner The following have been admitted as limited partners of the Partnership (the "New Limited Partners"): <ul style="list-style-type: none">• 17Capital Fund 2 L.P.;• 17Capital Fund 3 L.P.; and• 17Capital Luxembourg GP S.a. r.l acting in its capacity as general partner of 17Capital Fund 3 Luxembourg S.C. Sp..			
e. Term or character of the partnership (see note 3) Where the change in character is authorisation as an authorised	Change in character NIL	Previous term NIL	New term NIL

partnership or the revocation of such authorisation, give the date and the number of the authorisation order			
--	--	--	--

f. Sum contributed by any limited partner (see note 4)

Particulars of any increase in capital contributions must be provided in section h.

Not applicable to an authorised partnership.

On admission to the Partnership, the New Limited Partners made the capital contributions set out at section h below.

g. Liability of any partner by reason of his becoming a limited instead of a general partner or a general partner instead of a limited partner

NIL

h. Statement of increase in capital contributions (see note 4)

Names of limited partner	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)
17Capital Fund 2 L.P.	USD 35,000,000.00	USD 35,000,000.00
17Capital Fund 3 L.P.	USD 28,878,500.00	USD 28,878,500.00
17Capital Luxembourg GP S.a. r.l acting in its capacity as general partner of 17Capital Fund 3 Luxembourg S.C. Sp.	USD 6,121,500.00	USD 6,121,500.00

Signed by **Peter Lawson** as attorney for and on behalf of **17 Capital LLP**, general partner of the Partnership.



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

Presenter's reference:
MAC/2163/356/VSM

Date: 19 February 2015

ED 73 Edinburgh

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 235A(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 partnerships 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) Regulations 2013.
- 2 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. 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, 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. In the case of an authorised partnership, notify here the making or revocation of the authorisation 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 from 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.
- 5 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.
- 6 The statement must be signed at the end by the firm, and must be sent by post or to the registrar delivered for registration within seven days of the changes taking place.