

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.: **SL10006**

Name of firm: **Palatine Private Equity Feeder LP (the "Partnership")**

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

(Please see notes overleaf)

a.	The firm name Previous Name Nil	New name Nil
b.	General nature of the business Business previously carried on See paper apart 1	Business now carried on See paper apart 1
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 1) On 23 December 2011 Palatine Private Equity LLP was admitted as a general partner in the Partnership. On 23 December 2011 the following were admitted as limited partners in the Partnership, with the capital contribution specified in section h below: 1. Paul Anthony Bell; 2. Martin Keith Bolland; 3. Martin Henry Burrill; 4. Rupert Coull; 5. Michael J Fort; 6. Anthony Charles Preston; 7. Gerard Quiligotti; 8. Ross Warburton; 9. Gary Howse; 10. Robert Holt;	

THURSDAY

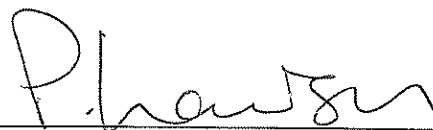


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SCT 29/12/2011 #13
COMPANIES HOUSE

11. Robert Bruce Barnes; 12. Neil McArthur; and 13. MC Trustees Private Pension Re I.S. Darby		
e. Term or character of the partnership (see Note 2)		
Previous term	New term	
See paper apart 2	See paper apart 2	
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)).		
Nil		
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.		
Nil		
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) £
Paul Anthony Bell	£40.00 in cash	£40.00 in cash
Martin Keith Bolland	£3.00 in cash	£3.00 in cash
Martin Henry Burrill	£0.50 in cash	£0.50 in cash
Rupert Coull	£1.00 in cash	£1.00 in cash
Michael J Fort	£1.30 in cash	£1.30 in cash
Anthony Charles Preston	£20.00 in cash	£20.00 in cash
Gerard Quiligotti	£5.00 in cash	£5.00 in cash
Ross Warburton	£2.50 in cash	£2.50 in cash
Gary Howse	£1.25 in cash	£1.25 in cash
Robert Holt	£1.00 in cash	£1.00 in cash
Robert Bruce Barnes	£2.50 in cash	£2.50 in cash
Neil McArthur	£2.50 in cash	£2.50 in cash
MC Trustees Private Pension Re I.S. Darby	£1.00 in cash	£1.00 in cash

Signed by Peter Lawson as attorney for and on behalf of **Palatine Feeder GP Limited**, general partner of the Partnership.



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

Presenter's reference: **KIR/33/66/HMN/**

29 December 2011

ED 73 Edinburgh

NOTES:

- 1 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.
- 2 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.
- 3 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.
- 4 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.
- 5 The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

PALATINE PRIVATE EQUITY FEEDER LP

REGISTERED NUMBER: SL10006

PAPERS APART TO FORM LP6

Paper Apart 1

b. General Nature of the Business

Business previously carried on

To carry on in Scotland and elsewhere the business of participating in other limited partnerships and making investments.

Business now carried on

In Scotland and elsewhere, to carry on the business of an investor and in particular but without limitation to identify, research, negotiate, make and monitor the progress of and sell, realise, exchange or distribute investments which shall include but shall not be limited to the purchase, subscription, acquisition, sale and disposal of unquoted shares, debentures, convertible loan stock and other securities, and the making of loans whether secured or unsecured to such companies in connection with equity or equity related investments indirectly through a limited partnership interest in Palatine Private Equity Fund II LP (no LP11716) (the “**Fund Partnership**”).

Paper Apart 2

e. Term or character of the partnership Previous term

Previous term

The Partnership shall terminate upon the happening of any of the following events (but not otherwise):-

- 1 if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the general partners of the Partnership (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor general partner of the Partnership appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the general partner of the Partnership); or
- 2 if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.

New term

- 1 The Partnership shall terminate on the expiry of 90 business days following dissolution of the Fund Partnership or earlier upon the occurrence of certain events specified in the limited partnership agreement under which the Partnership is constituted.

This power of attorney is made the 12th day of ~~December~~ 2011 by Palatine Feeder GP Limited.

We, Palatine Feeder GP Limited, registered number SC412745 having our registered office at 50 Lothian Road, Edinburgh EH3 9WJ 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 Palatine Private Equity Feeder LP;
- 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 11.30 on the 12th day of ~~December~~ 2011 as follows:-

For and on behalf of

Palatine Feeder GP Limited

by

A. Diggle Director E. Diggle

Before this Witness:-

Name: JOHNATHAN MASSEY
Address: 12 ELMSLEIGH RD. HEALD GREEN
CHENDLE, SK8 3OE