

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. SL010405

Name of firm Boots 2 Property Scottish Limited 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	New name
	Nil		Nil
b.	General nature of the business	Business previously carried on	Business now carried on
	See Rider 1		
c.	Principal place of business	Previous place of business	New place of business
	Nil		Nil
d.	Change in the partner/name of a partner		
	See Rider 2		
e.	Term or character of the partnership (see Note 2)	Previous term	New term
	See Rider 3		
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)).		
	Boots PropCo G Limited (company number 419450), Boots Divisional Office, Unit 10, Gyle Park Shopping Centre, Edinburgh EH12 9JR increased its capital contribution by £99 from £1 to £100.		
g.	Change in the liability of any partner by reason of becoming a limited instead of a general partner or vice versa.		
	Nil		

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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)
Alliance Boots PropCo A LLP	£100	£100
Alliance Boots PropCo B LLP	£100	£100
Alliance Boots PropCo C LLP	£100	£100
Alliance Boots Retail Flex LLP	£100	£100
Boots PropCo G Limited	£99	£100
Boots Pensions Limited	£127,000,000	£127,000,000

Signature of firm

Adrian Bain

As attorney for Boots PropCo F Limited (company number 419449) in its capacity as the general partner of Boots 2 Property Scottish Limited Partnership.

Presented by: Shepherd and Wedderburn LLP

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Conference Square
Edinburgh
EH3 8UL

Presenter's reference: A2631.2

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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 sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

**Riders for form LP6 relating to Boots 2 Property Scottish Limited Partnership
(the "Partnership")**

Rider 1: Business

Previous business

To carry on the business in Scotland and elsewhere in the United Kingdom of acquiring, holding, leasing, managing, lending, exploiting and disposing of:

- (i) interests in Scottish partnerships;
- (ii) real estate in Scotland, England, Wales, Northern Ireland and such other jurisdictions as the partners of the Partnership (the "Partners") may agree;
- (iii) cash;
- (iv) gilts issued by the UK government and listed on the London Stock Exchange; and
- (v) such other classes of assets as the partners of the Partnership may from time to time unanimously agree,

and activities associated therewith, in each case in accordance with the terms of the limited partnership agreement constituting the Partnership as it may be amended from time to time.

New business

The Partnership's business (the "Business") shall be to carry on the business in Scotland and elsewhere of acquiring, holding, leasing, managing, exploiting and disposing of:

- (i) real estate in Scotland, English, Wales and Northern Ireland and such other jurisdictions as the partners of the Partnership (the "Partners") may unanimously agree;
- (ii) cash (including holding such cash on deposit) in a UK bank account in the name of the Partnership);
- (iii) gilts issued by the UK government and listed on the London Stock Exchange; and
- (iv) such other classes of assets as the Partners may unanimously agree,

whether directly or indirectly including by way of acquiring, holding, leasing, managing, exploiting and disposing of interests in Scottish partnerships,

in each case in accordance with the terms of the agreement constituting the Partnership as it may be amended from time to time (the "Partnership

Agreement”), provided always that the Business shall not to any extent involve the carrying on of any trade or the undertaking of any trading transaction.

Rider 2: Change in the partner / name of a partner

The following parties were admitted as limited partners of the Partnership:

1. Alliance Boots PropCo A LLP (OC331120), Sedley Place 4th Floor, 361 Oxford Street, London W1C 2JL was admitted as a limited partner of the firm on 26 March 2012, making a capital contribution of £100;
2. Alliance Boots PropCo B LLP (OC331121), Sedley Place 4th Floor, 361 Oxford Street, London W1C 2JL was admitted as a limited partner of the firm on 26 March 2012, making a capital contribution of £100;
3. Alliance Boots PropCo C LLP (OC331122), Sedley Place 4th Floor, 361 Oxford Street, London W1C 2JL was admitted as a limited partner of the firm on 26 March 2012, making a capital contribution of £100;
4. Alliance Boots PropCo Retail Flex LLP (OC331119), Sedley Place 4th Floor, 361 Oxford Street, London W1C 2JL was admitted as a limited partner of the firm on 26 March 2012, making a capital contribution of £100; and
5. Boots Pensions Limited (00301140), 1 Thane Road West, Nottingham NG2 3AA, in its capacity as trustee of the Boots Pension Scheme, was admitted as a limited partner of the firm on 26 March 2012, making a capital contribution of £127,000,000.

Rider 3: Term

Previous term

The Partnership shall continue unless and until terminated on the Partners unanimously passing a resolution to dissolve the Partnership at a general meeting of the Partners or in accordance with the Limited Partnerships Act 1907 or the Bankruptcy (Scotland) Act 1985.

New term

The Partnership shall continue unless and until terminated on the Partners unanimously passing a resolution to dissolve the Partnership at an annual meeting or a general meeting, unless a Nominee GP (as such term is defined in the Partnership Agreement) has been appointed by Boots Pensions Limited in which case, following the completion of the capital adjustments, such resolution shall only require a majority of votes of the Partners (in each case in accordance with the terms of the Partnership Agreement) or in accordance with the Limited Partnerships Act 1907 or the Bankruptcy (Scotland) Act 1985.