

Limited Partnerships Act 1907

THURSDAY



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SCT 09/07/2015 #208
COMPANIES HOUSE

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. SL020760

Name of firm Notion Capital III Carried Interest LP (the "Partnership")

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 The purpose of the Partnership is to carry on in Scotland and elsewhere the business of participating in other limited partnerships and making investments.	Business now carried on To carry on, in Scotland and elsewhere, the business of investing in partnerships, corporations and other collective investment vehicles, in particular investing in Notion Capital III LP (the "Fund Partnership"), and to hold and benefit from an investment in such Fund Partnership and to receive distributions of the Carried Interest (as defined in the limited partnership governing the Partnership as amended from time to time (the "Agreement")) from the Fund Partnership, and to carry on such other business as the manager of the Partnership (the "Manager"), in its absolute discretion, may determine, with a view to producing profits for distribution in accordance with the Agreement.
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		

Each of the following has been admitted as a limited partner of the Partnership (together the "New Limited Partners"):

Wayne Gibbins;
Stephen Chandler;
Christopher Tottman;
Chrys Chrysanthou;
Patrick Norris; and
Jocelyn White.

e. Term or character of the partnership (see note 3)	Change in character	Previous term	New term
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	nil	<p>The Partnership shall terminate upon the happening of any of the following events (but not otherwise):</p> <p>a) if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the general partner 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 appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the general partner); or</p>	<p>The Partnership shall terminate on the earlier of (i) 90 days after the date on which the Fund Partnership is terminated or such later date as shall be determined by the Manager and (ii) the happening of any of the following events:</p> <p>a) the bankruptcy, insolvency, dissolution, liquidation, resignation, withdrawal or expulsion of the general partner of the Partnership (the "General Partner") and/or the Manager, in which event the Partnership shall terminate automatically and without notice, unless the General Partner and/or the Manager is replaced immediately after the event with an Affiliate (as</p>

		<p>b) if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.</p>	<p>defined in the Agreement) of the General Partner or the Manager or by a substitute general partner or manager nominated in writing by the limited partners of the Partnership together representing 75% by number (excluding the interest of the General Partner);</p> <p>b) the agreement of the General Partner, the Manager and a majority of the limited partners of the Partnership together representing 75% by number to such termination; or</p> <p>c) notice served by the Manager on the limited partners of the Partnership following any change or proposed change in law or regulation as a result of which, in the reasonable opinion of the Manager, the continuation of the Partnership becomes unlawful, impractical or</p>
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			inadvisable.
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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.

Each of the New Limited Partners has made the capital contribution set out at h. below.

Ian Milbourn has increased his capital contribution as set out 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) £
Wayne Gibbins	76.75	76.75
Stephen Chandler	676.94	676.94
Christopher Tottman	541.86	541.86
Chrys Chrysanthou	102.33	102.33
Patrick Norris	76.75	76.75
Jocelyn White	541.86	541.86
Ian Milbourn	540.86	541.86

Signed by **Walter Clark** as attorney for and on behalf of **Notion Capital Managers LLP**, manager of the Partnership.



Presented by: **Burness Paul LLP**
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Presenter's reference:
OSB/2009/45/RAC/9July2015

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.