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LP9649

LP5

**Application for Registration of a Limited Partnership and Statement of particulars
and of the amounts contributed (in cash or otherwise) by the Limited Partners**

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership HSBC Infrastructure Fund II L.P. G

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

To carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.

The principal place of business

8 Canada Square, London, E14
5HQ

The term, if any, for which the partnership is entered into

Please see the Schedule to
this Form LP5

If no definite term, the conditions of existence of the partnership

N/A

Date of commencement

23 July 2004

The partnership is limited and the full name and address of each of the partners are as follows:

General partners

HSBC Infrastructure Fund Management Limited
8 Canada Square
London E14 5HQ

Limited partners

Paternoster Carried Interest Limited
Partnership
50 Lothian Road, Festival Square
Edinburgh EH3 9WJ

Amounts Contributed (i)

£1.00 (in cash)

TOTAL

£1.00

Signatures of all the partners

GARETH CRAIG
FOR AND ON BEHALF OF
HSBC INFRASTRUCTURE
FUND MANAGEMENT LIMITED

Presented by:

Clifford Chance Limited
Liability Partnership, 10
Upper Bank Street, London E14

GARETH CRAIG
FOR AND ON BEHALF OF PATERNOSTER PARTNERS LIMITED
AS GENERAL PARTNER OF PATERNOSTER CARRIED INTEREST
LIMITED PARTNERSHIP

Date

23 July 2004

Presenter's reference:

GDE/C1431/00426/NH

Notes

(i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.

HSBC INFRASTRUCTURE FUND II L.P. A

Schedule to Form LP5

Term of the Partnership

The Partnership shall continue from its commencement date for a period of 15 years, provided that it shall determine immediately upon:

- (a) the written deed of both partners; or
- (b) the bankruptcy, insolvency, dissolution or liquidation of HSBC Infrastructure Fund Management Limited.

FILE COPY



CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP

No. LP9649

I hereby certify that the firm

HSBC INFRASTRUCTURE FUND II L. P. G

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Cardiff, the 23rd July 2004



Companies House
— for the record —

Limited Partnership 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 and section 47 of the Finance Act 1973)

Registration No. LP9649

Name of firm or partnership HSBC Infrastructure Fund II L.P. G

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firms name Previous Name NIL	New name NIL
b.	General nature of the business Business previously carried on Please see schedule 1 attached	Business now carried on Please see schedule 1 attached
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) Please see schedule 2 attached	
e.	Term of character of the partnership (see Note 2) Previous term Please see schedule 3 attached	New term Please see schedule 3 attached
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) overleaf). Please see schedule 4 attached	
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

Name 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)
Please see schedule 4 attached		

Signature of firms *frimmen*

Date 3 November 2004

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presentor's reference: GDE/C1431/00426/NH

NOTES

149120 Canary Wharf 3

- 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. overleaf. 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.

Schedule 1

b. General nature of business carried on

Business previously carried on

To carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.

Business now carried on

To carry on the business of investing in Project Companies specially formed to develop and operate infrastructure assets under long-term concession contracts (together with ancillary activities including identifying, structuring, making, holding, monitoring and realising or distributing Investments).

Schedule 2

d. Change in the partners or the name of a partner

New partners.

The following were admitted as new limited partners:

- Pensionskasse der UBS

Schedule 3

e. Term or character of the partnership

Previous Term

The Partnership shall continue from its commencement date for a period of 15 years, provided that it shall determine immediately upon:

- (a) the written deed of both partners; or
- (b) the bankruptcy, insolvency, dissolution or liquidation of HSBC Infrastructure Fund Management Limited.

New Term

The term of the Partnership shall continue until the tenth anniversary of the final closing date (which shall not be later than twelve months after 30 July 2004) unless sooner terminated in accordance with the provisions of the partnership agreement.

Schedule 4

f. Change in the sum contributed by a limited partner

h. Statement of increase in capital contributions

Name of Limited Partner	Additional Capital Contribution £	Total Contribution £
Pensionskasse der UBS	1500	1500
Paternoster Carried Interest Limited Partnership	374	375

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)

Registration No. LP009649

Name of firm InfraRed Infrastructure Fund II (G) L.P.

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

(Please see notes overleaf)

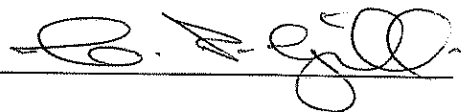
a. The firm name	Previous Name	New name
NIL		NIL
b. General nature of the business	Business previously carried on	Business now carried on
NIL		NIL
c. Principal place of business	Previous place of business	New place of business
NIL		NIL
d. Change in the partners or the name of a partner (see Note 1) The general partner of the Partnership has changed its name from HSBC Infrastructure Fund Management Limited to InfraRed (Infrastructure) Capital Partners Limited		
e. Term or character of the partnership (see Note 2)	Previous term	New term
NIL		NIL
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		

WEDNESDAY



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COMPANIES HOUSE

h. Statement of increase in capital contributions		
Name 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)
NIL	NIL	NIL

Signature of firm 

Presented by: *INFRARED PARTNERS LLP*

Presenter's reference:

NOTES

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- 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.

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)

Registration No. LP009649

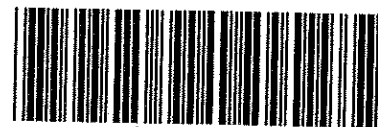
Name of firm HSBC INFRASTRUCTURE FUND II L.P. G

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

(Please see notes overleaf)

a.	The firm name	Previous Name HSBC Infrastructure Fund II L.P. G	New name InfraRed Infrastructure Fund II (G) L.P.
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 8 Canada Square London E14 5HQ	New place of business 12 Charles II Street London SW1Y 4QU
d.	Change in the partners or the name of a partner (see Note 1) NIL		
e.	Term or character of the partnership (see Note 2)	Previous term NIL	New term NIL
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		

THURSDAY



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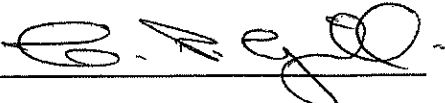
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COMPANIES HOUSE

h. Statement of increase in capital contributions		
Name 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)
NIL	NIL	NIL

Signature of firm 

Presented by:

Presenter's reference:

NOTES

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FILE COPY

**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP
ON CHANGE OF NAME**

Company No. LP9649

I hereby certify that the firm

HSBC INFRASTRUCTURE FUND II L.P. G

having lodged a statement of particulars pursuant to section 9 of the
Limited Partnership Act 1907, is this day registered under the name of

INFRARED INFRASTRUCTURE FUND II (G) L.P.

Given at Companies House on 28th April 2011

Assistant Registrar of Limited Partnerships



Limited Partnership 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 and section 47 of the Finance Act 1973)

Registration No. LP009649

Name of firm or partnership HSBC Infrastructure Fund II. Limited Partnership G

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firms 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 1) SEE ATTACHED APPENDIX	
e.	Term of character of the partnership (see Note 2) Previous term NIL	New term NIL
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) overleaf). SEE ATTACHED APPENDIX	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL	

TUESDAY



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COMPANIES HOUSE

97

h. Statement of increase in capital contributions		
Name 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)
SEE ATTACHED APPENDIX		

Signature of firms



Date 3rd October 2009

For and on behalf of HSBC Infrastructure Fund Management Limited

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presentor's reference: 911064/70-20142525/MS

NOTES

149120 Canary Wharf 3

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h. Statement of increase in capital contributions		
Name 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)
SEE ATTACHED APPENDIX		

Signature of firm 

Date 3rd October 2009

For and on behalf of HSBC Infrastructure Fund Management Limited

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presentor's reference: 911064/70-20142525/MS

NOTES

149120 Canary Wharf 3

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- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place

APPENDIX TO FORM LP6

d. Change in the partners or the name of a partner

On ~~30th~~ 2009 Pensionskasse der UBS transferred 100% of its interest as a limited partner to SIHL Investment Foundation for Alternative Investments, a new limited partner in the Partnership.

f. Change in the sum contributed by a limited partner

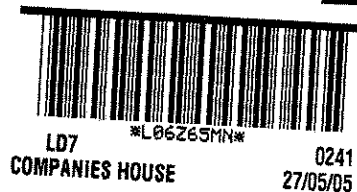
Pensionskasse der UBS has transferred 100% of its interest (such interest comprising a capital contribution of €1,500) to SIHL Investment Foundation for Alternative Investments.

h. Statement of increase in capital contributions

Name of Limited Partners	Increase or additional sum now contributed	Total amount contributed
SIHL Investment Foundation for Alternative Investments	€1,500	€1,500
Pensionskasse der UBS	-€1,500	€0

Limited Partnership Act 1907

CHFP025



P6

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 and section 47 of the Finance Act 1973)

Registration No. LP 9649

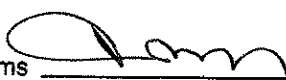
Name of firm or partnership HSBC INFRASTRUCTURE FUND II L.P. G

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firms name	Previous Name	New name
	NIL		NIL
b.	General nature of the business	Business previously carried on	Business now carried on
	NIL		NIL
c.	Principal place of business	Previous place of business	New place of business
	NIL		NIL
d.	Change in the partners or the name of a partner (see Note 1)		
	NIL		
e.	Term of character of the partnership (see Note 2)	Previous term	New term
	NIL		NIL
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) overleaf).		
	SEE SCHEDULE 1 ATTACHED		
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		
Name 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)
SEE SCHEDULE 1		

Signature of firms 
 FOR AND ON BEHALF OF
 HSBC INFRASTRUCTURE FUND
 MANAGEMENT LIMITED

Date 26 May 2005

Presented by: Clifford Chance LLP
 10 Upper Bank Street
 London
 E14 5JJ

Presentor's reference: GDE/C1431/00426/NH

NOTES

149120 Canary Wharf 3

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

[illegible]

FOR AND ON BEHALF OF
HSBC INFRASTRUCTURE FUND
MANAGEMENT LIMITED

26 May 2005

Presentor's reference: GDE/C1431/00426/NH

149120 Canary Wharf 3

- LP6 (reverse)

Schedule 1*f. Change in the sum contributed by a limited partner**h. Statement of increase in capital contributions*

Name of Limited Partner	Additional Capital Contribution £	Total Contribution £
The State Pension Fund	500	500
Paternoster Carried Interest Limited Partnership	125	500

