

Limited Partnerships Act 1907

CHFP025

SATURDAY



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10/11/2012

#128

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)

Registration No.: LP015187

Name of firm: **Nesta Impact Investments 1 Limited Partnership (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 The purpose of the Partnership is to carry on the business of an investor as an "enterprise capital fund" 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 shares, debentures, convertible loan stock and other securities in unquoted companies and the making of loans whether secured or unsecured to such companies in connection with equity or equity related investments, and with the principal objective of generating profit.	Business now carried on The purpose of the Partnership is to carry on, in the United Kingdom, the business of investing, directly or indirectly, in accordance with the Investment Guidelines and in particular, but without limitation, to identify, research, negotiate, make and monitor the progress of and sell, realise, exchange or distribute Investments including shares, debentures and other securities or interests in innovative venture companies and make loans whether secured or unsecured to such companies in connection with equity or equity related investments, provided that all such Investments shall fall within the Investment Guidelines with the principal objective of satisfying the impact objective of the Partnership of investing in ventures with innovative products and services that deliver positive impact in three areas of major social need for the UK: (i) an ageing population; (ii) the learning and employability needs of children and young people and (iii) the social and environmental sustainability of communities by improving the impact performance of the Portfolio Companies.

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)		
Introduction of Big Society Capital Limited as a new limited partner to the Partnership with effect from 1 November 2012		
e. Term or character of the partnership (see Note 2)		
Previous term		New term
The Partnership shall terminate immediately upon the written agreement of both Partners or upon the bankruptcy, insolvency, dissolution or liquidation of the General Partner or the Manager but, for the avoidance of doubt, shall not terminate pursuant to any variation of the Limited Partnership Agreement.		<p>Subject as provided in the Limited Partnership agreement, the Partnership shall terminate on the earlier of the eighth anniversary of the Final Closing Date (or such earlier date upon which all of its Investments have been realised or written off) and the happening of any of the following events:</p> <ul style="list-style-type: none"> (a) the bankruptcy, insolvency, dissolution, commencement of liquidation proceedings, resignation, withdrawal or expulsion of the General Partner and/or the Manager; (b) the agreement of the Manager, the General Partner and the Limited Partners by a Special Consent to such termination; or (c) notice served by the Manager on the Limited Partners 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 inadvisable.
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)).		
Nesta PRI Limited contributed further a sum of £800.00 on 7 November 2012, giving a total capital contribution of £801.00 from this limited partner.		
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) £

Big Society Capital Limited	800.00	800.00
Nesta PRI Limited	800.00	801.00

Signature of firm: Osborne Clarke.

Presented by:
Osborne Clarke
One London Wall
London
EC2Y 5EB

Presenter's reference:
ISW/0981717/15775734.1
9 November 2012

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.