

# Limited Partnership Act 1907

# LP6

CHFP025

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.: SL5617

Name of firm or partnership: Capital Dynamics European Venture 2005



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

(Please see notes overleaf)

a.	The firm's 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)  Tameside Metropolitan Borough Council and Capita Trust Company Limited as trustee of Capital Dynamics Merseyside Private Equity 1997 have each been admitted as limited partners to the Partnership on 20 December 2005.	
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).  Please see (h) overleaf.	
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)
Tameside Metropolitan Borough Council	€750	€750
Capita Trust Company Limited as trustee of Capital Dynamics Merseyside Private Equity 1997	€750	€750

Signature of firms   Date: 20 December 2005  
**Alan Soppitt as attorney FOR AND ON BEHALF OF**  
**Capital Dynamics General Partners Limited as**  
**general partner of Capital Dynamics European**  
**Venture 2005**

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

Presentor's reference: JZP/SJB/1/316

**DX 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. 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.
- 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.

This power of attorney shall expire one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at Marple House, 50 West Street, Fariton  
Surrey, GU9 7DX  
on the 7<sup>th</sup> day of June 2005 as follows:-

Philip

In the presence of this witness

S. Ralston

ELIZABETH ALEXANDRA RALSTON Full Name

OFFICE MANAGER Occupation

41 RIVERSIDE WALK Address

ISLAHORTH TN7 6HP

### **Power of Attorney**

This power of attorney is made the 7th day of June 2005 by Sandra Ralston.

I, Sandra Ralston of 41 Riverside Walk, Isleworth, Middlesex TW7 6HP hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership to be known as Pond General Partner (III) L.P. (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, 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 my interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in my 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 I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at C MARPLE HOUSE, 50 WEST STREET, FARNHAM, SURREY, GU9 7DX on the 7th day of June 2005 as follows:-

S. Rolister

In the presence of this witness

[Signature]

CHARLES HENRY IRVING Full Name

DIRECTOR Occupation

SUNBROOK HATS Address  
SUNBROOK LANE  
RICHMOND, SUSSEX TN10 7AT

### **Power of Attorney**

This power of attorney is made the 7th day of June 2005 by Charles Henry Irving.

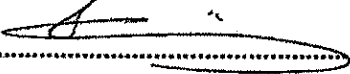
I, Charles Henry Irving, of Sudbrook Gate, Sudbrook Lane, Richmond, Surrey, TW10 7AT hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership to be known as Pond General Partner (III) L.P. (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, 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 my interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in my 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 I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at MARPLE HOUSE, 50 WEST STREET, FARNHAM, SURREY, GU9 7DX

on the 7<sup>th</sup> day of June 2005 as follows:-



In the presence of this witness

S. RALSTON

ALEXANDRA ALEXANDRA RALSTON Full Name

OFFICE MANAGER Occupation

41 RIVERSIDE HALL Address

132 NORTH TOWN 6HP



### Power of Attorney

This power of attorney is made the 3<sup>rd</sup> day of June 2005 by Kent Godfrey.

I, Kent Godfrey of 1200 Estates Drive, Lafayette, CA 945549, USA hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership to be known as Pond General Partner (III) L.P. (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, 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 my interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in my 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 I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at 1190 ESTATES Dr.  
on the 3<sup>rd</sup> day of June 2005 as follows:-

Kent Felder

In the presence of this witness

Carol Sue Varian

Carol Sue Varian Full Name

Artist Occupation

1190 ESTATES Dr Address

Lafayette, CA 94549  
USA

### **Power of Attorney**

This power of attorney is made the 3 day of June 2005 by Michael Gera.

I, Michael Gera of Flat 3, 227 Sussex Gardens, London W2 2RL hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership to be known as Pond General Partner (III) L.P. (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, 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 my interest or any part thereof in the said Partnership; and
- 4 without prejudice to the generality of the foregoing to execute in my 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 is made the 14<sup>th</sup> day of December 2005 by Capital Dynamics General Partners Limited.

We, Capital Dynamics General Partners Limited, registered number SC203785 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9BY hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson 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:-

to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership to be known as Capital Dynamics European Venture 2005 (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said partnership shall be allocated);

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;

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

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 Birmingham on the 14<sup>th</sup> day of December 2005 as follows:-

For and on behalf of

CAPITAL DYNAMICS GENERAL PARTNERS LIMITED

by

..... Director

and

..... Director/Secretary .....

This power of attorney shall expire one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at Marpol House, 6 The Green, Richmond, Surrey TW9 1PL

on the 3 day of June 2005 as follows:-

In the presence of this witness

S. Ralston

ALEXANDRA ALEXANDRA RALSTON Full Name

OFFICE MANAGER Occupation

41 RIVERSIDE WALK Address

15 LA NORTH LN 7 6HP

