

# 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.: SL5665

Name of firm or partnership: CAPITAL DYNAMICS EUROPEAN BUYOUT 2005 ("the Partnership")

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) <b>Capita Trust Company Limited as trustee of Capital Dynamics Merseyside Private Equity 1997 has been admitted as a limited partner in the Partnership.</b>	
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). <b>Capita Trust Company Limited as trustee of Capital Dynamics Merseyside Private Equity 1997 has contributed the amount set out against its name at (h) overleaf on becoming a limited partner in the Partnership.</b>	
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)
<b>Capita Trust Company Limited as trustee of Capital Dynamics Merseyside Private Equity 1997</b>	<b>€1,750.00</b>	<b>€1,750.00</b>

Signature of firms Alan Soppitt Date: 28 April 2006

Alan Soppitt as attorney for and on behalf of Capital  
Dynamics General Partners Limited, general partner of  
the Partnership

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

Presentor's reference: VAL/CLI/13/117

**DX ED 73 Edinburgh**

**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. 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.

This power of attorney is made the 13th day of February 2006 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 9WJ 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:-

- 0 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 Buyout 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);
- 0 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;
- 0 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
- 0 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 Nations House, Level 6, 103 Wigmore Street, London W1, on the 13<sup>th</sup> day of February 2006 as follows:-

For and on behalf of Capital Dynamics General Partners Limited

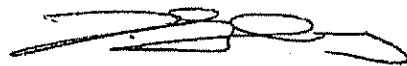
by

Olav Koenig, Director  
(name)  
and

David Bagley, Secretary  
(name)



(signature)



(signature)