

Limited Partnerships 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)

Registration No.: SL10401

Name of firm: Beechbrook Mezzanine 2012 GP LP (the "Partnership")

FRIDAY



SCT 21/12/2012 #20
COMPANIES HOUSE

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	
b.	General nature of the business Business previously carried on		Business now carried on	
c.	Principal place of business Previous place of business		New place of business	
d.	Change in the partners or the name of a partner (see Note 1) Each of the persons set out in Section (h) have been admitted as limited partners in the Partnership with the capital contributions set out next to their respective names. Beechbrook Capital LLP has transferred the whole of its interest in the Partnership, including its capital contribution of £20.00, to Beechbrook Mezzanine I GP Limited, and consequently, Beechbrook Capital LLP has ceased to be a limited partner in the Partnership.			
e.	Term or character of the partnership (see Note 2) Previous term			New term
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)).			

Each of the persons set out in Section (h) have been admitted as limited partners in the Partnership with the capital contributions set out next to their respective names.

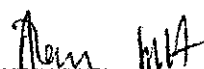
Beechbrook Capital LLP has transferred the whole of its interest in the Partnership, including its capital contribution of £20.00, to Beechbrook Mezzanine I GP Limited, and consequently, Beechbrook Capital LLP has ceased to be a limited partner in the Partnership.

g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.

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) £
Nicolas Fenn	£10.00	£10.00
Paul Shea	£10.00	£10.00
Michiel Boorsma	£10.00	£10.00
Sandeep Agarwal	£10.00	£10.00
Tim Johnston	£10.00	£10.00
Patrick Ordynans	£10.00	£10.00
Mensah Lambie	£10.00	£10.00

Signed by Alan Sopplitt as attorney for and on behalf of Beechbrook Mezzanine I GP Limited, general partner of the Partnership.



Presented by: Burness Paul & Williamsons LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Presenter's reference:
SJB/1/780/AXC/20December2012

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. 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 is made the 21 day of March 2012 by Beechbrook Mezzanine I GP Limited.

We, Beechbrook Mezzanine I GP Limited, having our registered office at PO Box 127, JP Morgan House, Grenville Street, St Helier, Jersey Channel Islands hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark 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:-


- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as Beechbrook Mezzanine 2012 GP LP (the "Partnership");
- 2 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;
- 3 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
- 4 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 on the 21 day of March 2012 as follows:- JP Morgan House

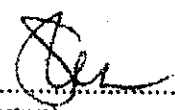
For and on behalf of Beechbrook Mezzanine I GP Limited

by


..... Director
(Signature)

Peter Henry Burness
.....
(Print Full Name)

and


..... Director/Secretary
(Signature)

STEPHEN PHILIP LINNAY
.....
(Print Full Name)