

Limited Partnerships Act 1907

WEDNESDAY



SCT *S4KG71U3* 18/11/2015 #50
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) (see note 1)

Registration No. SL18636

Name of firm APIS Growth I GP L.P. (the "Partnership")

The changes specified below have been made or have occurred in this limited partnership (see notes overleaf):

a. Firm name	Previous name	New name
b. General nature of the business	Business previously carried on To carry on in Scotland and elsewhere the business of participating in other limited partnerships and making investments.	Business now carried on To carry on in Scotland and elsewhere the business of a general partner in the Fund Partnership and to hold and benefit from an investment as Founder Partner in and Investor in the Fund Partnership, subject to and in accordance with the limited partnership agreement constituting the Fund Partnership, as amended from time to time. (Unless otherwise defined, capitalised terms used herein shall have the same meaning given to them as in the limited partnership agreement governing the Partnership from time to time (the "Partnership Agreement").)
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 2) In the case of an authorised partnership state any change in the general partner or in the name of the general partner		

The following have each been admitted as a limited partner of the Partnership (the "New Limited Partners"):

Apis Partners Holdings FZC;
 Crystal Bridge Investments Limited;
 Edgepay Holdings Ltd;
 Sandbro Holding Ltd;
 Sean Park;
 Graham Thomas;
 Michael Essex; and
 Nicholas Smalle.

APIS Go Co Limited has transferred its entire interest to Apis GP LLP and is no longer a limited partner of the Partnership.

e. Term or character of the partnership (see note 3)	Change in character	Previous term	New term
Where the change in character is authorisation as an authorised partnership or the revocation of such authorisation, give the date and the number of the authorisation order		<p>The Partnership shall terminate upon the happening of any of the following events (but not otherwise):</p> <p>(i) if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the general partner of the Partnership (the "General Partner") (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor general partner of the Partnership appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the outgoing general partner of the Partnership); or</p> <p>(ii) if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.</p>	<p>The Partnership shall terminate on the expiry of 90 days after the termination of all partnerships of which the Partnership is a general partner or shall terminate prior to such date upon the expiry of 90 days after the happening of any of the following events (without any further action on the part of the partners of the Partnership):</p> <p>(a) the bankruptcy, sequestration, insolvency, expulsion, resignation, dissolution, liquidation or withdrawal of the general partner of the Partnership or the Partnership;</p> <p>(b) the agreement as to such termination of the general partner of the Partnership and the Investing Partners by an Investing Partners' Consent; or</p> <p>(c) if the activities of the Partnership shall become unlawful.</p> <p>(Unless otherwise defined, capitalised terms used herein shall have the same meaning given to them as in the Partnership Agreement.</p>

f. Sum contributed by any limited partner (see note 4)

Particulars of any increase in capital contributions must be provided in section h.
Not applicable to an authorised partnership.

The New Limited Partners have each made the capital contribution as detailed at section (h) below.

APIS Go Co Limited has reduced its capital contribution in the Partnership from USD 100 to nil.

g. Liability of any partner by reason of his becoming a limited instead of a general partner or a general partner instead of a limited partner

h. Statement of increase in capital contributions (see note 4)

Names of limited partner	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)
Apis Partners Holdings FZC	USD 650	USD 650
Crystal Bridge Investments Limited	USD 50	USD 50
Edgepay Holdings Ltd	USD 50	USD 50
Sandbro Holding Ltd	USD 50	USD 50
Sean Park	USD 50	USD 50
Graham Thomas	USD 50	USD 50
Michael Essex	USD 50	USD 50
Nicholas Smalle	USD 50	USD 50

Signed by **Christopher Gotts** as attorney for and on behalf of **APIS GP LLP**, general partner of the Partnership.



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Presenter's reference:
API/3001/00003/LMCD

Date: 18 November 2015

NOTES:

- 1 This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 235A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act ("an authorised partnership"). The requirement to notify changes in partnerships under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulations 2013.
- 2 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. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
- 3 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. In the case of an authorised partnership, notify here the making or revocation of the authorisation by the Financial Conduct Authority (include the authorisation number).
- 4 Any variation in the sum contributed by any limited partner must be stated in section f. A statement of any increase in the amount of the partnership capital, whether arising from an increase of contributions, or from introduction of fresh partners must also be stated in section h. In the case of an authorised partnership, no change in the sum contributed by a limited partner is required to be notified.
- 5 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.
- 6 The statement must be signed at the end by the firm, and must be sent by post or to the registrar delivered for registration within seven days of the changes taking place.