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A fee is payable with this form.

# LP5(s)

**COMPANIES HOUSE  
EDINBURGH**

**LIMITED PARTNERSHIPS ACT 1907**

**25 JUN 2019**

**Application for Registration of a Limited Partnership in Scotland**

(In accordance with Section 8A of the Limited Partnerships Act 1907)

**FRONT DESK**

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (SC) is required to provide information for the public record. Contact section 8A for protection from disclosing their details on the public record. Contact section 8A to obtain the correct form

TUESDAY



SCT \*S88ECCQ8\* 25/06/2019 #367  
COMPANIES HOUSE

Name of firm

1

3i PE 2019-22 Warehouse LP (the "Partnership")

The general nature of the business

The purpose of the Partnership is to carry on in Scotland and elsewhere the business of participating in other limited partnerships and/or making investments.

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

The term, if any, for which the limited partnership is to be entered into 2

**The Partnership shall terminate upon the happening of any of the following events (but not otherwise):**

(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 (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

(ii) if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.

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## People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us:  
secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

**A**

### Statement of initial significant control <sup>①</sup>

- ☒ On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

#### **① Statement of initial significant control**

If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

**B**

### Statement of no PSC

(Please tick the statement below if appropriate )

- ☐ There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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## Individual PSC

### Statement about individual PSC particulars

Please tick the box to confirm

- ☐ The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

<b>C1</b>	<b>Individual's details</b>	
Title		
Full forename(s)		
Surname		
Country/State of residence <sup>①</sup>		
Nationality		
Month/year of birth <sup>②</sup>	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>	
<b>C2</b>	<b>Individual's service address <sup>③</sup></b>	
Please show the individual's service address below. You must also complete the usual residential address in <b>Section C4</b> .		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> </div>	
Country		
<div> <div> <b>① Country/State of residence</b>            This is in respect of the usual residential address as stated in section C4.         </div> <div> <b>② Month and year of birth</b>            Please provide month and year only. Provide full date of birth in section C3.         </div> <div> <b>③ Service address</b>            This is the address that will appear on the public record. This does not have to be the individual's usual residential address.             If you provide the individual's residential address here it will appear on the public record.         </div> </div>		

# LP5(s)

## Application for registration of a limited partnership in Scotland

C5

### Nature of control for an individual <sup>①</sup>

Please indicate the individual's nature of control over the LP.

#### Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove management

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

#### ① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

# LP5(s)

## Application for registration of a limited partnership in Scotland

C6

### Nature of control by a firm over which the individual has significant control<sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

C7

### Nature of control by a trust over which the individual has significant control<sup>①</sup>

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

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Application for registration of a limited partnership in Scotland

**Relevant legal entity (RLE)**

<b>D1</b>	<b>RLE details ①</b>	
Corporate or firm name	<b>3I GP 2019 (SCOTS) LIMITED</b>	<b>① Registered or principal office address</b> This address will appear on the public record.
Building name/number	<b>50 LOTHIAN ROAD</b>	
Street	<b>FESTIVAL SQUARE</b>	
Post town	<b>EDINBURGH</b>	
County/Region		
Postcode	<b>E H 3 9 W J</b>	
Country	<b>UNITED KINGDOM</b>	
<b>D2</b>	<b>Legal form and governing law</b>	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	<b>PRIVATE LIMITED COMPANY</b>	<b>② Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Governing law	<b>SCOTS LAW</b>	
If applicable, register in which RLE is entered ②	<b>REGISTRAR OF COMPANIES</b>	
Country/State ②	<b>SCOTLAND</b>	
Registration number ②	<b>SC630869</b>	

# LP5(s)

## Application for registration of a limited partnership in Scotland

**D3**

### Nature of control for an RLE <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

#### Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove management

- ☐ The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- ☒ The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

#### ① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

**D4**

### Nature of control by a firm over which the RLE has significant control <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

#### ② Tick each that apply

## LP5(s)

### Application for registration of a limited partnership in Scotland

D5

#### Nature of control by a trust over which the RLE has significant control<sup>①</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply



# LP5(s) - Continuation page

## Relevant legal entity (RLE)

<b>D1</b>	<b>RLE details <sup>①</sup></b>	
Corporate or firm name	<b>3I GROUP PLC</b>	
Building name/number	<b>16 PALACE STREET</b>	
Street		
Post town	<b>LONDON</b>	
County/Region		
Postcode	<b>S W 1 E 5 J D</b>	
Country	<b>UNITED KINGDOM</b>	
<b>① Registered or principal office address</b> This address will appear on the public record.		

<b>D2</b>	<b>Legal form and governing law</b>	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	<b>PRIVATE LIMITED COMPANY</b>	
Governing law	<b>ENGLAND AND WALES</b>	
If applicable, register in which RLE is entered <sup>②</sup>	<b>REGISTRAR OF COMPANIES</b>	
Country/State <sup>②</sup>	<b>ENGLAND &amp; WALES</b>	
Registration number <sup>②</sup>	<b>01142830</b>	
<b>② Registration number</b> Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.		

## LP5(s) - Continuation page

**D3**

### Nature of control for an RLE <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

● Tick each that apply

#### Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

#### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove management

- ☐ The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

**D4**

### Nature of control by a firm over which the RLE has significant control <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

● Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

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- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

## LP5(s) - Continuation page

**D5**

### **Nature of control by a trust over which the RLE has significant control <sup>①</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**① Tick each that apply**

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## Application for registration of a limited partnership in Scotland

### Other registrable person (ORP)

**E1**

#### Person details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**E2**

#### Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① **Principal office address**

This address will appear on the public record.

**E3**

#### Legal form and governing law

Legal form

Governing law

# LP5(s)

## Application for registration of a limited partnership in Scotland

E4

### Nature of control for an ORP <sup>①</sup>

Please indicate the ORP's nature of control over the LP.

#### Share of assets

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

#### Ownership of right to appoint/remove management

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

#### ① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

E5

### Nature of control by a firm over which the ORP has significant control <sup>②</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

#### ② Tick each that apply

## LP5(s)

### Application for registration of a limited partnership in Scotland

E6

#### Nature of control by a trust over which the ORP has significant control<sup>1</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

<sup>1</sup> Tick each that apply


# LP5(s)

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F

## Names and signatures

Please give the name and signature of each general partner

Name	Signature
3i GP 2019 (Scots) Limited	 Signed by Andrew Christie as attorney for and on behalf of 3i GP 2019 (Scots) Limited

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed <sup>②</sup>	Signature
3i Group Plc	€1	 Signed by Andrew Christie as attorney for and on behalf of 3i Group Plc

## LP5(s)

### Application for registration of a limited partnership in Scotland

- ❶ State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- ❷ This begins with the date of registration.
- ❸ State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use forms LP7(s)).

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

**Burness Paul LLP  
50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ**

**ED73 Edinburgh**

Presenters reference:

**Presenter's Reference: THR/2013/4**

**Date: 25 June 2019**





**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP**

Limited Partnership Number **SL33846**

The Registrar of Companies for Scotland hereby certifies that:

**3I PE 2019-22 WAREHOUSE LP**

is this day registered under the Limited Partnerships Act 1907 as a Limited Partnership.

Given at Companies House on **25th June 2019**.



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**