

CHFP025

LP 14271

A fee is payable with this form.

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LP5

LIMITED PARTNERSHIPS ACT 1907

## Application for Registration of a Limited Partnership

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

Name of firm ① Lloyds Bank European Infrastructure Partners LP

We the undersigned, being the partners of the above-named firm, apply for registration as a limited partnership and for that purpose supply the following details:

The general nature of the partnership business

To carry on the business of investment in infrastructure and in particular making, identifying, negotiating, monitoring and realising investments.

Address of the proposed principal place of business of the limited partnership

SEE ATTACHED

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

The partnership will continue until it is wound up in accordance with the provisions of the limited partnership agreement of the partnership.

Please give the name and signature of each general partner

Names	Signatures
Uberior European Infrastructure GP Limited	<i>[Signature]</i>
	<i>[Signature]</i>

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

Names	Amount contributed ③	Signatures
Uberior Infrastructure Investments (No 2) Limited	£1	<i>[Signature]</i>
		<i>[Signature]</i>

① 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.

② This begins with the date of registration.

③ State the amount of capital contributed by each limited partner, and whether paid in cash, or in what form otherwise.

Please be aware that all information on this form will be available on the public record.

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

## Presented by:

Hogan Lovells International LLP  
Atlantic House  
Holborn Viaduct  
London EC1A 2FG

## Presenter's reference:

C4GKS/NH/Y1300.00015

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31/12/2010  
COMPANIES HOUSE

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## LIMITED PARTNERSHIP AGREEMENT

### BETWEEN:

- (1) **Uberior European Infrastructure GP Limited**, a company incorporated in England & Wales (registered number [●]) whose registered office is at [●] (the "**General Partner**"); and
- (2) **Uberior Infrastructure Investments (No 2) Limited**, a company incorporated in England and Wales (registered number 3743500) whose registered office is at 155 Bishopsgate, London EC2M 3YB (the "**Founder Partner**").

### WHEREAS

- (A) The parties wish to establish and register a Scottish partnership to be known as "Lloyds Bank European Infrastructure Partners LP" (the "**Partnership**") as a limited partnership under the Limited Partnerships Act 1907 (the "**Law**").
- (B) The object of the Partnership is to act as the special limited partner in an English limited partnership known as "Lloyds Bank European Infrastructure Partners, LP".
- (C) The General Partner will manage and have sole control over the business affairs of the Partnership as set out in this Agreement.

### NOW IT IS AGREED as follows:

#### 1. COMMENCEMENT, DURATION AND PRINCIPAL PLACE OF BUSINESS


##### 1.1 Commencement

The Partnership is established with effect from the date hereof, but shall not carry on business until it is registered in accordance with Clause 1.4.

##### 1.2 Duration

The term of the Partnership shall continue until it is terminated with the agreement of the General Partner and the Founder Partner (the "**Partners**").

##### 1.3 Principal Place of Business

 The principal place of business of the Partnership shall be at 155 Bishopsgate, London EC2M 3YB or such other place in England as the General Partner may in its absolute discretion from time to time determine.

##### 1.4 Registration

The General Partner shall take immediate steps to register the Partnership as a limited partnership under the Law, and is hereby authorised to execute such documents and take such steps as it may consider expedient for this purpose.



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP**

Limited Partnership No. LP14271

The Registrar of Companies for England & Wales hereby certifies that:

**LLOYDS BANK EUROPEAN INFRASTRUCTURE  
PARTNERS LP**

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

Given at Companies House on **4th January 2011**.



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES