

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 (see Note 1)

Registration No. LP015583

Name of firm Graphite Capital Partners VIII Top Up Fund A LP

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

a. Firm 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 any 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 NIL			
e. Term or character of the partnership (see note 3) 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	Change in character NIL	Previous term NIL	New term NIL
f. Sum contributed by any limited partner (see note 4) Particulars of any increase in capital contributions must be provided at section h. Not applicable to an authorised partnership. SEE ATTACHED SCHEDULE			

TUESDAY



A2ZJ00GB

A26

14/01/2014

#58

COMPANIES HOUSE

Laserform International 7/13

g. Liability of any partner by reason of partner becoming a limited instead of a general partner or a general instead of a limited partner NIL		
h. Statement of increase in capital contributions (see note 4)		
Name of limited partner	Increase of 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)
SEE ATTACHED SCHEDULE		

Signature of firm  SIMON FITCH.

FOR AND ON BEHALF OF GRAPHITE CAPITAL GENERAL PARTNER VII LLP AS GENERAL PARTNER OF GRAPHITE CAPITAL GENERAL PARTNER VIII (GUERNSEY) LP AS GENERAL PARTNER

Presented by: WEIL, GOTSHAL & MANGES

Presenter's reference:

110 FETTER LANE
LONDON

4629/50428.0003

EC4A 1AY

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 253A(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 partnership 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) Regulation 2013.
2. Changes brought about by death, transfer of interests, increase in the number of partners or 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, state under 'previous term' the conditions under which the partnership was constituted and under '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 order 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 the 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.
6. 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 change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
7. The statement must be signed at the end by the firm, and must be sent by post or delivered to the registrar for registration within seven days of the changes taking place.

SCHEDULE TO FORM LP6
Graphite Capital Partners VIII Top Up Fund A LP
(LP015583)
(the "Partnership")

f. Sum contributed by a limited partner; and

h. Statement of increase in capital contributions

Name 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)
Rising Tide Foundation	£369	£370
Global Philanthropic Holdings Ltd. as General Partner of Whitehall Investments LP	£499	£500
Graphite Capital Founder Partner VIII LP	£95.67	£96.67