

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.: **SL5549**

Name of firm: **Partners Group Direct Investments 2006, L.P. (the "Partnership")**

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes overleaf)

a.	The 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 a partner (see Note 1) The following limited partners (together the "Outgoing Limited Partners") have transferred their interests in the Partnership to The Healthcare Professionals' Pension Fund:- 1 The Medical Laboratory Technologists' Pension Fund; 2 The Midwives' Pension Fund; 3 The Occupational Therapists' and Physiotherapists' Pension Fund; and 4 The Danish Diet and Nutrition Officers' Pension Fund. Consequently, the Outgoing Limited Partners have ceased to be limited partners of the Partnership and The Healthcare Professionals' Pension Fund has been admitted as limited partner of the Partnership.	
e.	Term or character of the partnership (see Note 2)	

WEDNESDAY



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COMPANIES HOUSE

Previous term	New term
Nil	Nil

- 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)).

The Outgoing Limited Partners have reduced their capital contributions as follows:

- 1 **The Medical Laboratory Technologists' Pension Fund by EUR 31.20, from EUR 31.20 to nil;**
- 2 **The Midwives' Pension Fund by EUR 4.80, from EUR 4.80 to nil;**
- 3 **The Occupational Therapists' and Physiotherapists' Pension Fund by EUR 40.00, from EUR 40.00 to nil; and**
- 4 **The Danish Diet and Nutrition Officers' Pension Fund by EUR 18.00, from EUR 18.00 to nil.**

The Healthcare Professionals' Pension Fund has increased its capital contribution as set out in (h) below.

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

Nil

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)
The Healthcare Professionals' Pension Fund	EUR 94.00	EUR 94.00

Signed by **Walter Clark** as attorney for and on behalf of **Partners Group Management III Limited**, general partner of the Partnership.



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

Presenter's reference:
PAR/114/12/KMH/10 October 2012

ED 73 Edinburgh

NOTES:

- 5 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.

- 6 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.
- 7 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.
- 8 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.
- 9 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 15th day of June 2012 by Partners Group Management III Limited.

We, Partners Group Management III Limited, registered number 37018 having our registered office at Tudor House, Le Bordage, St Peter Port, Guernsey GY1 1BT, 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:-

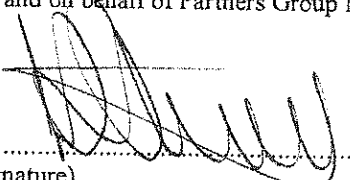
- 1 to execute any other documents that are required to be executed by us, in connection with each of the Scottish limited partnerships listed in the Schedule to this power of attorney (together the "Partnerships");
- 2 to execute any replacement partnership agreement and any documents that are required 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 each of the Partnerships; 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 consisting of this page and the Schedule annexed hereto has been executed by us as a deed at Guernsey on the 15th day of June 2012 as follows:-

For and on behalf of Partners Group Management III Limited

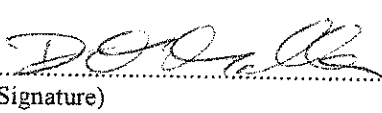
by


.....
(Signature)

Lance De Jersey

Director

.....
(Print signatory details)

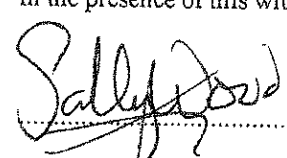

.....
(Signature)

Denis O'Malley

Director

.....
(Print signatory details)

In the presence of this witness:-


..... Signature

Sally Wood Name

Authorised Signatory

Tudor House Occupation

Le Bordage Address

St Peter Port

Guernsey

GY1 1BT

This is the Schedule referred to in the foregoing power of attorney granted by Partners Group Management III Limited dated 15 June 2012.

SCHEDULE

Partnership Name	Registered Number
Partners Group Direct Investments 2006, L.P.	SL5549
Partners Group Global Real Estate 2008, L.P.	SL6211
Partners Group Secondary 2006, L.P.	SL5568