

# 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 occurred in this limited partnership:

(Please see notes overleaf)

a. The firm's name	
Previous Name <b>NIL</b>	New name <b>NIL</b>
b. General nature of the business	
Business previously carried on <b>NIL</b>	Business now carried on <b>NIL</b>
c. Principal place of business	
Previous place of business <b>NIL</b>	New place of business <b>NIL</b>
d. Change in the partners or the name of a partner	
<b>J Sainsbury Common Investment Fund Limited has transferred its entire interest in the Partnership to J Sainsbury Pension Scheme Trustees Limited and has ceased to be a limited partner in the Partnership.</b>	
<b>J Sainsbury Pension Scheme Trustees Limited has been admitted as a new limited partner of the Partnership.</b>	
e. Term of character of the partnership (see Note 2)	
Previous term <b>NIL</b>	New term <b>NIL</b>
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)).	
<b>J Sainsbury Common Investment Fund Limited has reduced its capital contribution in the Partnership by EUR €400.00 from EUR €400.00 to nil.</b>	

TUESDAY



**J Sainsbury Pension Scheme Trustees Limited has increased its capital contribution in the Partnership by the amount set out at (h) below.**

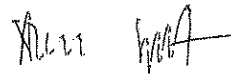
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.

**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) <b>EUR €</b>	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) <b>EUR €</b>
<b>J Sainsbury Pension Scheme Trustees Limited</b>	<b>400.00</b>	<b>400.00</b>

Signed by Alan Soppitt 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/114/50/LZM**

Date: **5 November 2010**

ED 73 Edinburgh

**NOTES:**

- 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.
- 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.
- 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.
- 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.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.



**Partners Group**  
Passion for Private Markets

This Power of Attorney is made the 5<sup>th</sup> day of July 2010 by Partners Group Management III Limited.

We, Partners Group Management III Limited, having our registered office at Tudor House, Le Bordage, St Peter Port, Guernsey hereby Irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Jullan Ellis, Christopher Phillip Gotts and Jonathan Heaney 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 partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnerships known as Partners Group Direct Investments 2006, L.P.; Partners Group Global Real Estate 2008, L.P. and Partners Group Secondary 2006, L.P.;
- 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 said 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.

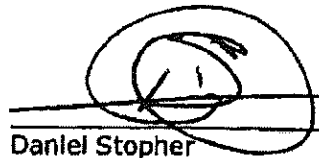
This power of attorney shall expire on 31 July 2011 and we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against 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 has been executed by us as a deed at Guernsey on the 5<sup>th</sup> day of July 2010 as follows:-


For and on behalf of Partners Group Management III Limited

by

  
\_\_\_\_\_  
Denis O'Malley  
Director

  
\_\_\_\_\_  
Daniel Stopher  
Authorised Signatory

In the presence of this witness

  
\_\_\_\_\_  
Mari du Toit  
Associate, Corporate Administration  
3<sup>rd</sup> Floor, Tudor House, Le Bordage  
St Peter Port, Guernsey, GY1

Partners Group Management III Limited  
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