

Limited Partnerships Act 1907



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.: SL12246

Name of firm: Exponent Havana Co-Investment Founder Partner, LP (the "Partnership")

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

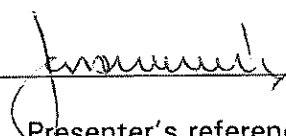
| | | | |
|--|--|---|---|
| a. Firm name | Previous name | | New name |
| b. General nature of the business | Business previously carried on | | Business now carried on |
| c. Principal place of business | Previous place of business 50 Lothian Road Festival Square Edinburgh EH3 9WJ | | New place of business 12 Henrietta Street London WC2E 8LH |
| d. Change in the partners or the name of a 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 <p>Craig McKenzie Vickery has ceased to be a limited partner of the Partnership and Richard Loxton Campin, Christopher Michael Graham, James Richard St. John Lenane, Hugh Francis Richards, Thomas Sweet-Escott, Richard Lewis Tudor, Oliver Bradley Bower, Simon Russell Davidson, Timothy Edward Easingwood, James Michael Gunton, Thomas Michael Lightowler, David McGovern, Mark Steven Taylor and Craig McKenzie Vickery have each been admitted as limited partners of the Partnership.</p> | | | |
| e. Term or character of the partnership (see note 3) | Change in character | Previous term | New term |
| Where the change in character is authorisation as an | | The Partnership shall terminate on the happening of any of the following events (but not otherwise): - | There shall be a dissolution of the Partnership and its affairs shall be wound up upon the |

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| <p>authorised partnership or the revocation of such authorisation, give the date and the number of the authorisation order</p> | | <p>(a) 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 (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 appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the General Partner); or</p> <p>(b) if all the Limited Partners unanimously agree in writing that the Partnership should so terminate.</p> | <p>first to occur of any of the following events:</p> <p>(a) the day after the second anniversary of the last day of the Term (as defined in the agreement governing Exponent Havana Co-Investment Partners, LP);</p> <p>(b) the decision of the General Partner to dissolve the Partnership;</p> <p>(c) the withdrawal, insolvency or dissolution and commencement of winding-up of the General Partner except on voluntary liquidation for purposes of reconstruction or amalgamation, or the assignment or assignation by the General Partner of its entire interest in the Partnership (unless the transferee is admitted as a replacement general partner of the Partnership pursuant to the terms of the agreement governing the Partnership) or the occurrence of any other event that causes the General Partner to cease to be a general partner of the Partnership under the Limited Partnerships Act 1907, unless (i) at the time of the occurrence of such</p> |
|--|--|---|--|

| | | | |
|--|--|--|--|
| | | | <p>event there is at least one remaining general partner of the Partnership that is hereby authorised to and does (unanimously in the case of more than one general partner) elect to continue the business of the Partnership without dissolution or (ii) the Principals (as defined in the agreement governing Exponent Private Equity Partners II, LP) agree in writing or vote to continue the business of the Partnership and to the appointment, effective as at the date of such event, of one or more additional general partners;</p> <p>(d) the entry of a decree of judicial dissolution; and</p> <p>(e) at such time as there are no Limited Partners.</p> |
| <p>f. Sum contributed by any limited partner (see note 4) Particulars of any increase in capital contributions must be provided in section h. Not applicable to an authorised partnership.</p> <p>Craig Vickery has reduced his capital contribution by £1.00 from £1.00 to nil.</p> <p>Richard Loxton Campin, Christopher Michael Graham, James Richard St. John Lenane, Hugh Francis Richards, Thomas Sweet-Escott, Richard Lewis Tudor, Oliver Bradley Bower, Simon Russell Davidson, Timothy Edward Easingwood, James Michael Gunton, Thomas Michael Lightowler, David McGovern, Mark Steven Taylor and Craig McKenzie Vickery have made the capital contributions detailed at (h) below.</p> | | | |
| <p>g. Liability of any partner by reason of his becoming a limited instead of a general partner or a general partner instead of a limited partner</p> | | | |
| <p>h. Statement of increase in capital contributions (see note 4)</p> | | | |

| Names 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) £ |
|----------------------------------|--|--|
| Richard Loxton Campin | £14.46 | £14.46 |
| Christopher Michael Graham | £14.46 | £14.46 |
| James Richard St. John Lenane | £14.46 | £14.46 |
| Hugh Francis Richards | £14.46 | £14.46 |
| Thomas Sweet-Escott | £14.46 | £14.46 |
| Richard Lewis Tudor | £14.46 | £14.46 |
| Oliver Bradley Bower | £4.17 | £4.17 |
| Simon Russell Davidson | £7.27 | £7.27 |
| Timothy Edward Easingwood | £4.17 | £4.17 |
| James Michael Gunton | £1.04 | £1.04 |
| Thomas Michael Lightowler | £1.04 | £1.04 |
| David McGovern | £0.42 | £0.42 |
| Mark Steven Taylor | £4.17 | £4.17 |
| Craig McKenzie Vickery | £2.06 | £2.06 |

Signed by **Jonathan Heaney** as attorney for and on behalf of **Exponent Private Equity LLP**, general partner of the Partnership.



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

Presenter's reference:
DEB/2010/00078/22August2013

ED 73 Edinburgh

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 235A(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 partnerships 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) Regulations 2013.

- 2 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. 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, 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. In the case of an authorised partnership, notify here the making or revocation of the authorisation 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 from 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.
- 5 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.
- 6 The statement must be signed at the end by the firm, and must be sent by post or to the registrar delivered for registration within seven days of the changes taking place.

This power of attorney is made the ~~16th~~ day of January 2013 by Exponent Private Equity LLP.


We, Exponent Private Equity LLP, registered number SO306781, having our registered office at 12 Henrietta Street, London WC2E 8LH 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 Paull & Williamsons 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:-

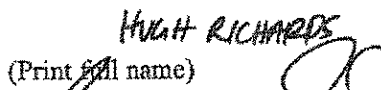
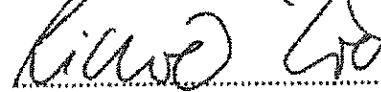
- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as Exponent Havana Co-Investment Founder Partner, LP (the "Partnership");
- 2 to execute any replacement partnership agreement 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 Partnership; 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 has been executed by us as a deed at ~~12 Henrietta St, London~~ on the ~~16th~~ day of January 2013 as follows:-

For and on behalf of Exponent Private Equity LLP

by  Designated Member
(Signature)

 Designated Member
(Print full name)
 Designated Member
(Signature)

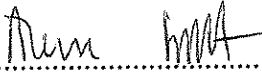

(Print full name)

**EXPONENT HAVANA CO-INVESTMENT FOUNDER PARTNER, LP
FORM LP5**

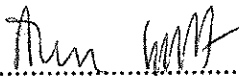
PAPER APART

Signatures of all the Partners

Alan Soppitt
As attorney for and on behalf of
Exponent Private Equity Founder Partner
GP II Limited

.....

Alan Soppitt
As attorney for and on behalf of
Craig Vickery

.....

This power of attorney is made the ~~18th~~ day of January 2013 by Exponent Private Equity Founder Partner GP II Limited.

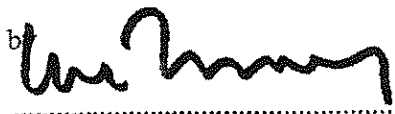
We, Exponent Private Equity Founder GP II Limited, registered number SC326446 having our registered office at 1 Rutland Court, Edinburgh EH3 8EY hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark all of Burness Paull & Williamsons 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 the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as Exponent Havana Co-Investment Founder Partner, LP (the "**Partnership**");
- 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 Partnership; 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

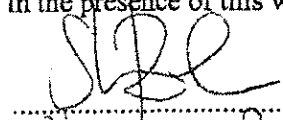
This power of attorney has been executed by us as a deed at ~~12th March 2013~~ 12th March 2013, London on the ~~12th~~ day of January 2013 as follows:-

For and on behalf of Exponent Private Equity Founder Partner GP II Limited acting by its director Exponent Private Equity (Holdings) LLP

b 
..... Designated Member
(Signature)

HUGH RICHARDS
(Print Full Name)

In the presence of this witness


..... Signature
Shannon Reardon Name
112 George Park Rd Address
London

This power of attorney is made the ~~15th~~ day of January 2013 by Craig Vickery.

I, Craig Vickery, of 11 Alwyne Square, London N1 2JX 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 Paull & Williamson LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as Exponent Havana Co-Investment Founder Partner, LP (the "Partnership");
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, in connection with any changes made to any of the documents referred to in paragraph 1 above;
- 3 to execute or sign any election under section 431 Income Tax (Earnings and Pensions) Act 2003 and/or any other tax election in respect of my interest or any part thereof in the Partnership;
- 4 to execute any deed of assignment or assignation or any other instrument of transfer in respect of my interest or any part thereof in the said Partnership; and
- 5 without prejudice to the generality of the foregoing to execute in my 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 I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at 12 Kensington St, London on the 18th day of January 2013 as follows:-

Craig Vickery

In the presence of this witness

[Signature]

Shannon Reardon Full Name

EA Occupation

112 Priory Park Rd Address

London