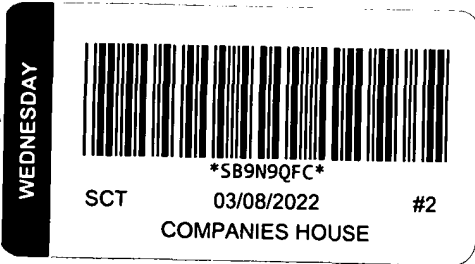


622666 / 20



A fee is payable with this form.

LP7(s)

LIMITED PARTNERSHIPS ACT 1907

Application for registration of a limited partnership in Scotland as a private fund limited partnership

(In accordance with sections 8A & 8D of the Limited Partnerships Act 1907)

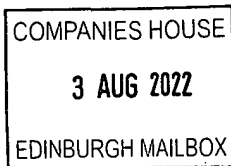
This form is to be used to register new private fund limited partnerships in Scotland only

Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8.

Do not use this form to apply to register a limited partnership as a private fund limited partnership in

England, Wales or Northern Ireland (use LP7)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact secureforms@companieshouse.gov.uk to obtain the correct form



Name of firm Kester Capital IIB Carry Partner LP (the "Partnership")

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us:
secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

A

Statement of initial significant control ¹

- On registration, there will be person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

1 Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.
Please use continuation pages if necessary.

B

Statement of no PSC

(Please tick the statement below if appropriate)

- There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

Individual PSC

Statement about individual PSC particulars

Please tick the box to confirm

- The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

C1 Individual's details

Title	
Full forename(s)	
Surname	
Country/State of residence ¹	
Nationality	
Month/year of birth ²	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

¹ **Country/State of residence**
This is in respect of the usual residential address as stated in section C4.

² **Month and year of birth**
Please provide month and year only. Provide full date of birth in section C3.

C2 Individual's service address ³

	Please show the individual's service address below. You must also complete the usual residential address in Section C4.
Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

³ **Service address**
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

LP7(c)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

C5

Nature of control for an individual ¹

Please indicate the individual's nature of control over the LP.

Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

1 Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

C6

Nature of control by a firm over which the individual has significant control¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

1 Tick each that apply

C7

Nature of control by a trust over which the individual has significant control²

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

2 Tick each that apply

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

Relevant legal entity (RLE)

D1		RLE details ①
Corporate or firm name	GCP EUROPE GP II LLP	
Building name/number	50	
Street	LOTHIAN ROAD FESTIVAL SQUARE	
Post town	EDINBURGH	
County/Region		
Postcode	E H 3 9 W J	
Country	UNITED KINGDOM	

① Registered or principal office address
This address will appear on the public record.

D2		Legal form and governing law
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	LIMITED LIABILITY PARTNERSHIP	
Governing law	LAW OF SCOTLAND	
If applicable, register in which RLE is entered ②	REGISTER OF COMPANIES	
Country/State ②	SCOTLAND	
Registration number ②	SO304275	

② Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

D3

Nature of control for an RLE ^①

Please indicate the RLE's nature of control over the LP.

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

D4

Nature of control by a firm over which the RLE has significant control ^②

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

② Tick each that apply

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

D5

Nature of control by a trust over which the RLE has significant control

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

• Tick each that apply

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

Other registrable person (ORP)

E1	Person details	
	An 'other registrable person' is: <ul style="list-style-type: none">• a corporation sole• a government or government department of a country or territory or a part of a country or territory• an international organisation whose members include two or more countries or territories (or their governments)• a local authority or local government body in the UK or elsewhere	
Name of ORP	<input type="text"/>	
	<input type="text"/>	

E2	Principal office address ¹	
Building name/number	<input type="text"/>	¹ Principal office address This address will appear on the public record.
Street	<input type="text"/>	
	<input type="text"/>	
Post town	<input type="text"/>	
County/Region	<input type="text"/>	
Postcode	<input type="text"/>	
Country	<input type="text"/>	

E3	Legal form and governing law	
Legal form	<input type="text"/>	
	<input type="text"/>	
Governing law	<input type="text"/>	

LP7(c)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

E4

Nature of control for an ORP ¹

Please indicate the ORP's nature of control over the LP.

Share of assets

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

Ownership of right to appoint/remove management

- The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

¹ Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

E5

Nature of control by a firm over which the ORP has significant control ²

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

² Tick each that apply

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

E6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

^① Tick each that apply

LP7(s)

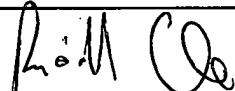
Application for registration of a limited partnership in Scotland as a private fund limited partnership

F1

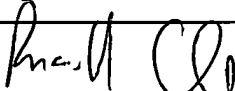
Names and signatures

I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature
GCP Europe GP II LLP	 Signed by Ruaridh Cole as attorney for and on behalf of GCP Europe GP II LLP

Please give the name and signature of each limited partner

Name	Signature
GCP Europe GP1 Ltd	 Signed by Ruaridh Cole as attorney for and on behalf of GCP Europe GP1 Ltd

LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

- 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.

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

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

Presented by:

Burness Paul LLP
50 Lothian Road,
Festival Square,
Edinburgh,
EH3 9WJ

Presenters reference:

KES/3003/00025/AFerguson

Date: 3 August 2022

LP7(s) - Continuation page

Relevant legal entity (RLE)

D1		RLE details ①
Corporate or firm name	GCP Europe GP1 Ltd	
Building name/number	24 GROSVENOR STREET	
Street	GROSVENOR STREET	
Post town	LONDON	
County/Region		
Postcode	W 1 K 4 Q N	
Country	UNITED KINGDOM	

① Registered or principal office address
This address will appear on the public record.

D2		Legal form and governing law
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	PRIVATE LIMITED COMPANY	
Governing law	LAW OF ENGLAND AND WALES	
If applicable, register in which RLE is entered ②	REGISTER OF COMPANIES	
Country/State ②	ENGLAND & WALES	
Registration number ②	08201425	

② Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

LP7(s) - Continuation page

D3**Nature of control for an RLE ¹**

Please indicate the RLE's nature of control over the LP.

1 Tick each that apply**Share of assets**

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
 more than 50% but less than 75%
 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
 more than 50% but less than 75%
 75% or more

Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

D4**Nature of control by a firm over which the RLE has significant control ²**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

2 Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
 more than 50% but less than 75%
 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
 more than 50% but less than 75%
 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

D5

Nature of control by a trust over which the RLE has significant control

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A
LIMITED PARTNERSHIP
AND
DESIGNATION AS A
PRIVATE FUND LIMITED PARTNERSHIP**

Limited Partnership Number **SL035871**

The Registrar of Companies for Scotland, hereby certifies that

KESTER CAPITAL IIB CARRY PARTNER LP

is this day registered under the Limited Partnerships Act 1907 as a Limited Partnership which is designated as a Private Fund Limited Partnership.

Given at Companies House, Edinburgh, on **5th August 2022**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**