

A fee is payable with this form.

# LP5(s)

## LIMITED PARTNERSHIPS ACT 1907

### Application for Registration of a Limited Partnership in Scotland

(In accordance with Section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

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](mailto:secureforms@companieshouse.gov.uk) to obtain the correct form

Name of firm <sup>1</sup> EIG GPF V Holdings (Scotland), L.P. (the "Partnership")

The general nature of the business

**The purpose of the Partnership is to carry on in Scotland and elsewhere the business of participating in other limited partnerships and/or making and/or facilitating the making of investments by the Partnership and/or others (including, without limitation, by way of entering into borrowing and lending arrangements, hedging contracts and other transactions that the general partner of the Partnership in its sole discretion considers to be concerned with facilitating the making of investments by the Partnership and/or others).**

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

0227861520

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

TUESDAY



\*SBIBLGUH\*

The term, if any, for which the limited partnership is to be entered into <sup>2</sup>

SCT 06/12/2022 #18  
COMPANIES HOUSE

**The Partnership shall terminate upon the happening of any of the following events (but not otherwise):**

(i) 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 of the Partnership (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 of the Partnership appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the outgoing general partner of the Partnership); or

(ii) if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.

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## 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 <sup>1</sup>

On registration, there will be a 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 person with significant control (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.

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## 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	MR
Full forename(s)	ROBERT BLAIR
Surname	THOMAS
Country/State of residence <sup>1</sup>	UNITED STATES OF AMERICA
Nationality	AMERICAN
Month/year of birth <sup>2</sup>	X X   <sup>m</sup> 0   <sup>m</sup> 7   <sup>y</sup> 1   <sup>y</sup> 9   <sup>y</sup> 6   <sup>y</sup> 2

**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 <sup>3</sup>	
Please show the individual's service address below. You must also complete the usual residential address in Section C4.	
Building name/number	SUITE 1200, 600
Street	NEW HAMPSHIRE AVE NW
Post town	WASHINGTON
County/Region	DC
Postcode	2   0   0   3   7
Country	UNITED STATES OF AMERICA

**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.

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C5

**Nature of control for an individual <sup>1</sup>**

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

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**C6**

### Nature of control by a firm over which the individual has significant control<sup>1</sup>

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.

<sup>1</sup> Tick each that apply

**C7**

### Nature of control by a trust over which the individual has significant control<sup>1</sup>

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.

<sup>1</sup> Tick each that apply

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Relevant legal entity (RLE)

<b>D1</b> RLE details <sup>①</sup>	
Corporate or firm name	EIG GPF V (SCOTLAND) GP, LLP
Building name/number	50 LOTHIAN ROAD
Street	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.

<b>D2</b> 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 <sup>②</sup>	REGISTER OF COMPANIES
Country/State <sup>②</sup>	SCOTLAND
Registration number <sup>②</sup>	SO307673

**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.

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## Application for registration of a limited partnership in Scotland

**D3**

### Nature of control for an RLE <sup>①</sup>

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 <sup>②</sup>

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

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**D5**

## Nature of control by a trust over which the RLE has significant control <sup>①</sup>

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.

**① Tick each that apply**



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### Other registrable person (ORP)

**E1****Person details**

An 'other registrable person' is:

- 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

**E2****Principal office address ①**

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Principal office address**

This address will appear on the public record.

**E3****Legal form and governing law**

Legal form

Governing law

# LP5(s)

## Application for registration of a limited partnership in Scotland

E4

### Nature of control for an ORP <sup>①</sup>

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 <sup>②</sup>

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

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E6

### Nature of control by a trust over which the ORP has significant control <sup>①</sup>

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.


<sup>①</sup> Tick each that apply

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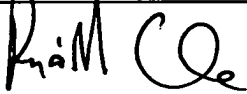
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**F** **Names and signatures**

Please give the name and signature of each general partner

Name	Signature
<b>EIG GPF V (Scotland) GP, LLP</b>	 <b>Signed by Ruaridh Cole as attorney for and on behalf of EIG GPF V (Scotland) GP, LLP</b>

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed <sup>3</sup>	Signature
<b>EIG Global Project Fund V Holdings, L.P.</b>	<b>\$1</b>	 <b>Signed by Ruaridh Cole as attorney for and on behalf of EIG Global Project Fund V Holdings, L.P.</b>

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- 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.
- ② This begins with the date of registration.
- ③ State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

**This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use forms LP7(s)).**

**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**

**ED73 Edinburgh**

Presenters reference:

**Presenter's Reference: EIG/3002/00035**

**Date: 6 December 2022**

This power of attorney is made the 6<sup>th</sup> day of December 2022 by EIG GPF V (Scotland) GP, LLP.

We, EIG GPF V (Scotland) GP, LLP, registered number SO307673 having our registered office at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ hereby irrevocably make, constitute and appoint each of Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gots, Jonathan Heaney, Walter James Clark, Paula Elaine Kennedy, Andrew Christie, John Kennedy, Dawn Reoch, Ruaridh Cole, Alan Cassels, Catriona Macallan and Edward Hunter all of Burness Paull 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 in connection with the Scottish limited partnership known or to be known as EIG GPF V Holdings (Scotland), L.P. (the "**Partnership**"), including documents appointing another person or persons as our attorney;
- 2 to execute any replacement partnership agreement and any other documents 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 or Registrar of Companies such statutory form or forms as may be required under (i) the Limited Partnerships Act 1907 or any regulations made thereunder, or (ii) the Scottish Partnerships (Register of People with Significant Control) Regulations 2017, each as may be amended, 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 our attorney pursuant to the *bona fide* exercise by our attorney of our attorney's power pursuant to this power of attorney.


IN WITNESS WHEREOF this power of attorney has been executed and delivered by us as a deed in Houston, Texas on the 6<sup>th</sup> day of December 2022 as follows:

For and on behalf of the said EIG GPF V (Scotland) GP, LLP acting by its member EIG Asset Management, LLC

by

Michael Ravvin

Print Full name

  
Authorized signatory of EIG Asset Management, LLC, Member

before this witness:

Kamyar Daneshvar

Print Full Name

  
Witness

Address:

600 New Hampshire Avenue NW, Ste 1200

Washington, DC 20037, USA

This power of attorney is made the 6<sup>th</sup> day of December 2022 by EIG Global Project Fund V Holdings, L.P.

We, EIG Global Project Fund V Holdings, L.P. , registered number 7742371 having our registered office at The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle DE 19801, United States Of America hereby irrevocably make, constitute and appoint each of Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney, Walter James Clark, Paula Elaine Kennedy, Andrew Christie, John Kennedy, Dawn Reoch, Ruaridh Cole, Alan Cassels, Catriona Macallan and Edward Hunter all of Burness Paull 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 in connection with the Scottish limited partnership known or to be known as EIG GPF V Holdings (Scotland), L.P. (the “Partnership”), including documents appointing another person or persons as our attorney;
- 2 to execute any replacement partnership agreement and any other documents 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 or Registrar of Companies such statutory form or forms as may be required under (i) the Limited Partnerships Act 1907 or any regulations made thereunder, or (ii) the Scottish Partnerships (Register of People with Significant Control) Regulations 2017, each as may be amended, 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 our attorney pursuant to the *bona fide* exercise by our attorney of our attorney’s power pursuant to this power of attorney.


IN WITNESS WHEREOF this power of attorney has been executed and delivered by us as a deed in Houston, Texas on the 6<sup>th</sup> day of December 2022 as follows:

For and on behalf of the said EIG Global Project Fund V Holdings, L.P.

by

Michael Ravvin

Print Full name

  
Authorized Signatory of EIG Asset Management, LLC, Member of the general partner.

before this witness:

Kamyar Daneshvar

Print Full Name

  
Witness

Address:

600 New Hampshire Avenue NW, Ste 1200

Washington, DC 20037, USA

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP**

Limited Partnership Number **SL036083**

The Registrar of Companies for Scotland, hereby certifies that

**EIG GPF V HOLDINGS (SCOTLAND), L.P.**

is this day registered under the Limited Partnerships Act 1907 as a  
Limited Partnership.

Given at Companies House, Edinburgh, on **9th December 2022**