

Limited Partnerships Act 1907



LP 6

COMPANIES HOUSE
14 JUL 2022
EDINBURGH MAILBOX

Statement specifying the nature of a change in the limited partnership in

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. **SL035482**

Name of firm **Aliter Capital Carry II, LP (the "Partnership")**

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

(Please see notes page 3)

a. Firm name	Previous name Nil	New name Nil
b. Principal place of business	Previous place of business Nil	New place of business Nil
<p>c. Change in partners or the name of a partner (see note 2) In the case of an authorised partnership, only state any change in the general partner or in the name of the general partner</p> <p>Each of the following has been admitted as a limited partner of the Partnership:</p> <ol style="list-style-type: none"> 1. William Allan; 2. Greig Brown; 3. Andrew Galloway; 4. Alastair Gemmill; 5. James Davies; 6. Claudia Beveridge; 7. William Loch; 8. Aliter Capital GP II LLP; 9. Andrew Busby in his capacity as trustee of the Andrew Busby Discretionary Settlement; 10. Andrew Galloway in his capacity as trustee of the Andrew T Galloway's 2022 Discretionary Trust; 11. Greig Brown in his capacity as trustee of the Brown Family 2022 Discretionary Trust; 12. William Allan in his capacity as trustee of Gail Allan's 2021 Discretionary Trust; and 13. William Allan in his capacity as trustee of William Allan's 2019 Discretionary Trust. 		

d. The liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner			
Nil			
e. General nature of the business (not applicable to a private fund limited partnership)	Business previously carried on	Business now carried on	
	Nil	Nil	
f. Term or character of the partnership (see note 2) (not applicable to a private fund limited partnership) Where the change in character is authorisation as an authorised partnership, or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character	Previous term	New term
	Nil	Nil	Nil
g. The sum contributed by any limited partner (see note 3) (not applicable to an authorised partnership)			
Nil			
Statement of increase in capital contributions to a limited partnership (which is not an authorised partnership or a private fund limited partnership)			
Name 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)	
Nil	Nil	Nil	

Signature of firm



Signed by Andrew Christie as attorney for and on behalf of Aliter Capital General Partner (Carry) II Limited, general partner of the Partnership

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

Presenter's reference:
ALI/3003/2/CRANKIN

Date: **14 July 2022**

ED 73 Edinburgh

04/17

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 or a limited partnership which has been authorised under Regulation (EU) No 2015/760 of the European Parliament and of the Council of 29th April 2015 on European Long-term Investment Funds (“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 and by regulation 9 of the European Long-term Investment Funds Regulations 2015.

NOTES

- 1 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).
- 2 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 order by the Financial Conduct Authority (include the authorisation order).
- 3 Any variation in the sum contributed by any limited partner must be stated in section g. 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 here. In the case of an authorised partnership, or a partnership which has been designated as a private fund limited partnership, no change in the sum contributed by a limited partner is required to be notified (except as mentioned below).

In the case of a private fund limited partnership that was registered as a limited partnership before 6 April 2017, you should show any withdrawal by a limited partner of the partner’s contribution which has the effect that the amount of the partner’s contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.

- 4 Each change must be entered in the proper section (a., b., c., d., e., f. and g. 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 change has to be notified. In any such case, the word ‘Nil’ should be inserted in the other sections. Sections e and f do not apply (and section g applies only in limited circumstances) to a limited partnership which has been designated as a private fund limited partnership.

The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

Please be aware that all information on this form will be available on the public record.

This power of attorney is made the 14th day of January 2022 by Aliter Capital General Partner (Carry) II Limited.

We, Aliter Capital General Partner (Carry) II Limited, registered number SC719427 having our registered office at 21 Newton Place, Glasgow G3 7PY 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, Walter James Clark, Paula Elaine Kennedy, Andrew Christie, John Kennedy, Peter Ward, Dawn Reoch and Ruaridh Cole 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 agreements and any other documents in connection with the Scottish limited partnerships known or to be known as Aliter Capital Carry II, LP and Aliter Capital Co-Invest II, LP (the "Partnerships"), 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 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 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.

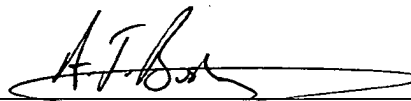
IN WITNESS WHEREOF this power of attorney has been executed and delivered by us as a deed at London on the 14th day of January 2022 as follows:

For and on behalf of the said Aliter Capital General Partner (Carry) II Limited

by

ANDREW JAMES BUSBY

Print Full name



Director

before this witness:

THOMAS JAMES BUSBY

Print Full Name

TSB

Witness

Address: 1 ORCHARD RISE

KINGSTON UPON THAMES

SURREY, KT2 7ET