

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

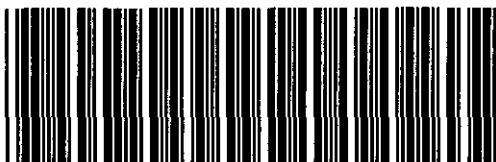
Company No. 5840692

The Registrar of Companies for England and Wales hereby certifies that

3I EF5 GP LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 8th June 2006



\*N05840692L\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —



**Companies House**

for the record

# 12

Please complete in typescript,  
or in bold black capitals.

CHWP000

## Declaration on application for registration

5840672

**Company Name in full**

3i EF5 GP Limited

I, Jonathan Charles Murphy

of April Cottage, Lime Grove, West Clandon, Guildford, GU4 7UT

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~† [Solicitor engaged in the formation of the company]~~ person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

**Declarant's signature**

*[Handwritten signature]*

Declared at

50 Broadway London SW1H 0BL

Day Month Year

On

06 06 2006

• Please print name.

before me •

LUCINDA CAMPBELL

**BIRCHAM DYSON BELL**

Solicitors  
50 BROADWAY  
WESTMINSTER SW1H 0BL

**Signed**

*[Handwritten signature]*

Date

06/06/06

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

S. Bernsand, 3i Group plc

16 Palace Street, London

Tel 0207 975 3228

DX number

DX exchange



LD1  
COMPANIES HOUSE

\*LR61MG30\*

148  
08/06/2006

Form revised 10/03

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2



**Companies House**  
for the record

# 10

Please complete in typescript,  
or in bold black capitals.

CHWP000

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

5840692

**Company Name in full**

3i EF5 GP Limited

**Proposed Registered Office**

(PO Box numbers only, are not acceptable)

16 Palace Street

Post town

London

County / Region

Postcode SW1E 5JD

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

3

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record.

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or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
for companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

# Company Secretary (see notes 1-5)

Company name		3i plc	
NAME	*Style / Title	*Honours etc	
Forename(s)			
Surname			
Previous forename(s)			
Previous surname(s)			
<small>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>	Address ††	16 Palace Street	
	Post town	London	
	County / Region	Postcode	SW1E 5JD
	Country		

I consent to act as secretary of the company named on page 1

Consent signature

*A.C. Williams*  
for 3i plc, Authorised Signatory

Date

6/6/06

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	Mr	*Honours etc
Forename(s)		Anthony William Wallace	
Surname		Brierley	
Previous forename(s)			
Previous surname(s)			
<small>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</small>	Address ††	17 St Luke's Street	
	Post town	London	
	County / Region	Postcode	SW3 3RP
	Country	United Kingdom	

Date of birth

Day Month Year  
0 1 1 0 1 9 4 9

Nationality

British

Business occupation

Solicitor

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

*A.C. Williams*

Date

6/6/06

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

CHWP000

Company Name

3i EF5 GP Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

67 Chelsea Vista, Imperial Wharf

Townmead Road

London

SW6 2SD

United Kingdom

Day Month Year

Date of birth

2 4 1 2 1 9 5 6

Nationality British

Business occupation

Banker

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

Date

5/6/06

# Company Secretary (see notes 1-5)

## Form 10 Continuation Sheet

CHWP000

Company Name

3i EF5 GP Limited

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 4 0 5 1 9 6 0

Nationality

British

Business occupation

Investment Capitalist

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

Date

6/6/06

## Company Secretary (see notes 1-5)

\* Voluntary details

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

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Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

0 6 0 6 1 9 5 4

Nationality

British

Business occupation

Banker

Other directorships

Please see attached schedule

I consent to act as director of the company named on page 1

Consent signature

Date

6/6/06





## 3i EF5 GP Limited

### Anthony William Wallace Brierley

<u>Current Directorships</u>	<u>Appointed</u>
Baronsmead Investment Trust plc	02.02.98
Drapers Nominees Limited	10.09.97
Gardens Nominees Limited	01.01.96
ICFC Consultants Limited	01.01.96
ICFC Limited	01.01.96
Investors in Industry Limited	01.01.96
3i Nippon Limited	13.12.95
Mayflower GP Limited	30.01.01
Ship Mortgage Finance Company plc	15.11.95
Southbank Investments	01.01.96
3i 96 Partners Nominees Limited	10.09.97
3i APTech GP Limited	20.01.00
3i APTech Nominees Limited	17.12.99
3i Asia Pacific plc	13.06.00
3i Asset Finance Limited	10.10.95
3i Commercial Properties Limited	01.01.96
3i EF3 GPA Limited	14.07.99
3i EF3 GPB Limited	13.01.06
3i EF4 GP Limited	02.12.02
3i EF3 Nominees A Limited	23.10.00
3i EF3 Nominees B Limited	23.10.00
3i EFIV Nominees Limited	29.09.03
3i Europe plc	07.09.95
3i Europe General Partner Limited	09.07.97
3i Europartners II GP Limited	02.03.98
3i General Partner No. 1 Limited	10.09.97
3i General Partner Limited	02.03.98
3i General Partner UKIP II Limited	05.11.97
3i Group Investments GP Limited	14.09.99
3i GP 2006-08 Limited	23.02.06
3i International Holdings	01.01.96
3i EDITH plc	01.01.96
3i Investment Partner Limited	09.07.97
3i Ireland plc	26.04.01
3i Japan GP Limited	17.02.00
3i Nominees Limited	10.09.97
3i Asset Management Limited	29.01.02
3i Nordic plc	22.02.01
3i NPM Smaller MBO Nominees Limited	01.09.97
3i PVLP Nominees Limited	02.03.98
3i Smaller MBO Nominees Limited	02.03.98
3i Trustee Company Limited	07.10.03
3i UK Holdings	01.01.96
3i UKIP II Nominees Limited	05.11.97
Waterloo Trustee Company Limited	19.12.96
GP 2004 Limited	09.02.04
3i Isle of Man Limited (in voluntary liquidation)	01.02.96
3i Capital Guernsey Limited	17.11.99
3i Capital Jersey Limited	17.11.99
3i Guernsey Limited	17.11.99
3i Jersey Limited	17.11.99
Interisland City Finance Corporation Limited (in voluntary liquidation)	23.05.01

## Anthony William Wallace Brierley

### Current Directorships

3i Corporation Malaysia Sdn. Bhd.  
3i Netherlands Holdings BV

### Appointed

14.06.01  
31.12.02

### Former Five Years' Directorships

3i (NZ) Limited	(dissolved August 2001)
Investors in Industry (NZ) Limited	(dissolved August 2001)
Brigstowe Finance Limited	(dissolved 06.11.01)
Finance for Industry Limited	(dissolved 06.11.01)
ICFC Leasing Limited	(dissolved 06.11.01)
Poolship Limited	(dissolved 06.11.01)
TDC Development Capital Limited	(dissolved 06.11.01)
Technical Development Capital Limited	(dissolved 06.11.01)
C.T.T. Investments Limited	(dissolved 16.8.03)
Carden Place Whisky Trading Company Limited	(dissolved 15.8.03)
FFI Industrial Leasing Limited	(dissolved 16.8.03)
Industrial and Commercial Finance Corporation Limited	(dissolved 16.8.03)
Jumpship Limited	(dissolved 16.8.03)
Runship Limited	(dissolved 16.8.03)
3i Unit Trust Managers Ltd.	(dissolved 16.8.03)
Southbank Securities Limited	(dissolved 04.06.04)
Investors in Industry, Anglo-Danish ApS	(dissolved August 2002)
3i Property Ireland Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Finance for Industry Ireland Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Industrial and Commercial Finance Corporation of Ireland Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Investors in Industry Ireland Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Toscope Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Medenta Services Limited ( <i>Ireland</i> )	(dissolved 21.06.02)
Trind Limited (Appointed 01.01.96)	(dissolved 13.01.05)

## 3i EF5 GP Limited

### Jonathan Charles Murphy

<u>Current Directorships</u>	<u>Appointed</u>
3i 96 Partners Nominees Limited	13.01.03
3i APTech GP Limited	13.01.03
3i APTech Nominees Limited	13.01.03
3i Asia Pacific (Japan) Ltd	23.08.02
3i Asia Pacific plc	01.02.02
3i Asset Finance Limited	13.01.06
3i Asset Management Limited	29.01.02
3i Commercial Properties Limited	13.01.06
3i Corporation Malaysia Sdn. Bhd	14.06.01
3i Edith plc	13.01.03
3i EF3 GPA Limited	13.01.03
3i EF3 GPB Limited	13.01.06
3i EF3 Nominees A Limited	13.01.03
3i EF3 Nominees B Limited	13.01.03
3i EF4 GP Limited	02.12.02
3i EFIV Nominees Limited	29.09.03
3i Europartners II GP Limited	13.01.03
3i Europe General Partner Limited	13.01.03
3i Europe plc	10.06.03
3i General Partner Limited	13.01.03
3i General Partner No. 1 Limited	13.01.03
3i General Partner UKIP II Limited	13.01.03
3i GP 2006-08 Limited	23.02.06
3i Group Investments GP Limited	13.01.03
3i Investment Partner Limited	17.01.03
3i Ireland plc	26.04.01
3i Isle of Man Limited (In voluntary liquidation)	01.02.96
3i Japan GP Limited	13.01.06
3i Nippon Limited	13.01.06
3i Nominees Limited	13.01.03
3i Nordic plc	27.02.01
3i NPM Smaller MBO Nominees Limited	13.01.03
3i PVLP Nominees Limited	13.01.03
3i Smaller MBO Nominees Limited	13.01.03
3i Trustee Company Limited	07.10.03
3i UK Holdings	13.01.03
3i UKIP II Nominees Limited	13.01.03
Baronsmead Investment Trust plc	13.01.03
Drapers Nominees Limited	13.01.03
Gardens Nominees Limited	13.01.03
ICFC Consultants Limited	13.01.06
ICFC Limited	13.01.06
Investors in Industry Limited	09.05.05
Mayflower GP Limited	13.01.03
Southbank Investments	13.01.06
Waterloo Trustee Company Limited	13.01.06

## Jonathan Charles Murphy

<u>Former Five Years' Directorships</u>	<u>Resigned</u>
C.T.T. Investments Limited (dissolved 16.8.03)	08.09.99
Carden Place Whisky Trading Company Limited (dissolved 15.8.03)	08.09.99
3i Unit Trust Managers Limited (dissolved 16.8.03)	30.01.02
The 3i Research Trust (dissolved 05.09.03)	17.09.99
Triangle International Limited (dissolved 15.06.04)	26.08.97
Southbank Securities Limited (dissolved 04.06.04)	29.01.02
Investors in Industry, Anglo-Danish ApS (liquidated Aug 2002)	01.02.96
3i Property Ireland Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Finance for Industry Ireland Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Industrial and Commercial Finance Corporation of Ireland Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Investors in Industry Ireland Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Toscope Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Medenta Services Limited ( <i>Ireland</i> ) (dissolved 21.06.02)	21.12.95
Trind Limited (dissolved 13.01.05)	13.09.96

## 3i EF5 GP Limited

### Paul Waller

<u>Current Directorships</u>	<u>Appointed</u>
Baronsmead Investment Trust plc	27.09.99
Drapers Nominees Limited	02.03.98
Gardens Nominees Limited	08.09.99
Investors in Industry Limited	13.01.06
Mayflower GP Limited	31.01.01
3i 96 Partners Nominees Limited	02.03.98
3i APTECH GP Limited	20.01.00
3i Asset Finance Limited	13.01.06
3i Commercial Properties Limited	13.01.06
3i Europartners II GP Limited	07.05.97
3i Europe General Partner Limited	09.07.97
3i General Partner No 1 Limited	02.03.98
3i General Partner Limited	02.03.98
3i General Partner UKIP II Limited	02.03.98
3i Group Investments GP Limited	14.09.99
3i EDITH plc	27.09.99
3i International Holdings	13.01.06
3i Investment Partner Limited	13.01.06
3i Nominees Limited	02.03.98
3i NPM Smaller MBO Nominees Limited	20.08.97
3i plc	15.06.87
3i PVLP Nominees Limited	21.10.97
3i Smaller MBO Nominees Limited	04.03.97
3i UKIP II Nominees Limited	02.03.98
3i EF3 GPA Limited	14.07.99
3i EF3 GPB Limited	14.07.99
3i EF3 Nominees A Limited	16.08.00
3i EF3 Nominees B Limited	16.08.00
3i EF4 GP Limited	11.12.02
3i UK Holdings	27.09.99
3i APTECH Nominees Limited (formerly 3i Technology Limited)	17.12.99
3i Investments plc	13.04.00
3i Nippon Limited	03.04.01
3i Holdings plc	14.01.03
3i EFIV Nominees Limited	29.09.03
GP 2004 Limited	09.02.04
3i SGR S.p.a.	19.12.02
3i SA (France)	20.12.02
3i Gestion SA (France)	20.12.02

<u>Former Five Years' Directorships</u>	<u>Appointed</u>	<u>Resigned</u>
3i Asset Management Limited		29.01.02
Southbank Securities Limited		29.01.02
3i Unit Trust Managers Limited		29.01.02
3i Partnership Investments Limited	08.09.99	(dissolved 16.08.03)
3i New Securities Corporation (Jersey) Limited	29.04.93	(dissolved early 2001)
Woodrose Invest AB	16.02.01	15.11.02
Atle AB		15.11.02
SET		09.04.03

## 3i EF5 GP Limited

**Jonathan Brian Cameron Russell**

<u>Current Directorships</u>	<u>Appointed</u>
3i plc	03.10.94
3i Investments plc	13.04.00
Russell Estates Limited	01.07.01
3i Holdings plc	14.01.03
GP 2004 Limited	09.02.04
3i International Holdings	13.01.06
3i 96 Partners Nominees Limited	13.01.06
3i AP Tech GP Limited	13.01.06
3i AP Tech Nominees Limited	13.01.06
3i Edith plc	13.01.06
3i EF3 GPA Limited	13.01.06
3i EF3 GPB Limited	13.01.06
3i EF3 Nominees A Limited	13.01.06
3i EF3 Nominees B Limited	13.01.06
3i EF4 GP Limited	13.01.06
3i EFIV Nominees Limited	13.01.06
3i Europartners II GP Limited	13.01.06
3i Europe General Partner Ltd	13.01.06
3i General Partner Limited	13.01.06
3i General Partner No. 1 Ltd	13.01.06
3i General Partner UKIP II Ltd	13.01.06
3i Group Investments GP Ltd	13.01.06
3i GP 2006-08 Limited	23.02.06
3i Investment Partner Limited	13.01.06
3i Nippon Limited	13.01.06
3i Nominees Limited	13.01.06
3i NPM Smaller MBO Nominees Ltd	13.01.06
3i PVLP Nominees Limited	13.01.06
3i Smaller MBO Nominees Ltd	13.01.06
3i UKIP II Nominees Limited	13.01.06
Drapers Nominees Limited	13.01.06
Investors in Industry Limited	13.01.06
Mayflower GP Limited	13.01.06
3i Asset Finance Limited	13.01.06
3i Commercial Properties Ltd	13.01.06
3i UK Holdings	13.01.06
Baronsmead Investment Trust plc	13.01.06
Gardens Nominees Limited	13.01.06

Former Five Years' Directorships  
None

Resigned

## 3i EF5 GP Limited

### Christopher Paul Rowlands

<u>Current Directorships</u>	<u>Appointed</u>
3i 96 Partners Nominees Limited	13.01.06
3i AP Tech GP Limited	13.01.06
3i AP Tech Nominees Limited	13.01.06
3i Asset Finance Limited	13.01.06
3i Commercial Properties Ltd	13.01.06
3i Edith plc	13.01.06
3i EF3 GPA Limited	13.01.06
3i EF3 GPB Limited	13.01.06
3i EF3 Nominees A Limited	13.01.06
3i EF3 Nominees B Limited	13.01.06
3i EF4 GP Limited	13.01.06
3i EFIV Nominees Limited	13.01.06
3i Europartners II GP Limited	13.01.06
3i Europe General Partner Ltd	13.01.06
3i General Partner Limited	13.01.06
3i General Partner No. 1 Ltd	13.01.06
3i General Partner UKIP II Ltd	13.01.06
3i GP 2006-08 Limited	23.02.06
3i Group Investments GP Ltd	13.01.06
3i Holdings plc	14.01.03
3i International Holdings	13.01.06
3i Investment Partner Limited	13.01.06
3i Investments plc	22.10.02
3i Nippon Limited	13.01.06
3i Nominees Limited	13.01.06
3i NPM Smaller MBO Nominees Ltd	13.01.06
3i plc	20.01.03
3i PVLP Nominees Limited	13.01.06
3i Smaller MBO Nominees Ltd	13.01.06
3i UK Holdings	13.01.06
3i UKIP II Nominees Limited	13.01.06
Baronsmead Investment Trust plc	13.01.06
Drapers Nominees Limited	13.01.06
Gardens Nominees Limited	13.01.06
GP 2004 Limited	09.02.04
Investors in Industry Limited	13.01.06
Mayflower GP Limited	13.01.06
The Principality Building Society	01.12.04

<u>Former Five Years' Directorships</u>	<u>Appointed</u>	<u>Resigned</u>
National Housing Federation Investments Limited		28.06.02
Andersen Consulting Limited	01.09.99	16.01.03
Arthur Andersen & Co.	01.09.99	16.01.03
Arthur Andersen & Co. Nominees	01.09.99	16.01.03
Arthur Andersen Corporate Finance Limited	01.09.99	16.01.03
Arthur Andersen Services	01.09.99	16.01.03
Arthur Andersen Services (1)	01.09.99	16.01.03

## Christopher Paul Rowlands

<u>Former Five Years' Directorships</u>	<u>Appointed</u>	<u>Resigned</u>
B.H. Administration Services	01.09.99	16.01.03
Binder Hamlyn Services Limited	01.09.99	16.01.03
Binder Hamlyn Nominees Limited	01.09.99	16.01.03
Binder Hamlyn Trustee Company Limited	01.09.99	16.01.03
Precis (1286) Limited	01.09.99	16.01.03
Precis (1287) Limited	01.09.99	16.01.03
S G Archibald Limited	01.09.99	16.01.03
The Thames Fund Limited	18.10.98	01.09.02
One Eighty Limited	18.10.98	
D.W. Property Company Limited	01.09.99	



001 761

Registered Number:

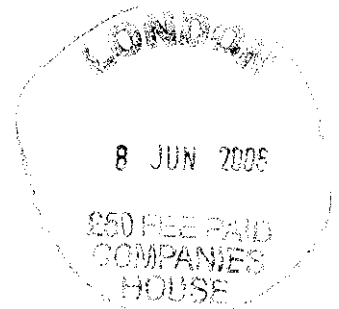
**THE COMPANIES ACT 1985 (AS AMENDED)**

**A PRIVATE COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**of**

**3i EF5 GP Limited**



5840692

1. The name of the Company is 3i EF5 GP Limited.
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (a) to enter into partnerships of all kinds (including but not limited to limited partnerships) and including acting as a general partner of any limited partnership or to enter into any arrangement for sharing profit, union of interest, reciprocal concession or co-operation with any person, partnership or company, and to lend money to, guarantee the contracts of, or otherwise assist any person or partnership and to take or otherwise acquire and hold shares in or obligations or securities of, and to subsidise any person or partnership, and to sell, hold, reissue, without guarantee, or otherwise deal with any such shares, obligations or securities, and to promote and aid in promoting, constitute, form or organise partnerships of all kinds and to exercise and enforce all rights and powers conferred on incident to its ownership of any shares, obligations or securities for the time being held or owned by the Company;
  - (b) to carry on business as bankers, finance and investment consultants and to act as agents for all finance houses and insurance brokers;
  - (c) to carry on business as a general investment company and to subscribe for or otherwise acquire and hold shares, stocks, loans, options, debentures and debenture stock, bonds, obligations loans, options and securities issued or guaranteed by any company constituted or carrying on business in the United Kingdom or in any foreign country; and also to acquire and hold debentures, debenture stock, bonds, obligations, loans, options and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether in the United Kingdom or otherwise;
  - (d) to subscribe for or otherwise acquire any such shares, stocks, debentures, debenture stock, bonds, obligations loans, options or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof;



- (e) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, notes, debentures, debenture stock, bonds, stocks, options and securities, of any company at such time and upon such terms and conditions as to remunerations and otherwise as may be agreed upon;
- (f) to lend money or give credit to such persons, firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from any persons, firms and companies;
- (g) to employ experts to investigate and examine into the condition, prospects, value, character and circumstances, of any business concerns and undertakings, and generally of any assets, property or rights;
- (h) to take part in the management, supervision or control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents;
- (i) to act as agents for the investment, loan payment, transmission and collection of money, for the transfer of bonds, debentures, debenture stock, shares, loans, options or other securities and for the purchase, sale, improvement, development and management of property;
- (j) to carry on any other trade or business whatsoever, which can, in the opinion of the board of directors of the Company, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company;
- (k) to devote the resources of any property for the time being belonging to the Company in such manner as the Company may think fit;
- (l) to manage, purchase or otherwise acquire, take on lease or hire lands, houses, theatres, halls, buildings, easements, properties, chattels, secret processes, inventions, patents, copyrights, designs and trade marks of all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company shares, debentures, bonds, cash or otherwise, either in this way or any other company, whether fully paid or otherwise;
- (m) to work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the Company and to sell the property, business or undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company;
- (n) (1) to borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue such primary or collateral or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges

or securities over the whole or any part of its assets, present or future (including uncalled capital); and

- (2) to guarantee, support or secure, whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any obligations, and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities, or any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company as defined by Section 736 of the Companies Act 1985 of the Company or another subsidiary as defined by the said Section of a holding company of the Company or otherwise associated with the Company in business;
- (o) to make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments;
- (p) to pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital, or any debentures or other security of the Company or in or about the formation or promotion of the Company or the conduct of its business;
- (q) to make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient;
- (r) to distribute among the Members in kind any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company, but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law;
- (s) to procure the Company to be registered or recognised in any country or place abroad;
- (t) to appoint any person or persons, firm or firms, company or companies, to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in similar capacity;
- (u) to give credit to or guarantee or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interests of the Company;
- (v) to insure the life of any person who may, in the opinion of the Company, be of value to the Company, as having or holding for the Company's interests, goodwill or influence or other assets, and to pay the premium on such insurance;
- (w) to promote, contribute to, or assist financially or otherwise fund for the benefit wholly or partly of directors, employees or ex-employees of the Company, or their relatives, children or dependents or any other charitable purpose and to promote, enter into, and carry into effect any scheme for the sharing of profits with employees;

(x) to do all or any of the above things, in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others; and

(y) to do all such other acts or things as are or may be deemed incidental or conducive to the attainment of the above objects, or any of them.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.

We, the person whose name and address and description is subscribed, are desirous of forming a Company, in pursuance of this Memorandum of Association, and we agree to take the number of Shares in the capital of the Company set opposite our name.

---

NAME, ADDRESS AND DESCRIPTION OF  
SUBSCRIBER


NUMBER OF SHARES TAKEN BY THE  
SUBSCRIBER

---

3i Holdings plc  
16 Palace Street  
London  
SW1E 5JD

One

Holding Company

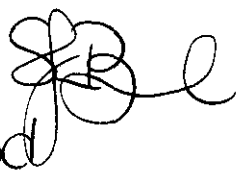
  
For and on behalf of  
3i Holdings plc

---

Dated the

6 day of June 2006

Witness to the above signature:-

  
Sofia Bemsand  
% 3i Group plc  
16 Palace Street  
London  
SW1E 5JD

Registered Number:

**THE COMPANIES ACT 1985 (AS AMENDED)**

**A PRIVATE COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**of**

**3i EF5 GP Limited**

**Adoption of Table A**

1. In these articles "Table A" means Table A scheduled to The Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the Company. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

**Interpretation**

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction.

**Rights attached to shares**

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Directors may decide. Regulation 2 of Table A shall not apply.

**Initial authority to issue relevant securities**

4. Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of incorporation of the Company or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of incorporation of the Company but may be revoked varied

or renewed from time to time by the Company in general meeting in accordance with the Act.

#### Transfer of shares

5. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
6. The Directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### Notice of general meeting

7. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

#### Proceedings at general meeting

8. One member present in person or by proxy shall be a quorum. Regulation 40 of Table A shall be modified accordingly.

#### Votes of members

9. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

#### Members may vote when money payable by them

10. Regulations 57 of Table A shall not apply.

#### Delivery of proxies

11. The instrument appointing a proxy and (if required by the Directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the Directors, shall be delivered to the office (or to such other place or to such person as may be specified or agreed by the Directors) not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid unless the Directors shall, in their absolute discretion determine to treat such instrument as valid. The Directors may at their discretion treat

a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

#### Alternate directors

12. Any Director (other than an alternate director) may appoint any other Director, or any other person approved for that purpose by the Directors, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

#### Power to provide for employees

13. The Directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

#### Power to receive uncalled monies

14. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

#### Delegation of Directors' powers

15. The Directors may delegate any or all of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether Directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of Directors or to a Director as a member of such a committee shall include a committee established under this article or such person or persons.

#### Appointment and removal of Directors by majority shareholders

16. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the Directors or at a general meeting of the Company at any time and from time to time appoint any person to be a Director (either to fill a vacancy or as an additional Director) or remove any Director from office (no matter how he was appointed).

#### Appointment of Directors by board

17. Without prejudice to the powers conferred by any other article, any person may be appointed a Director by the Directors, either to fill a vacancy or as an additional Director.



#### No age limit or share qualification

18. No Director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for Directors shall be required.

#### Disqualification and removal of Directors

19. The office of a Director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### Directors' gratuities and pensions

20. The Directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former Director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No Director or former Director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. Regulation 87 of Table A shall not apply.

#### Notice of board meetings

21. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively. Regulation 8 of Table A shall be modified accordingly.

#### Participation in board meetings by telephone.

22. All or any of the members of the board or of any committee of the board may participate in a meeting of the board or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

#### Directors may vote when interested.

23. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

#### The seal

24. The Directors shall provide for the safe custody of the seal which shall be used only by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by some person appointed by the Directors for that purpose and who shall be designated an "Authorised Sealing Officer". The Company may have for use for sealing share and debenture certificates and bonds an official seal which is a facsimile of the seal with the addition on its face of the word "Securities". Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid. Regulation 101 of Table A shall not apply.

#### Notices

25. Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

#### Time of service

26. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

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NAME, ADDRESS AND DESCRIPTION OF  
SUBSCRIBER

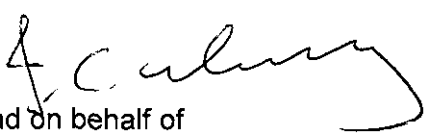
NUMBER OF SHARES TAKEN BY THE  
SUBSCRIBER

---

3i Holdings plc  
16 Palace Street  
London  
SW1E 5JD

One

Holding Company


  
For and on behalf of  
3i Holdings plc

---

Dated the

6 day of June 2006

Witness to the above signature:-

  
Sofia Bernsand  
c/o 3i Group plc  
16 Palace Street  
London  
SW1E 5JD