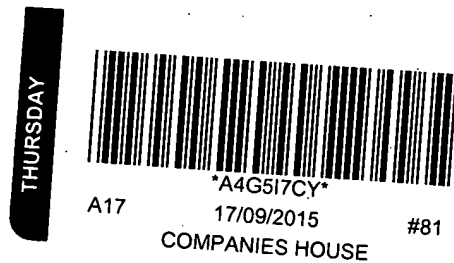


Actis Executive GP Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2014

REGISTERED NUMBER: SC268230



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DIRECTORS' REPORT

The Directors present their Report and Financial Statements of Actis Executive GP Limited (the "Company") for the year ended 31 December 2014.

Principal activity

The principal activity of the Company is that of General Partner of four private equity limited partnerships. The Company was incorporated as Lothian Shelf (205) Limited and changed its name to Actis Executive GP Limited on 23 June 2004. Its registered office is 50 Lothian Road, Edinburgh, Midlothian, EH3 9WJ Scotland.

Business review

The Company's parent undertaking is Actis LLP. There is a proactive approach to risk management and a framework has been designed to manage the risks of its business and to ensure that the Members and Boards of Directors at both Actis LLP and subsidiary levels, respectively, have in place appropriate risk management practices. The risk management objectives have been disclosed within the Report of the Members and financial statements of Actis LLP for the year ended 31 December 2014.

Results and dividends

The Company has not traded since incorporation and consequently has neither profit nor loss for the year ended 31 December 2014.

Key Performance Indicators

Given the straight forward nature of the business, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Going Concern

The Company has adequate financial resources and as a consequence, the Directors believe that the Company is well placed to manage its business risks successfully. The Directors believe that the Company has adequate financial resources to continue in operational existence for the foreseeable future and at least 12 months from the date of the report and financial statements. Accordingly, they continue to adopt the going concern basis in preparing the Directors' report and financial statements.

Provision of information to auditors

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the Auditors in connection with preparing their report, of which the Auditors are unaware. Having made enquiries of fellow Directors and the Auditors, each Director has taken all the steps that he or she is obliged to take as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Auditors are aware of that information.

Auditor

KPMG LLP resigned as Auditors on 12 September 2014. A resolution was passed in accordance with Section 85(3) of the Companies Act 2006, to appoint Ernst & Young LLP as Auditors.

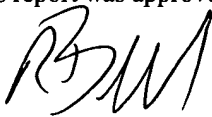
Directors

The Directors who served during the year were Actis LLP, Paul Owers and Ronald Edward Bell.

Directors' interests

The Directors have no direct interest in the shares of the Company. However, by virtue of Paul Owers' position as member of Actis LLP, he had an indirect interest in the entire share capital of the Company.

This report was approved by the Board of Directors on 26 May 2015 and signed on its behalf by:



.....
Ronald Edward Bell
Director

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACTIS EXECUTIVE GP LIMITED

We have audited the financial statements of Actis Executive GP Limited for the year ended 31 December 2014 which comprise the Balance Sheet and the related notes 1 to 8. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirements to prepare a Strategic Report.



Ashley Coups (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

Date: 26 May 2015

PROFIT AND LOSS ACCOUNT

During the financial year and the preceding financial year the company did not trade, received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

BALANCE SHEET

As at 31 December 2014

	<i>Notes</i>	31 December 2014	31 December 2013
		\$	\$
Current assets			
Called up share capital not paid	5	2	2
Net assets		2	2
Capital and reserves			
Called-up share capital	5	2	2
Shareholder's funds	6	2	2

These financial statements were approved and authorised by the Board of Directors on 26 May 2015 and were signed on its behalf by:



Ronald Edward Bell
Director

The notes on pages 6 to 7 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2014

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The financial statements have been prepared on a going concern basis.

The Company has not traded during the year. It received no income, incurred no expenditure and therefore made neither profit nor loss.

Cash flow statement

The Company has taken advantage of the exemption in FRS 1 "Cash Flow Statements" from the requirement to prepare a cash flow statement, on the basis that it is a subsidiary undertaking where 90% or more of the voting rights are controlled within the Group, which prepares publicly available financial statements

Functional currency

Items included in the financial statements are measured using the currency of the primary environment in which the entity operates ("the functional currency"). US Dollars is the company's functional and presentation currency.

Related party transactions

The Company has taken advantage of the exemption in FRS 8 "Related Party Disclosures", relating to transactions between 100% controlled subsidiaries, by not disclosing information on related party transactions with entities that are part of the Group, or investees of the Group qualifying as related parties.

2 Audit Fees

The audit fee of \$600 (2013:\$970) is borne by Actis LLP - the ultimate parent undertaking.

Fees paid to the Company's Auditors for services other than the statutory audit of the Company are disclosed on a consolidated basis in the Group's financial statements.

3 Employees

The Company has no employees. Group employees' contracts of employment are with Actis LLP, the ultimate parent, and staff costs are disclosed in that Partnership's financial statements.

4 Directors' remuneration

The Directors of the Company were employed and remunerated as Members, Directors and Executives of the Group in respect of their services to the Group as a whole. The Directors believe that it is not practicable to apportion part of their remuneration to the services as Directors of the Company.

NOTES TO THE FINANCIAL STATEMENTS *(continued)*

5 Called-up share capital

	31 December 2014 Number	31 December 2014 \$	31 December 2013 Number	31 December 2013 \$
<i>Allotted and called-up:</i>				
Ordinary shares of £1	1	2	1	2
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

The amounts of paid-up share capital for the following category of shares differed from the called-up share capital stated above due to unpaid calls and were as follows:

	31 December 2014 \$	31 December 2013 \$
Un-paid share capital		
Ordinary shares	2	2
	<u> </u>	<u> </u>

6 Reconciliation of movement in shareholder's funds

	\$
Balance at 1 January 2014	2
Balance at 31 December 2014	<u> </u> <u> </u>

7 Ultimate parent undertaking

The Company's immediate and ultimate parent undertaking is Actis LLP, a partnership incorporated in England and Wales. A copy of the Report of the Members and financial statements of Actis LLP for the year ended 31 December 2014 are available at Companies House, Crown Way, Cardiff.

8 Post balance sheet events

The Board of Directors has not received as at 26 May 2015 being the date the financial statements were approved, any information concerning significant conditions in existence at the balance sheet date, which have not been reflected in the financial statements as presented.