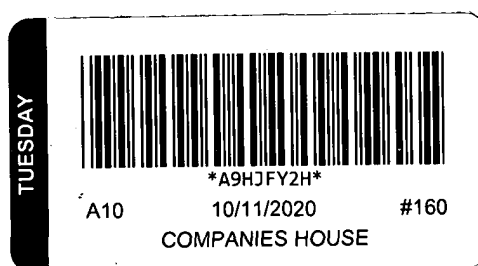


Actis Umbrella GP Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2019

REGISTERED NUMBER: SC290590



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DIRECTORS' REPORT

The Directors present their Report and Financial Statements of Actis Umbrella GP Limited (the "Company") for the year ended 31 December 2019.

Principal activity

The principal activity of the Company is that of General Partner of a private equity limited partnership. The Company was incorporated as Lothian Shelf (312) Limited. It changed its name to Actis Umbrella GP Limited on 20 October 2005. Its registered office is 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ, Scotland.

Business review

The Company's intermediate holding entity is Actis LLP. There is a proactive approach to risk management and a framework has been designed to manage the risks of the company's business and to ensure that the Members and Boards of Directors at both Actis LLP and the company, 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 2019.

Results

The results for the year to 31 December 2019 are shown on page 7. The loss for the year amounted to \$861 (2018: Loss \$765). 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.

COVID-19

The Directors acknowledge the current outbreak of Coronavirus (COVID-19) and the uncertainty resulting from it. They, however, consider this as non-adjusting post balance sheet event which is not expected to have any material impact on value of assets and liabilities stated in statement of financial position. The full extent to which the COVID-19 pandemic may impact Company's results, operations or liquidity in future is uncertain. Management continues to monitor the impact that the COVID-19 pandemic has on the Company, the private equity industry and the economies in which the Company operates (refer to note 1).

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 auditor

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 Auditor in connection with preparing their report, of which the Auditor is unaware. Having made enquiries of fellow Directors and the Auditor, 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 Auditor is aware of that information.

Auditor

Ernst & Young were deemed to have been reappointed as auditor of the Company under Section 487(2) of the Companies Act 2006.

DIRECTORS' REPORT (continued)

Directors

The directors who served during the year and to the date of this report were:

Actis Nominee Limited
Ronald Edward Bell (resigned on 15 March 2019)
Patricia Paik Wan Lamb
Frederick Clive Rodgers (appointed on 7 June 2019)

Directors' interests

The Directors have no direct interest in the shares of the Company.

Exemption from presenting a Strategic Report

The Directors have taken the exemption available under Section 414B of the Companies Act 2006 in not presenting a Strategic Report.

This report was approved by the Board of Directors on 23 April 2020 and signed on its behalf by:



.....
Frederick Clive Rodgers
Director

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable UK 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) including Financial Reporting Standard 102 ("FRS 102"). 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 including FRS 102 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 AUDITOR'S REPORT TO THE MEMBERS OF ACTIS UMBRELLA GP LIMITED

Opinion

We have audited the financial statements of Actis Umbrella GP Limited (the 'Company') for the year ended 31 December 2019 which comprise the Statement of Income and Retained Earnings, the Statement of Financial Position and the related notes 1 to 8, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and the provisions available for small entities, in the circumstances set out in note 1 to the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to note 1 and 8 of the financial statements, which describe the economic disruption the Company is facing as a result of COVID-19, which is impacting financial markets and personnel available for work and/or being able to access offices. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information; we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- The directors' report has been prepared in accordance with applicable legal requirements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACTIS UMBRELLA GP LIMITED (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which 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
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

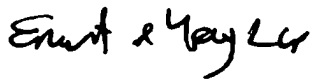
Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



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

Date: 24 April 2020

STATEMENT OF INCOME AND RETAINED EARNINGS

For the year ended 31 December 2019

	<i>Notes</i>	Year Ended 31 December 2019 \$	Year Ended 31 December 2018 \$
Income	<i>1</i>	-	-
Administrative expenses		(861)	(765)
Operating loss before taxation	<i>2</i>	(861)	(765)
Tax		-	-
Total comprehensive loss for the year		(861)	(765)
Retained earnings at 1 January		1,941	2,706
Dividend paid		-	-
Retained earnings at 31 December		1,080	1,941

The notes on pages 9 to 12 form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

As at 31 December 2019

	<i>Notes</i>	31 December 2019	31 December 2018
		\$	\$
Current assets			
Called up share capital not paid	6	2	2
Debtors	5	1,080	1,941
		<hr/>	<hr/>
		1,082	1,943
 Current liabilities			
Creditors: amounts falling due within one year		-	-
		<hr/>	<hr/>
Net assets		1,082	1,943
		<hr/>	<hr/>
Capital and reserves			
Called-up share capital	6	2	2
Retained earnings		1,080	1,941
		<hr/>	<hr/>
Shareholder's funds		1,082	1,943
		<hr/>	<hr/>

These financial statements were approved and authorised by the Board of Directors on 23 April 2020 and were signed on its behalf by:



.....
Frederick Clive Rodgers
Director

The notes on pages 9 to 12 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

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.

Statement of Compliance

The Company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the Company for the year ended 31 December 2019.

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

The Company qualifies the requirements of small company by virtue of section 382 of Companies Act 2006 and therefore has applied the exemptions under small companies regime.

Going concern

The financial statements are prepared on a going concern basis under the historical cost convention modified to include the measurement at fair value of financial assets through profit & loss. On January 30, 2020, the World Health Organization declared the outbreak of coronavirus ("COVID-19") to be a public health emergency of international concern. This coronavirus outbreak has severely restricted the level of economic activity around the world. In response to this coronavirus outbreak, the governments of many countries, states, cities and other geographic regions have taken preventative or protective actions, such as imposing restrictions on travel and business operations and advising or requiring individuals to limit or forego their time outside of their homes.

The full extent to which the COVID-19 pandemic may impact Company's results, operations or liquidity is uncertain. Management actively monitors the impact that the COVID-19 pandemic has on the Company, the private equity industry and the economies in which the Company operates. Management has performed a COVID -19 impact analysis as part of their going concern assessment using information available to the date of issue of these financial statements. The analysis has modelled a number of adverse scenarios to assess the potential impact that COVID-19 may have on Company's operations, liquidity, solvency and regulatory capital position. This includes a reverse stress test to assess the downsides the balance sheet could absorb before there is a breach of the relevant regulatory capital requirement, including an assessment of any relevant mitigations management have within their control to implement.

In their assessment management has considered the basis on which it receives priority profit share for acting as General Partner to the Partnerships, any impact on COVID-19 might have on the fair value of the partnerships' investments and the Company's fixed or variable ongoing expense to operate. The most likely expected financial impact is in respect of the Company's future priority profit share income as the fair value of the partnerships' investments might fluctuate, in future and at least in the medium term due to the impact of COVID-19. Management have a number of actions that could be taken if necessary to protect profitability and solvency.

Having performed this analysis management believes that the Company has sufficient liquidity to meet its liabilities for the next 12 months from the date of signing of financial statements. In addition, the preparation of the financial statements on a going concern basis remains appropriate as the Company expects to be able to meet its obligations as and when they fall due for the foreseeable future

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgement had the most significant effect on amounts recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1 Accounting policies (continued)

Going concern: The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Furthermore, the directors are not aware of any material uncertainties that may cast significant doubt upon the company's ability to continue as a going concern. Accordingly, the directors continue to adopt the going concern basis in preparing these financial statements.

Income

Income is recognised based on the Company's entitlement to the priority share in the profits of partnerships of which it is General Partner in accordance with the limited liability partnership agreement.

Expenses

All expenses are recognised on an accrual basis and expensed in the relevant accounting period.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the statement of financial position date. All gains or losses on translation are taken to the statement of income and retained earnings.

Cash flow statement

The Company has taken advantage of the exemption under section 1.12 of Financial Reporting Standard 102 from the requirement to prepare a cash flow statement, on the basis that it is a member of Actis LLP group ("Group") where parent of that group prepares publicly available consolidated financial statements.

Related party transactions

The Company has taken advantage of the exemption under section of 33.1A of Financial Reporting Standard 102 "Related Party Disclosures" not to disclose details of transactions with other group entities that are wholly owned within the group.

Taxation

Corporation tax is provided on taxable profits at the current rate.

Receivables

Receivables are recorded at their original invoice amounts, less any provision. The Company considers the fair value of receivables from group undertakings same as the transaction price as all the receivables from group undertakings are payable on demand by them.

Payables

Payables are recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The Company considers the fair value of payables to group undertakings same as the transaction price as all the payables to group undertakings are payable on demand by the Company.

2 Operating loss

	Year Ended 31 December 2019 \$	Year Ended 31 December 2018 \$
<i>Operating loss is stated after charging:</i>		
Auditor's remuneration – audit services*	861	765

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

3 Employees

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

4 Directors' remuneration

None of the Directors received any emoluments in respect of their services to the Company for the year to 31 December 2019 (2018: Nil).

The Directors of the Company are also Directors of fellow subsidiaries and receive remuneration from Actis LLP as employees for their services to the Group. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as Directors of fellow subsidiaries companies however, the Directors' services to the Company do no occupy a significant amount of their time.

The Company's contribution to pension schemes on behalf of Directors was Nil for the year ended 31 December 2019 (2018: Nil).

5 Debtors

	31 December 2019	31 December 2018
	\$	\$
Amounts due from group undertakings	1,080	1,941
	<u> </u>	<u> </u>

6 Called-up share capital

	31 December 2019 Number	31 December 2019 \$	31 December 2018 Number	31 December 2018 \$
<i>Alotted 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:

Un-paid share capital	31 December 2019 \$	31 December 2018 \$
Ordinary shares	2	2
	<u> </u>	<u> </u>

7 Ultimate parent undertaking

The Company's immediate parent undertaking is Actis International Ltd, a company incorporated in England and Wales and the ultimate parent undertaking is Savina Holdings LP, a partnership incorporated in Guernsey.

Actis LLP, a partnership incorporated in England and Wales is an intermediate holding entity, which prepares publicly available consolidated financial statements. A copy of the Report of the Members and financial statements of Actis LLP for the year ended 31 December 2019 is available at Companies House, Crown Way, Cardiff.

NOTES TO THE FINANCIAL STATEMENTS (continued)

8 Events after the end of the reporting period

The Board of Directors have not received up to the date of approval of these financial statements, any information concerning significant conditions in existence at the statement of financial position date, which have not been reflected in the financial statements as presented. COVID-19 is considered to be a non-adjusting post balance sheet event and as such no adjustments have been made to the valuation of assets and liabilities as at 31 December 2019. The most likely expected financial impact is in respect of the LLP's future priority profit share income as it is calculated based on the fair value of the partnerships' investments. For further discussion concerning the management assessment of COVID 19 impact on the Company refer to note 1.