

Limited Partnership Act 1907

LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: 4001

Name of firm or partnership: **Cinven Capital Management (TF No. 2) Limited Partnership**

Notice is hereby given that the changes specified below have occurred in this limited partnership :

a. The firm's name Nil Previous Name	New name
b. General nature of the business Nil Business previously carried on	Business now carried on
c. Principal place of business Previous place of business Nil	New place of business
d. Change in the partners or the name of a partner (see Note 1) Xavier Geismar has been assumed as a limited partner.	
e. Term of character of the partnership (see Note 2) Nil Previous term	New term
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). See (h)	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. Nil	



h. Statement of increase in capital contributions		
Name of Limited Partners	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)
Xavier Geismar	€50	€50

Signature of firms  Date: 14 December 2001

**Alan Soppitt as attorney for and on behalf of Cinven
Capital Management (TF No. 2) Limited, general
partner of the Partnership**

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

Presentor's reference: **SMM/ASH/0018/0014
333175_1**

NOTES:

- 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.
- 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.
- Any variation in the sum contributed by any limited partner must be stated at f. overleaf. 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 at h. above.
- Each change must be entered in the proper section a., b., c., d., e., f., g., or h., 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 item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

This power of attorney is made the 17th day of September 2001 by Cinven Capital Management (TF No. 2) Limited

We, Cinven Capital Management (TF No. 2) Limited, registered number SC213376 having our registered office at 50 Lothian Road, Edinburgh, EH3 9BY hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 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:-

- (a) to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known as Cinven Capital Management (TF No. 2) Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said partnership shall be allocated;
- (b) to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraph (a) above;
- (c) 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 said Partnership; and
- (d) without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

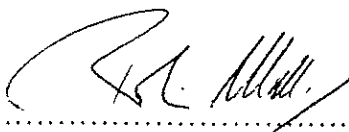
And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the bona fide exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by us as a deed at Pinners Hall, 105-108 Old Broad Street, London EC2N 1EH on the 17th day of September 2001 as follows:-

For and on behalf of Cinven Capital Management (TF No. 2) Limited

by

..... ROBIN HALL Director

..... 

and

..... KEVIN WHALE Director/Secretary

..... 

Your Ref:

Our Ref: SMM/45/ASH/A1285

Direct E-Mail: SMM@burness.co.uk

50 Lothian Road
Festival Square
Edinburgh EH3 9WJ

DX ED73 Edinburgh

Tel: 0131 473 6000

Fax: 0131 473 6006

www.burness.co.uk

Registrar of Limited Partnerships
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

14 December 2001

Dear Sir

**CINVEN CAPITAL MANAGEMENT (TF NO. 2) LIMITED PARTNERSHIP
REGISTRATION NO: 4001**

We enclose a form LP6 in relation to the above limited partnership, together with a copy of the power of attorney pursuant to which the form LP6 was signed.

We should be grateful if you would date stamp one copy of this letter in acknowledgement of receipt.

Yours faithfully

