

FILE COPY



CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP


Partnership No. 7946

I hereby certify that the firm

CDC SCOTS LP

having lodged a statement of particulars pursuant to Section 8 of the Limited Partnerships Act, 1907, is this day registered as a Limited Partnership.

Given at Companies House, Edinburgh, the 8th June 2010


pp Registrar of Limited Partnerships



Companies House
— for the record —

CHFP025

A fee is payable with this form.

7946

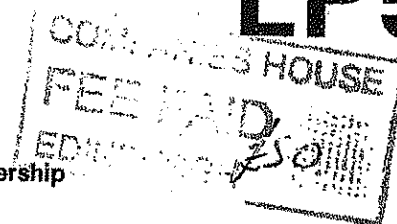
LP5

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership

(In accordance with section 8A of the Limited Partnerships Act 1907)

Name of firm ① CDC Scots LP ("the Partnership")



We the undersigned, being the partners of the above-named firm, apply for registration as a limited partnership and for that purpose supply the following details:

The general nature of the business

To carry on, in Scotland and elsewhere, the business of making investments in other limited partnerships, companies and such other entities as CDC Scots GP Limited ("the General Partner") may determine.

Address of the proposed principal place of business of the limited partnership

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

The term, if any, for which the limited partnership is to be entered into ②

The Partnership shall terminate upon the happening of any of the following events (but not otherwise):-

- (i) if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the General Partner (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor General Partner appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the General Partner); or
- (ii) If all the Limited Partners unanimously agree in writing that the Partnership should so terminate.

Please give the name and signatures of each general partner

Names		Signatures
CDC Scots GP Limited		Alan Soppitt as attorney for and on behalf of CDC Scots GP Limited <i>Alan Soppitt</i>
Please give the name, amount of capital contributed and signature of each limited partner		
Names	Amount contributed ③	Signatures
CDC Group plc	US\$1.00	Alan Soppitt as attorney for and on behalf of CDC Group Plc <i>Alan Soppitt</i>

① State the under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

② This begins with the date of registration.

③ State the amount of capital contributed by each limited partner, and whether paid in cash, or in

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

EDIN 2804826 v 1

TUESDAY



S50NZKOR

SCT 08/06/2010

COMPANIES HOUSE

658

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Burness LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Presenter's reference: OME/1/39/LGT

Date: 08.06.10

Notes

The address for companies registered in England and Wales or Wales is:

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

Or, if companies registered in Scotland:-

The Registrar of Companies
Companies House
Fourth Floor
Edinburgh Quay 2
139 Fountainbridge
Edinburgh
Scotland
EH3 9FF

This power of attorney is made the day of June 2010 by CDC Group plc.

We, CDC Group plc, registered number 03877777 having our registered office at Level 2, Cardinal Place, 80 Victoria Street, London, SW1E 5JL hereby irrevocably make, constitute and appoint each of Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness 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 agreement in the form annexed to this power of attorney, in connection with the Scottish limited partnership to be known as CDC Scots LP; and
- 2 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.

This power of attorney shall expire on the date that is one month from the date of its execution. 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 on the day of June 2010 as follows:-

For and on behalf of

CDC Group Plc

by

..... Director

..... Richard Laing

and

..... Director/Secretary

..... Mark Kenderdine-Dav

This power of attorney is made the day of June 2010 by CDC Scots GP Limited.

We, CDC Scots GP Limited, with registered number SC379812 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ hereby irrevocably make, constitute and appoint each of Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness 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 agreement in the form annexed to this power of attorney, in connection with the Scottish limited partnership to be known as CDC Scots LP; and
- 2 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.

This power of attorney shall expire on the date that is one month from the date of its execution 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 on the day of June 2010 as follows:-

For and on behalf of CDC Scots GP Limited

by

..... Director

and

..... Director/~~Secretary~~

A handwritten signature in dark ink, appearing to be 'AS', is written over the signature line for the second signatory.