

FILE COPY



CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP

Partnership No. 10207

I hereby certify that the firm

BNRI SCOTS EXECUTIVES 2012 LIMITED PARTNERSHIP

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 February 2012


Registrar of Limited Partnerships



Companies House

— for the record —

LP5

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership

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

Name of firm or partnership ① **BNRI SCOTS EXECUTIVES 2012 LIMITED PARTNERSHIP (the "Partnership")**

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

The general nature of the business

The purpose of the Partnership is to carry on in Scotland and elsewhere the business of seeking and exploiting investment opportunities and notifying the limited partner of the Partnership of the same with the principal objective of generating profit.

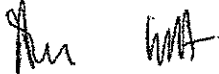
The principal place of business

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

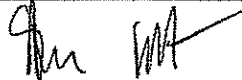
The term, if any, for which the limited partnership is to be entered into ②

The term of the Partnership shall continue for a period of fifteen years unless sooner terminated upon the written agreement of the partners or upon the bankruptcy, insolvency, dissolution or liquidation of BNRI SCOTS GP, LLP.

Please give the name and signatures of each general partner

Names	Signatures
BNRI SCOTS GP, LLP	 Signed by ALAN SOPPITT as attorney for and on behalf of BNRI SCOTS GP, LLP

Please give the name, amount contributed and signature of each limited partner

Names	Amount contributed ③	Signatures
MARTIN MILES	GBP 1.00	 Signed by ALAN SOPPITT as attorney for and on behalf of MARTIN MILES

① This must include the appropriate name ending.

② This begins with the date of registration.



② State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

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

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: FRE/10/47/SFZ

Date: 8 February 2012

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 9th day of February 2012 by BNRI SCOTS GP, LLP.

We, BNRI SCOTS GP, LLP, registered number SO303780 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark 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 and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as BNRI SCOTS EXECUTIVES 2012 LIMITED PARTNERSHIP;
- 2 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 1 above;
- 3 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
- 4 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 one year from the date hereof. 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 5 North Colonnade, London on the 9th day of February 2012 as follows:-

for and on behalf of BNRI SCOTS GP, LLP

MARTIN MILES Member

H. Miles

In the presence of this witness

Roslyn Palmer

Roslyn Palmer Full Name

5 The North Colonnade Address

London E14 4BB

This power of attorney is made the 8th day of February 2012 by MARTIN MILES

I, MARTIN MILES, of 5 North Colonnade, Canary Wharf E14 4BB hereby irrevocably make, constitute and appoint each of, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:-

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as **BNRI SCOTS EXECUTIVE 2012 LIMITED PARTNERSHIP**;
- 2 to execute any replacement partnership agreement and any documents that are required to be executed by me, in connection with any changes made to any of the documents referred to in paragraph 1 above;
- 3 to execute or sign any election under section 431 Income Tax (Earnings and Pensions) Act 2003 and/or any other tax election in respect of my interest or any part thereof in the said Partnership;
- 4 to execute any deed of assignment or assignation or any other instrument of transfer in respect of my interest or any part thereof in the said Partnership; and
- 5 without prejudice to the generality of the foregoing to execute in my 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 one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my 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 me as a deed at 5 North Colonnade on the 8th day of February 2012 as follows:-
London

M. Miles

In the presence of this witness

Roslyn Palmer

Roslyn Palmer

Full Name

5 The North Colonnade

Address

London E14 4BB

