



FILE COPY

**CERTIFICATE OF REGISTRATION
OF A
LIMITED PARTNERSHIP**

Limited Partnership No. SL12246

The Registrar of Companies for Scotland hereby certifies that:

**EXPONENT HAVANA CO-INVESTMENT FOUNDER
PARTNER, LP**

is this day registered under the 1907 Limited Partnerships Act as a
Limited Partnership.

Given at Companies House on **25th January 2013**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

561759/100.



A fee is payable with this form.

LP5

12246

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 Exponent Havana Co-Investment Founder Partner, LP (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 participating in other limited partnerships and making investments.

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 Partnership shall terminate on the happening of an of the following events (but not otherwise): -

(a) 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 whole 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

(b) 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
Exponent Private Equity Founder Partner GP II Limited	See Paper Apart

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

Names	Amount contributed ③	Signatures
Craig Vickery	£1.00	See Paper Apart

① This must include the appropriate name ending.

② This begins with the date of registration.

③ 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 Paull & Williamson LLP

Presenter's reference: DEB/0010/0078/AXC

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Date:

25 January 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:-

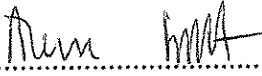
The Registrar of Companies
Companies House
Fourth Floor
Edinburgh Quay 2
139 Fountainbridge
Edinburgh
Scotland
EH3 9FF

**EXPONENT HAVANA CO-INVESTMENT FOUNDER PARTNER, LP
FORM LP5**

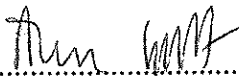
PAPER APART

Signatures of all the Partners

Alan Soppitt
As attorney for and on behalf of
Exponent Private Equity Founder Partner
GP II Limited

.....

Alan Soppitt
As attorney for and on behalf of
Craig Vickery

.....

This power of attorney is made the ~~18th~~ day of January 2013 by Exponent Private Equity Founder Partner GP II Limited.

We, Exponent Private Equity Founder GP II Limited, registered number SC326446 having our registered office at 1 Rutland Court, Edinburgh EH3 8EY 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 Paull & Williamsons 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 Exponent Havana Co-Investment Founder Partner, LP (the "**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 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 ~~12th March 2013~~ *12th March 2013*, *London* on the ~~12th~~ day of January 2013 as follows:-

For and on behalf of Exponent Private Equity Founder Partner GP II Limited acting by its director Exponent Private Equity (Holdings) LLP

[Signature]
..... Designated Member
(Signature)

HUGH RICHARDS
(Print Full Name)

In the presence of this witness

[Signature]
..... Signature
Shannon Reardon Name
112 George Park Rd Address
London

This power of attorney is made the ~~15th~~ day of January 2013 by Craig Vickery.

I, Craig Vickery, of 11 Alwyne Square, London N1 2JX 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 Paull & Williamsons 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 Exponent Havana Co-Investment Founder Partner, LP (the "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 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 12 Kensington St, London on the 18th day of January 2013 as follows:-

Craig Vickery

In the presence of this witness

[Signature]

Shannon Reardon Full Name

EA Occupation

112 Priory Park Rd Address

London