



FILE COPY

**CERTIFICATE OF REGISTRATION
OF A
LIMITED PARTNERSHIP**

Limited Partnership No. SL15361

The Registrar of Companies for Scotland hereby certifies that:

HERMES GPE PEC II LP

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

Given at Companies House on **21st January 2014**.



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

CL15361

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 **Hermes GPE PEC II 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

In Scotland and elsewhere to make, hold, monitor and realise investments being principally unquoted equity and equity-related investments in management buy-outs, management buy-ins and other private equity transactions either directly or indirectly through collective investment vehicles and to hold, manage and monitor, receive distributions from and, if appropriate, realise the investments with the principal objective of creating capital gain but also receiving distributions of an income nature, in each case generated by the collective investment vehicles.

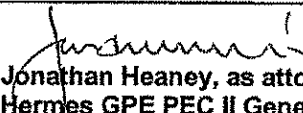
The principal place of business

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 determine not later than 10 years from 20 January 2014 or, if earlier, immediately upon the liquidation or insolvency of any partner of the Partnership.

Please give the name and signatures of each general partner

Names	Signatures
Hermes GPE PEC II General Partner LP	 Jonathan Heaney, as attorney for and on behalf of Hermes GPE PEC II General Partner LP

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

Names	Amount contributed ③	Signatures
Hermes GPE Founder Partner Ltd	USD \$100	 Jonathan Heaney, as attorney for and on behalf of Hermes GPE Founder Partner Ltd

- 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 c

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

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



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

Presenter's reference: ASH/2018/00163/DMD

Date: 21 January 2013

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 20th day of JANUARY 201⁴ by Hermes GPE PEC II General Partner LP.

We, Hermes GPE PEC II General Partner LP, registered number SL14583 having our principal place of business at Lloyds Chambers, 1 Portsoken Street, London E18HZ 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 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:

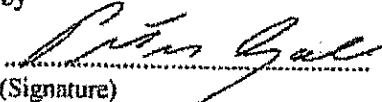
- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as Hermes GPE PEC II LP (the "Partnership");
- 2 to execute any replacement partnership agreement and any documents that are 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 London E18HZ on the 20th day of JANUARY 201⁴ as follows:

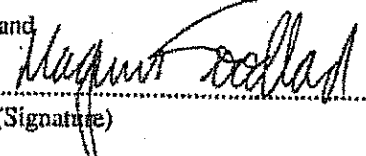
For and on behalf of Hermes GPE Founder Partner 2 Limited,
general partner of and executing for and on behalf of Hermes GPE PEC II General Partner LP

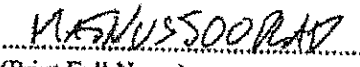
by

 Director
(Signature)


(Print Full Name)

and

 Director/Secretary
(Signature)


(Print Full Name)

This power of attorney is made the 22nd day of October 2013 by Hermes GPE Founder Partner Limited.

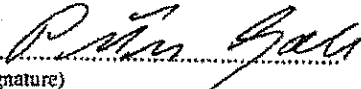
We, Hermes GPE Founder Partner Limited, registered number 7506653 having our registered office at Lloyds Chambers, 1 Portsoken Street, London E18HZ hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark all of Burness Paull 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 partnerships known or to be known as Hermes GPE PEC II General Partner LP and Hermes GPE PEC II LP (the "Partnerships");
- 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 Partnerships; 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.

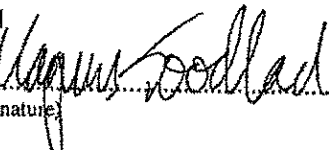
This power of attorney shall expire one year from the date hereof. And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by 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 London E18HZ on the 22nd day of October 2013 as follows:

For and on behalf of Hermes GPE Founder Partner Limited

by  Director
(Signature)

PETER SALE
(Print Full Name)

and  Director/Secretary
(Signature)

MARK JULIAN ELLIS
(Print Full Name)