

SCT *S6KJFUCW* #423
COMPANIES HOUSE

A fee is payable with this form.

SL 82526

LP5(s)

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership in Scotland

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

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact secureforms@companieshouse.gov.uk to obtain the correct form

COMPANIES HOUSE

04 DEC 2017

EDINBURGH FRONT DESK

Name of firm ^① Actis Energy 4 Co-Investment (Echo) (2) LP (the "Partnership")

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/or making investments.

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

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 of the Partnership (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 of the Partnership appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the outgoing general partner of the Partnership); or

(ii) if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.

LP5(s)

Application for registration of a limited partnership in Scotland

People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us:
secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

A

Statement of initial significant control ^①

- ☒ On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

① Statement of initial significant control

If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

B

Statement of no PSC

(Please tick the statement below if appropriate)

- ☐ There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

LP5(s)

Application for registration of a limited partnership in Scotland

Individual PSC**Statement about individual PSC particulars**

Please tick the box to confirm

- ☐ The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

C1 Individual's details	
Title	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	<div> <div>X</div> <div>X</div> <div>m</div> <div>m</div> <div>y</div> <div>y</div> <div>y</div> <div>y</div> </div>
<div> <div>① Country/State of residence</div> <div>This is in respect of the usual residential address as stated in section C4.</div> </div> <div> <div>② Month and year of birth</div> <div>Please provide month and year only. Provide full date of birth in section C3.</div> </div>	
C2 Individual's service address ③	
Please show the individual's service address below. You must also complete the usual residential address in Section C4.	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	
<div> <div>③ Service address</div> <div>This is the address that will appear on the public record. This does not have to be the individual's usual residential address.</div> <div>If you provide the individual's residential address here it will appear on the public record.</div> </div>	

LP5(s)

Application for registration of a limited partnership in Scotland

C5

Nature of control for an individual¹

Please indicate the individual's nature of control over the LP.

Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove management

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

1 Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

LP5(s)

Application for registration of a limited partnership in Scotland

C6

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

C7

Nature of control by a trust over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

Relevant legal entity (RLE)

D1	RLE details ^①	
Corporate or firm name	Actis Advice Procurement Limited	① Registered or principal office address This address will appear on the public record.
Building name/number	2	
Street	More London Riverside	
Post town	London	
County/Region	England and Wales	
Postcode	S E 1 2 J T	
Country	England and Wales	
D2	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	Private Limited Company	② Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Governing law	English Law	
If applicable, register in which RLE is entered ^②	Register of Companies, England and Wales	
Country/State ^②	England and Wales	
Registration number ^②	08557713	

LP5(s)

Application for registration of a limited partnership in Scotland

D3

Nature of control for an RLE ^①

Please indicate the RLE's nature of control over the LP.

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☒ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove management

- ☐ The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

D4

Nature of control by a firm over which the RLE has significant control ^②

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

② Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

D5

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

^① Tick each that apply

LP5(s) - Continuation page

Relevant legal entity (RLE)

D1	RLE details ①	
Corporate or firm name	Actis Umbrella GP Limited	① Registered or principal office address This address will appear on the public record.
Building name/number	50	
Street	Lothian Road, Festival Square	
Post town	Edinburgh	
County/Region	Scotland	
Postcode	E H 3 9 W J	
Country	Scotland	
D2	Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	Private Limited Company	② Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.
Governing law	Scots Law	
If applicable, register in which RLE is entered ②	Registrar of Companies, Scotland	
Country/State ②	Scotland	
Registration number ②	SC290590	

LP5(s) - Continuation page

D3

Nature of control for an RLE ^①

Please indicate the RLE's nature of control over the LP.

Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove management

- ☐ The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- ☒ The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

① Tick each that apply

D4

Nature of control by a firm over which the RLE has significant control ^②

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

② Tick each that apply

D5

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

① Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

Other registrable person (ORP)

E1	Person details	
	An 'other registrable person' is: <ul style="list-style-type: none">• a corporation sole• a government or government department of a country or territory or a part of a country or territory• an international organisation whose members include two or more countries or territories (or their governments)• a local authority or local government body in the UK or elsewhere	
Name of ORP	<div></div> <div></div>	

E2	Principal office address ①	
Building name/number	<div></div>	① Principal office address This address will appear on the public record.
Street	<div></div> <div></div>	
Post town	<div></div>	
County/Region	<div></div>	
Postcode	<div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div> <div></div>	
Country	<div></div>	

E3	Legal form and governing law	
Legal form	<div></div> <div></div>	
Governing law	<div></div>	

LP5(s)

Application for registration of a limited partnership in Scotland

E4

Nature of control for an ORP ^①

Please indicate the ORP's nature of control over the LP.

Share of assets

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove management

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply

E5

Nature of control by a firm over which the ORP has significant control ^②

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

② Tick each that apply

LP5(s)

Application for registration of a limited partnership in Scotland

E6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

^① Tick each that apply


LP5(s)

Application for registration of a limited partnership in Scotland


F

Names and signatures

Please give the name and signature of each general partner

Name	Signature
Actis Umbrella GP Limited	 Signed by Andrew Christie as attorney for and on behalf of Actis Umbrella GP Limited

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

Name	Amount contributed ³	Signature
Actis Advice Procurement Limited	USD 1.00	 Signed by Andrew Christie as attorney for and on behalf of Actis Advice Procurement Limited

LP5(s)

Application for registration of a limited partnership in Scotland

- ① State the name 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 contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use forms LP7(s)).

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

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

Presented by:

**Burness Paull LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ**

ED73 Edinburgh

Presenters reference:

Presenter's Reference: ACT/2016/79

Date: 4 December 2017



FILE COPY

**CERTIFICATE OF REGISTRATION
OF A
LIMITED PARTNERSHIP**

Limited Partnership Number **SL32526**

The Registrar of Companies for Scotland hereby certifies that:

ACTIS ENERGY 4 CO-INVESTMENT (ECHO) (2) LP

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

Given at Companies House on **4th December 2017**.



Companies House



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