

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**


Partnership No. 5354

I hereby certify that the firm

ACTIS CENTRAL MANAGEMENT POOL 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 21st October 2004


la Registrar of Limited Partnerships



C O M P A N I E S H O U S E

SL5354

Limited Partnership Act 1907

COMPANIES HOUSE
FEE PAID £80
EDINBURGH

LP5

Application for Registration of a Limited Partnership and Statement of particulars and of the amounts contributed (in cash or otherwise) by the Limited Partners.

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership: **ACTIS CENTRAL MANAGEMENT POOL 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 To carry on in Scotland and elsewhere the business of seeking and exploiting general commercial 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 partnership is entered into n/a |
| If no definite term, the conditions of existence of the partnership The Partnership shall continue indefinitely from 21 October 2004 unless sooner terminated in accordance with the provisions of the agreement establishing the Partnership | |
| Date of commencement 21 October 2004 | |
| The partnership is limited and the full name and address of each of the partners are as follows: | |
| General Partners Actis Executive GP Limited 50 Lothian Road Festival Square, Edinburgh EH3 9WJ | |
| Limited partners Paul William Owers The Bramblings The Green Horsted Keynes West Sussex RH17 7AW | Amounts Contributed (1) |
| | £1 |
| | £1 |
| TOTAL £1 | |
| Signature of all the partners Peter Alexander Lawson <i>P. Lawson</i> as attorney for and on behalf of Actis Executive GP Limited Peter Alexander Lawson <i>P. Lawson</i> as attorney for and on behalf of Paul William Owers Presented by: Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ | |
| Date 21 October 2004 Presenter's reference: JXD/CLI/13/78 (783145) | |
| Notes (i) State amount contributed by each limited partner, and whether paid in cash, or otherwise. | |



POWER OF ATTORNEY

This power of attorney is made by Paul William Owers.

I, Paul William Owers, of The Bramblings, The Green, Horsted Keynes, West Sussex RH17 7AW hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Sopplitt and Peter Alexander Lawson all of Burness, 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: -

- (a) to execute the partnership agreements and any other documents that are required to be executed by me, in connection with the Scottish limited partnerships to be known as Actis House Pool LP and Actis Central Management Pool LP (which shall include for the avoidance of doubt any partnership interests agreements dealing with how the income and capital accruing to the said partnerships shall be allocated);
- (b) to execute any replacement partnership agreements 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 (a) above;
- (c) 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 Partnerships; and
- (d) 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 2 More London Riverside, London SE1 2JT on the 8th day of October 2004 as follows:-

Signature P. W. Owers

In the presence of this witness:

Signature of witness Patricia Latib

Full Name of witness PATRICIA LATIB

Occupation of witness Company Secretary

Address of witness 2 More London Riverside
London SE1 2JT

POWER OF ATTORNEY

This power of attorney is made by Actis Executive GP Limited.

We, Actis Executive GP Limited, registered number SC268230 having our registered office at 50 Lothian Road, Festival Road, Festival Square, Edinburgh EH3 9WJ, Scotland hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 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; -

- (a) to execute the partnership agreements and any other documents that are required to be executed by us, in connection with the Scottish limited partnerships to be known as Actis House Pool LP and Actis Central Management Pool LP (which shall include for the avoidance of doubt any partnership interests agreements dealing with how the income and capital accruing to the said partnerships shall be allocated);
- (b) to execute any replacement partnership agreements 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 (a) above;
- (c) 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 Partnerships; and
- (d) 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 2 More London Riverside, London SE1 2JT on the 8th day of October 2004 as follows: -

For and on behalf of
ACTIS EXECUTIVE GP LIMITED

by

ACTIS CAPITAL LLP

as sole director

Signature of member..... 

Name of member..... PAUL OWERS

In the presence of this witness:

Signature of witness 

Full Name of witness ... PATRICIA LAMY

Occupation of witness ... Company Secretary

Address of witness ... 2 More London Riverside
London SE1 2JT

Limited Partnership Act 1907



LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: SL5354

Name of firm or partnership: ACTIS CENTRAL MANAGEMENT POOL LP ("THE PARTNERSHIP")

Notice is hereby given that the changes specified below have occurred in this limited partnership :

| | |
|---|---|
| a. The firm's name Previous Name NIL | New name NIL |
| b. General nature of the business Business previously carried on To carry on in Scotland and elsewhere the business of seeking and exploiting general commercial opportunities and notifying the limited partner of the Partnership of the same with the principal objective of generating profit. | Business now carried on To carry on in Scotland and elsewhere the business of investing and monitoring its investment in other limited partnership and collective investment undertakings which invest primarily in private equity transactions with a view to producing profits for distribution in accordance with the agreement constituting the Partnership. |
| c. Principal place of business Previous place of business NIL | New place of business NIL |
| d. Change in the partners or the name of a partner (see Note 1) On 30 November 2004 Alistair Angus Mackintosh, Daniel Paul Fletcher, Jonathan Roderick Alan Bond, Gillian Mary Arthur, Anthony Patrick Halligan, Jonathan Bliss, Paul William Owers, Jonathan Mark Pay, Adam Philip St. John Quarry, Stephen Keith West, Karen Brade, Alice Chapple, Mark Edward Goldsmith, Michael Robin Anderson Miller, Christopher Richard Brain, Brendan Fahy, Alasdair Maclay, Angela Roshier and Andrew William Michael Reicher became limited partners in the Partnership. | |
| e. Term of character of the partnership (see Note 2) Previous term The Partnership shall continue indefinitely from 21 October 2004 unless sooner terminated in | New term Subject to Clause 18 of the agreement constituting the Partnership, the Partnership shall terminate 90 days after |

| | |
|--|--|
| accordance with the provisions of the agreement establishing the Partnership | such time as Actis Executive Limited Partnership has terminated. |
| <p>f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).</p> <p>See (h) overleaf</p> | |
| <p>g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.</p> <p>NIL</p> | |

h. Statement of increase in capital contributions

| Name of Limited Partners | Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (£) | Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (£) |
|--------------------------------|---|---|
| Alistair Angus Mackintosh | 56.20 | 56.20 |
| Daniel Paul Fletcher | 93.70 | 93.70 |
| Jonathan Roderick Alan Bond | 46.80 | 46.80 |
| Gillian Mary Arthur | 28.10 | 28.10 |
| Anthony Patrick Halligan | 28.10 | 28.10 |
| Jonathan Bliss | 28.10 | 28.10 |
| Paul William Owers | 18.70 | 18.70 |
| Jonathan Mark Pay | 37.50 | 37.50 |
| Adam Philip St. John Quarry | 18.70 | 18.70 |
| Stephen Keith West | 37.50 | 37.50 |
| Karen Brade | 14.10 | 14.10 |
| Alice Chapple | 14.10 | 14.10 |
| Mark Edward Goldsmith | 14.10 | 14.10 |
| Michael Robin Anderson Miller | 14.10 | 14.10 |
| Christopher Richard Brain | 14.10 | 14.10 |
| Brendan Patrick Fahy | 14.10 | 14.10 |
| Alasdair Maclay | 14.10 | 14.10 |
| Angela Roshier | 14.10 | 14.10 |
| Andrew William Michael Reicher | 46.80 | 46.80 |

Signed by Alan Henry Soppitt as attorney for and on behalf of Actis Executive GP Limited, general partner of the Partnership Alan Soppitt

Date: 6 December 2004

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

Presentor's reference: JXD/CLI/13/78 (810401)

DX ED 73 Edinburgh

NOTES:

- Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.

3. Any variation in the sum contributed by any limited partner must be stated at f. overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
4. Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

POWER OF ATTORNEY

This power of attorney is made by Actis Executive GP Limited.

We, Actis Executive GP Limited, registered number SC268230 having our registered office at 50 Lothian Road, Festival Road, Festival Square, Edinburgh EH3 9WJ, Scotland hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 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: -

- (a) to execute the partnership agreements and any other documents that are required to be executed by us, in connection with the Scottish limited partnerships to be known as Actis House Pool LP and Actis Central Management Pool LP (which shall include for the avoidance of doubt any partnership interests agreements dealing with how the income and capital accruing to the said partnerships shall be allocated);
- (b) to execute any replacement partnership agreements 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 (a) above;
- (c) 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 Partnerships; and
- (d) 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 2 More London Riverside, London SE1 2JT on the 8th day of October 2004 as follows: -

For and on behalf of
ACTIS EXECUTIVE GP LIMITED

by


ACTIS CAPITAL LLP

as sole director

Signature of member..... 

Name of member..... PAUL OWERS

In the presence of this witness:

Signature of witness 

Full Name of witness PATRICIA LAMB

Occupation of witness Company Secretary

Address of witness 2 More London Riverside
London SE1 2JT

Limited Partnership Act 1907



LP6

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: SL5354

Name of firm or partnership: ACTIS CENTRAL MANAGEMENT POOL LP ("THE PARTNERSHIP")

Notice is hereby given that the changes specified below have occurred in this limited partnership :

| | |
|---|---|
| a. The firm's name Previous Name NIL | New name NIL |
| b. General nature of the business Business previously carried on To carry on in Scotland and elsewhere the business of seeking and exploiting general commercial opportunities and notifying the limited partner of the Partnership of the same with the principal objective of generating profit. | Business now carried on To carry on in Scotland and elsewhere the business of investing and monitoring its investment in other limited partnership and collective investment undertakings which invest primarily in private equity transactions with a view to producing profits for distribution in accordance with the agreement constituting the Partnership. |
| c. Principal place of business Previous place of business NIL | New place of business NIL |
| d. Change in the partners or the name of a partner (see Note 1) On 30 November 2004 Alistair Angus Mackintosh, Daniel Paul Fletcher, Jonathan Roderick Alan Bond, Gillian Mary Arthur, Anthony Patrick Halligan, Jonathan Bliss, Jonathan Mark Pay, Adam Philip St. John Quarry, Stephen Keith West, Karen Brade, Alice Chapple, Mark Edward Goldsmith, Michael Robin Anderson Miller, Christopher Richard Brain, Brendan Fahy, Alasdair MacLay, Angela Roshier and Andrew William Michael Reicher became limited partners in the Partnership. | |
| e. Term of character of the partnership (see Note 2) Previous term The Partnership shall continue indefinitely from 21 October 2004 unless sooner terminated in | New term Subject to Clause 18 of the agreement constituting the Partnership, the Partnership shall terminate 90 days after |

| | |
|--|--|
| accordance with the provisions of the agreement establishing the Partnership | such time as Actis Executive Limited Partnership has terminated. |
| <p>f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).</p> <p>See (h) overleaf</p> | |
| <p>g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.</p> <p>NIL</p> | |

| h. Statement of increase in capital contributions | | |
|---|---|---|
| Name of Limited Partners | Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (£) | Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (£) |
| Alistair Angus Mackintosh | 56.20 | 56.20 |
| Daniel Paul Fletcher | 93.70 | 93.70 |
| Jonathan Roderick Alan Bond | 46.80 | 46.80 |
| Gillian Mary Arthur | 28.10 | 28.10 |
| Anthony Patrick Halligan | 28.10 | 28.10 |
| Jonathan Bliss | 28.10 | 28.10 |
| Paul William Owers | 18.70 | 19.70 |
| Jonathan Mark Pay | 37.50 | 37.50 |
| Adam Philip St. John Quarry | 18.70 | 18.70 |
| Stephen Keith West | 37.50 | 37.50 |
| Karen Brade | 14.10 | 14.10 |
| Alice Chapple | 14.10 | 14.10 |
| Mark Edward Goldsmith | 14.10 | 14.10 |
| Michael Robin Anderson Miller | 14.10 | 14.10 |
| Christopher Richard Brain | 14.10 | 14.10 |
| Brendan Patrick Fahy | 14.10 | 14.10 |
| Alasdair MacLay | 14.10 | 14.10 |
| Angela Roshier | 14.10 | 14.10 |
| Andrew William Michael Reicher | 46.80 | 46.80 |

Signed by Alan Henry Soppitt as attorney for and on behalf of Actis Executive GP Limited, general partner of the Partnership

Date: 11 February 2005

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

Presentor's reference: JXD/CLI/13/78 (810401)

DX ED 73 Edinburgh

NOTES:

- Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.

3. Any variation in the sum contributed by any limited partner must be stated at f. overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
4. Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

POWER OF ATTORNEY

This power of attorney is made by Actis Executive GP Limited.

We, Actis Executive GP Limited, registered number SC268230 having our registered office at 50 Lothian Road, Festival Road, Festival Square, Edinburgh EH3 9WJ, Scotland hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt and Peter Alexander Lawson all of Burness, 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: -

- (a) to execute the partnership agreements and any other documents that are required to be executed by us, in connection with the Scottish limited partnerships to be known as Actis House Pool LP and Actis Central Management Pool LP (which shall include for the avoidance of doubt any partnership interests agreements dealing with how the income and capital accruing to the said partnerships shall be allocated);
- (b) to execute any replacement partnership agreements 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 (a) above;
- (c) 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 Partnerships; and
- (d) 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 2 More London Riverside, London SE1 2JT on the 8th day of October 2004 as follows: -

For and on behalf of
ACTIS EXECUTIVE GP LIMITED

by

ACTIS CAPITAL LLP

as sole director

Signature of member..... *Paul Owers*

Name of member..... *PAUL OWERS*

In the presence of this witness:

Signature of witness *Patricia Lamb*

Full Name of witness ... *PATRICIA LAMB*

Occupation of witness ... *Company Secretary*

Address of witness ... *2 More London Riverside
London SE1 2JT*

Limited Partnership Act 1907

LP6

CHFP025

Statement specifying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907 and section 47 of the Finance Act 1973)

Registration No.: SL5354

Name of firm or partnership: ACTIS CENTRAL MANGEMENT POOL LP

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

| | | |
|----|--|------------------------------------|
| a. | The firm's name Previous Name Nil | New name Nil |
| b | General nature of the business Business previously carried on Nil | Business now carried on Nil |
| c | Principal place of business Previous place of business Nil | New place of business Nil |
| d | Change in the partners or the name of a partner (see Note 1) On 17 February 2006 Catherine Hogan, Mark Duthie, Dean Collins and Kirsty Joly were all admitted as limited partners to the partnership. | |
| e | Term of character of the partnership (see Note 2) Previous term Nil | New term Nil |
| f | Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). Please see (h) overleaf. | |
| g | Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. Nil | |



| h Statement of increase in capital contributions | | |
|--|---|---|
| Name of Limited Partners | Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) | Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) |
| Catherine Hogan | £2.59 | £2.59 |
| Mark Duthie | £2.59 | £2.59 |
| Dean Collins | £3.94 | £3.94 |
| Kirsty Joly | £2.46 | £2.46 |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Signature of firms Alan Soppitt Alan Soppitt
Alan Soppitt for and on behalf of Actis Executive GP
Limited as General Partner of Actis Central
Management Pool LP

Date: 17 February 2006

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

Presentor's reference: JZP/CLI/13/78

DX ED 73 Edinburgh

NOTES:

- 1 Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- 2 If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- 3 Any variation in the sum contributed by any limited partner must be stated at f. overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- 4 Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- 5 The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

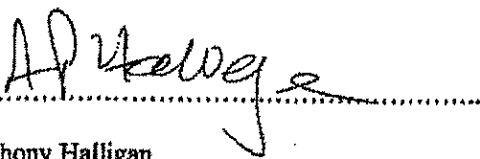
This power of attorney is made the 13 day of February 2006 by Actis Executive GP Limited.

We, Actis Executive GP Limited, registered number SC268230 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson 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 partnerships known as Actis House Pool LP and Actis Central Management Pool LP (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said partnership shall be allocated);
- 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 London on the 13 day of February 2006 as follows:-


.....


Anthony Halligan

in his capacity as Member of ACTIS CAPITAL LLP

in its capacity as director of ACTIS EXECUTIVE GP LIMITED

In the presence of this witness:-

Signature of witness


.....

Full name of witness

CATHERINE MATTHEWS

Address of witness

18 BECKET WOOD NEWDIATE
SURREY RH5 5AQ

Limited Partnerships Act 1907

CHFP025

LP6

Statement specifying the nature of a change in the limited partnership and statement of increase in the amount contributed (in cash or otherwise) by limited partners.

(Pursuant to section 9 of the Limited Partnerships Act 1907)

Registration No.: SL5354

Name of firm: Actis Central Management Pool LP (the "Partnership")

The changes specified below have been made or occurred in this limited partnership:

(Please see notes overleaf)

| | | |
|----|---|------------------------------------|
| a. | The firm's name Previous Name NIL | New name NIL |
| b. | General nature of the business Business previously carried on NIL | Business now carried on NIL |
| c. | Principal place of business Previous place of business NIL | New place of business NIL |
| d. | Change in the partners or the name of a partner Adiba Ighodaro and David Morley (together, the "New Limited Partners") have been admitted as limited partners of the Partnership. | |
| e. | Term of character of the partnership (see Note 2) Previous term NIL | New term NIL |
| f. | Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h)). The New Limited Partners have each made the capital contribution as detailed at (h) overleaf. | |
| g. | Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. | |

THURSDAY



SDDHFEPH
SCT 05/11/2009
COMPANIES HOUSE

742

| NIL | | |
|---|---|---|
| h. Statement of increase in capital contributions | | |
| Names of limited partners | Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) | Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) |
| Adiba Ighodaro | £3.22 | £3.22 |
| David Morley | £12.60 | £12.60 |

Signed by **Peter Lawson** as attorney for and on behalf of **Actis Executive GP Limited**, general partner of the Partnership.



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

Presenter's reference: **ACT/16/4/RMC**

Date: **5 November 2009**

ED 73 Edinburgh

NOTES:

- 1 Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.
- 2 If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- 3 Any variation in the sum contributed by any limited partner must be stated at f. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated at h. above.
- 4 Each change must be entered in the proper section a., b., c., d., e., f., g., or h., as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections.
- 5 The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

This power of attorney is made the 3rd day of November 2009 by Actis Executive GP Limited.


We, Actis Executive GP Limited, registered number SC268230 having our registered office at 50 Lothian Road, Edinburgh, Midlothian, 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 and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known as Actis Central Management Pool LP;
- 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 ^{London} on the 3rd day of November 2009 as follows:-

For and on behalf of Actis Executive GP Limited
by

 Director

PAUL OWERS

In the presence of this witness



CATHERINE MATTHEWS Full Name

18 BECKET WOOD Address

NEWGATE SURREY