

FILE COPY



## **CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP**

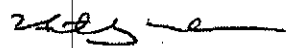
**Partnership No. 7920**

I hereby certify that the firm

**17 CAPITAL CO-INVEST LP**

having lodged a statement of particulars pursuant to section 8 of the Limited Partnership Act 1907, is this day registered as a limited partnership

Given at Companies House, Edinburgh, the 25 May 2010.

  
PP Registrar of Limited Partnerships



**Companies House**  
— for the record —

CHFP025

A fee is payable with this form.

7920

LP5

COMPANIES HOUSE

FEE PAID £50

EDINBURGH

## LIMITED PARTNERSHIPS ACT 1907

## Application for Registration of a Limited Partnership

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

Name of firm ① **17 Capital Co-Invest LP (the "Partnership")**

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

The general nature of the business

To carry on in Scotland and elsewhere the business of making investments.

Address of the proposed principal place of business of the limited partnership

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

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

TUESDAY



\*S5CPTKAL\*

SCT

25/05/2010

616

COMPANIES HOUSE

The Partnership shall terminate upon the happening of any 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 while 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
17 Capital (GP) Limited	 Alan Soppitt, as attorney for and on behalf of 17 Capital (GP) Limited

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

Names	Amount contributed ③	Signatures
17 Capital Founder Partner LP	€1	 Alan Soppitt, as attorney for and on behalf of 17 Capital Founder Partner LLP

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 of capital contributed by each limited partner, and whether paid in cash, or in what form 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: MAC/163/174/JZM**

**Date:**

**25 May 2010**

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**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 20 day of May 2010 by 17 Capital Founder Partner LP.

We, 17 Capital Founder Partner LP, registered number SL6636 having our principal place of business at 50 Lothian Road, Edinburgh, 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 partnerships known as 17 Capital Fund LP and 17 Capital Co-Invest 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 20 day of May 2010 as follows:-

For and on behalf of 17 Capital Founder Partner (GP) Limited,  
general partner of and executing for and on behalf of 17 Capital Founder Partner LP

by

Pierre-Antoine de Salency Director

and

Augustin Duhamel Director/Secretary

P. A. de Salency  
Augustin Duhamel

This power of attorney is made the 20 day of May 2010 by 17 Capital (GP) Limited (in the process of changing its name to 17 Capital (Services) Limited).

We, 17 Capital (GP) Limited (in the process of changing our name to 17 Capital (Services) Limited), registered number SC344474 having our registered office at 50 Lothian Road, Edinburgh, 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 agreements and any other documents that are required to be executed by us, in connection with the Scottish limited partnerships known as 17 Capital Fund LP and 17 Capital Co-Invest 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 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 on the 20 day of May 2010 as follows:-

For and on behalf of

17 Capital (GP) Limited (in the process of changing its name to 17 Capital (Services) Limited)

by

Pierre-Ambroise de Sclancy Director

and

Augustin Khameul Director/Secretary

P. A. de Sclancy  
Augustin Khameul

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