



**FILE COPY**

**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP**

Limited Partnership No. SL13335

The Registrar of Companies for Scotland hereby certifies that:

**ACCESS CAPITAL FUND VI GROWTH BUY-OUT  
EUROPE LP**

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

Given at Companies House on **7th June 2013**.



**Companies House**



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

CHFP025

FRIDAY



SCT \*S29ZZ7QP\* #375  
07/06/2013  
COMPANIES HOUSE

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13335

SL  
**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 ❶ **Access Capital Fund VI Growth Buy-out Europe 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 ❷

**The Partnership shall terminate upon the happening of any of the following events (but not otherwise):-**

**1. 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 or any reconstruction or reorganisation while solvent and where the successor general partner of the Partnership appointed subsequent to such reconstruction or reorganisation has accrued the rights and obligations of the general partner of the Partnership); or**

**2. if all the limited partners of the Partnership unanimously agree in writing that the Partnership should so terminate.**

Please give the name and signatures of each general partner

Names	Signatures
<b>Access Capital (Scottish) GP Limited</b>	 <b>Alan Soppitt as attorney for and on behalf of Access Capital (Scottish) GP Limited</b>

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

Names	Amount contributed ❸	Signatures
<b>Access Capital Partners Group SA</b>	<b>EUR 1.00</b>	 <b>Alan Soppitt as attorney for and on behalf of Access Capital Partners Group SA.</b>

❶ This must include the appropriate name ending.

❷ This begins with the date of registration.

⑤ 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 & Williamsons LLP  
50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ

**Presenter's reference: ACC/17/JAXD**

**Date: 7 June 2013**

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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 6th day of June 2013 by Access Capital (Scottish) GP Limited.

We, Access Capital (Scottish) GP Limited, registered number SC358909 having our registered office at 50 Lothian Road, Festival Square, Edinburgh EH3 9WJ hereby irrevocably make, constitute and appoint each of Alan Henry Soppiitt, 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 Access Capital Fund VI Growth Buy-out Europe 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 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 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL on the 6th day of June 2013 as follows:

For and on behalf of Access Capital (Scottish) GP Limited

  
..... Director  
Karen Haith

In the presence of this witness

  
..... Signature  
Herdi Mauger..... Name

1 Royal Plaza, Royal Avenue,..... Address  
St Peter Port, Guernsey, GY1 2HL

This power of attorney is made the 6 day of June 2013 by Access Capital Partners Group SA.

We, Access Capital Partners Group SA, registered number 00889 320 744 having our registered office at IT Tower, Avenue Louise 480, 1050 Brussels, Belgium 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 Paul & 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 Access Capital Fund VI Growth Buy-out Europe 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 in Belgium on the 6th day of June 2013 as follows:

For and on behalf of Access Capital Partners Group SA.

..... Director  
(Signature)

DOMINIQUE PENIVON  
.....  
(Print Full Name)

In the presence of this witness

..... Signature

D.A. K. E. H. F. .... Name

30 Avenue du Derby Address

B-1252 Bruxelles



