

SouFun Holdings Ltd
Form SC 13D/A
September 19, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)**

SOUFUN HOLDINGS LIMITED

(Name of Issuer)

Class A Ordinary Shares, par value HK\$1.00 per share

(Title of Class of Securities)

836034108**

(CUSIP Number)

Douglas Markel

Simpson Thacher & Bartlett LLP

3919 China World Tower

No. 1 Jianguomenwai Avenue

Beijing 100004, China

+86(10)-5965-2989

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 16, 2012

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing one Class A Ordinary Share. No CUSIP has been assigned to the Class A Ordinary Shares.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 7-A Guernsey L.P. Inc
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
3,822,630
9. Sole Dispositive Power
10. Shared Dispositive Power
3,822,630
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,822,630
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.00%(1)
14. Type of Reporting Person (See Instructions)
PN

(1) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII-A L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England

7.	Sole Voting Power
8.	Shared Voting Power 3,822,630
9.	Sole Dispositive Power
10.	Shared Dispositive Power 3,822,630
11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,822,630
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.00%(2)
14. Type of Reporting Person (See Instructions)
PN

(2) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 7-B Guernsey L.P. Inc
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
7,198,324 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
7,198,324 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.19%(3)
 14. Type of Reporting Person (See Instructions)
PN

(3) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII-B L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England
7. Sole Voting Power
8. Shared Voting Power
7,198,324
9. Sole Dispositive Power
10. Shared Dispositive Power
7,198,324
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
13.19%(4)
14. Type of Reporting Person (See Instructions)
PN

(4) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VI-1 L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
England
- | | | |
|--|-----|---------------------------------------|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
7,198,324 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
7,198,324 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
7,198,324
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
13.19%(5)
 14. Type of Reporting Person (See Instructions)
PN

(5) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 7-A GP Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
11,020,954
9. Sole Dispositive Power
10. Shared Dispositive Power
11,020,954
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,954
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
20.19%(6)
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

(6) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 6-A Guernsey L.P. Inc
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
4,232,650
9. Sole Dispositive Power
10. Shared Dispositive Power
4,232,650
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,232,650
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.75%(7)
14. Type of Reporting Person (See Instructions)
PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

(7) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Hunt 6-A GP Limited
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Guernsey
7. Sole Voting Power
8. Shared Voting Power
4,232,650
9. Sole Dispositive Power
10. Shared Dispositive Power
4,232,650
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,232,650
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.75%(8)
14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

(8) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VI-A, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
England
- | | | | |
|--|-----|--------------------------|-------------------|
| | 7. | | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power | 4,232,650 |
| | 9. | Sole Dispositive Power | |
| | 10. | Shared Dispositive Power | 4,232,650 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,232,650
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
7.75%(9)
 14. Type of Reporting Person (See Instructions)
PN

(9) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VI GP L.P. Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|--|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
11,430,974 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
11,430,974 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,430,974
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
20.94%(10)
 14. Type of Reporting Person (See Instructions)
OO

(10) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VI GP Co. Limited
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|--|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
11,430,974 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
11,430,974 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,430,974
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
20.94%(11)
 14. Type of Reporting Person (See Instructions)
OO

(11) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII GP L.P. Inc.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|--|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
11,020,954 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
11,020,954 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,954
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
20.19%(12)
 14. Type of Reporting Person (See Instructions)
OO

(12) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Europe VII GP Co. Limited
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Guernsey
- | | | |
|--|-----|--|
| | 7. | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With: | 8. | Shared Voting Power
11,020,954 |
| | 9. | Sole Dispositive Power |
| | 10. | Shared Dispositive Power
11,020,954 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
11,020,954
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
20.19%(13)
 14. Type of Reporting Person (See Instructions)
OO

(13) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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CUSIP No. 836034108

1. Names of Reporting Persons.
Apax Partners Europe Managers Ltd
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
England

7. Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

8. Shared Voting Power
15,253,604

9. Sole Dispositive Power

10. Shared Dispositive Power
15,253,604

11. Aggregate Amount Beneficially Owned by Each Reporting Person
15,253,604
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
27.94%(14)
14. Type of Reporting Person (See Instructions)
OO

(14) Based on 54,584,712 Class A ordinary shares outstanding as of May 10, 2012 according to the issuer's registration statement on Form F-3 as filed with the Securities and Exchange Commission on June 18, 2012.

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This Amendment No. 1 on Schedule 13D/A (this Amendment No. 1) amends that certain Schedule 13D previously filed with the Securities and Exchange Commission on October 1, 2010 (the Original Filing) relating to the Class A ordinary shares, HK\$1.00 par value per share of SouFun Holdings Limited, a Cayman Islands exempted company with limited liability (the Issuer). The Issuer's American Depositary Shares (the ADSs), evidenced by American Depositary Receipts, each representing one Class A Ordinary Share, are listed on the New York Stock Exchange under the symbol SFUN.

This Amendment No. 1 is being filed jointly on behalf of (i) Hunt 7-A Guernsey L.P. Inc (Apax 7-A), Hunt 7-B Guernsey L.P. Inc (Apax 7-B) and Hunt 6-A Guernsey L.P. Inc (Apax 6-A) and collectively, the Investors) (ii) Hunt 7-A GP Limited and Hunt 6-A GP Limited (collectively, the Hunt GPs), (iii) Apax Europe VI-A, L.P. and Apax Europe VI-1, L.P. (collectively, the Apax Europe VI Funds), (iv) Apax Europe VII-A, L.P., Apax Europe VII-B, L.P. and Apax Europe VII-1, L.P. (collectively, the Apax Europe VII Funds), (v) Apax Europe VI GP L.P. Inc. and Apax Europe VI GP Co. Limited (collectively, the Apax Europe VI Funds GPs), (vi) Apax Europe VII GP L.P. Inc. and Apax Europe VII GP Co. Limited (collectively, the Apax Europe VII Funds GPs) and Apax Partners Europe Managers Ltd (each a Reporting Person).

Unless otherwise stated herein, the Original Filing remains in full force and effect. Terms used therein and not defined herein have the meanings ascribed thereto in the Original Filing.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The description of the Call Option Agreement under Item 6 is hereby amended and supplemented by adding the following at the end thereof:

On September 16, 2012, the Investors and the Optionee entered into an amendment to the Call Option Agreement, pursuant to which the option period during which the Optionee has the right and option to purchase 987,656 Class A Ordinary Shares from the Investors will expire on December 17, 2012. All other terms of the Call Option Agreement remain unchanged and in full force and effect. The amendment to the Call Option Agreement, which is filed hereto as Exhibit 6, is incorporated herein by reference.

Item 7. Materials to Be Filed as Exhibits

Item 7 is hereby amended and supplemented by adding the following exhibit:

Exhibit 6 Amendment to the Call Option Agreement, dated September 16, 2012 by and among Hunt 7-A Guernsey L.P. Inc, Hunt 7-B Guernsey L.P. Inc and Hunt 6-A Guernsey L.P. Inc and Next Decade Investments Limited

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: September 19, 2012

HUNT 7-A GUERNSEY L.P. INC

By: Hunt 7-A GP Limited, its general partner

By: /s/ Andrew Guille
Name: Andrew Guille
Title: Director

HUNT 7-B GUERNSEY L.P. INC

By: Hunt 7-A GP Limited, its general partner

By: /s/ Andrew Guille
Name: Andrew Guille
Title: Director

HUNT 7-A GP LIMITED

By: /s/ Andrew Guille
Name: Andrew Guille
Title: Director

HUNT 6-A GUERNSEY L.P. INC

By: Hunt 6-A GP Limited, its general partner

By: /s/ Andrew Guille
Name: Andrew Guille
Title: Director

HUNT 6-A GP LIMITED

By: /s/ Andrew Guille
Name: Andrew Guille
Title: Director

BY APAX EUROPE VI GP CO. LIMITED ACTING ON BEHALF OF

APAX EUROPE VI GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF

APAX EUROPE VI-A, L.P.

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

BY APAX EUROPE VI GP CO. LIMITED ACTING ON BEHALF OF

APAX EUROPE VI GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF

APAX EUROPE VI-1, L.P.

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF

APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF

APAX EUROPE VII-A, L.P.

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF

APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF

APAX EUROPE VII-B, L.P.

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

BY APAX EUROPE VII GP CO. LIMITED ACTING ON BEHALF OF

APAX EUROPE VII GP L.P. INC., ITS GENERAL PARTNER ACTING ON BEHALF OF

APAX EUROPE VII-1, L.P.

By: /s/ Denise Fallaize
Name: Denise Fallaize

Title:

Director

APAX EUROPE VI GP L.P. INC.

By: Apax Europe VI GP Co. Limited, its general partner

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

APAX EUROPE VI GP CO. LIMITED

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

APAX EUROPE VII GP L.P. INC.

By: Apax Europe VII GP Co. Limited, its general partner

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

APAX EUROPE VII GP CO. LIMITED

By: /s/ Denise Fallaize
Name: Denise Fallaize
Title: Director

APAX PARTNERS EUROPE MANAGERS LTD

By: /s/ Ian Jones
Name: Ian Jones
Title: Director

By: /s/ Martin Halusa
Name: Martin Halusa
Title: Director