



Seen by me, Dr. Hendrik ten Voorde, civil law notary officiating in Amsterdam, the Netherlands, for legalization of the signature on the attached document of:

- **Ewout Jacobus Felix Langemeijer**, born in 's-Hertogenbosch, the Netherlands, on September 25, 1983 ("**Langemeijer**").

According to the registration with the Trade Register in the Netherlands (the "**Trade Register**"), Langemeijer is a managing director of: **Three Rivers Management B.V.**, a private limited liability company under Dutch law, having its official seat in Tilburg, the Netherlands, and its office address at – inter alia – (1077 XX) Amsterdam, the Netherlands, Strawinskylaan 601, registered with the Trade Register under number 18079208 (the "**Director**"), and as such, according to the aforementioned registration fully entitled to represent the Director solely and independently and to sign the attached document on behalf of the Director.

According to the registration with the Trade Register, the Director is the managing director of: **IDC International Developments Co B.V.**, a private limited liability company under Dutch law, having its official seat in Amsterdam, the Netherlands, and its office address at (1077 XX) Amsterdam, the Netherlands, Strawinskylaan 601, registered with the Trade Register under number 62241966 (the "**Company**"), and as such, according to the aforementioned registration, fully entitled to represent the Company solely and independently and to sign the attached document on behalf of the Company.

This statement explicitly contains no judgement as to the contents of the attached document, is also limited to the authority to represent the Company in general and has therefore not been rendered for the authority to represent the Company in a specific transaction.

This statement may only be relied upon subject to applicability of the General Terms and Conditions of Lustrous Law B.V., which have been deposited with the Clerk of the District Court in Amsterdam under number 46/2010 and which can also be found at [www.lustrouslaw.com](http://www.lustrouslaw.com). These General Terms & Conditions contain – inter alia – the following provisions:

- "2. *These general terms and conditions govern the provision of services by Lustrous Law such to include those services rendered by attorneys, (candidate) civil law notaries, local counsel, (legal and paralegal) associates, as well as the functions of receiver, administrator, liquidator, executor, arbitrator, advisor with binding authority, mediator and other functions. The applicability of other general terms*



*and conditions, such as those of the client, is explicitly excluded. Under exclusion of the Articles 7:404, 7:407 sub 2 and 7:409 of the Dutch Civil Code, all work shall be exclusively accepted and performed by Lustrous Law."*

- "6. *Any professional liability of Lustrous Law shall be limited to the amount that is paid out in the particular case under the professional indemnity insurance policy(ies) it has entered into, plus the amount of the deductible that is not payable by the insurers under the conditions of the policy. Information concerning said professional indemnity insurance will be made available upon request. If for whatever reason no amount is paid out under the insurance policy, all liability is limited up to EUR 25,000 or, if the amount that Lustrous Law has billed in that particular file is higher, that higher amount up to a maximum of EUR 100,000. Any claim against Lustrous Law and/or against the parties mentioned in article 3 of these general terms and conditions will become time barred 12 months after the claimant party becomes or should have become aware of the fact giving rise to the damage."*
- "13. *The legal relationship with and the services rendered by Lustrous Law shall be exclusively governed by Dutch law. Disputes shall be exclusively resolved by the competent Dutch court, without prejudice to the authority of the Dutch Bar Association, if applicable, and the Royal Notarial Profession Organisation."*

Amsterdam, the Netherlands, December 31, 2014.

Dr. Hendrik ten Voorde, civil law notary officiating in  
Amsterdam, the Netherlands



**APOSTILLE**

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS  
This public document
2. Has been signed by: mr. H. ten Voorde
3. Acting in the capacity of: civil law notary in  
Amsterdam
4. Bears the seal/stamp of:  
mr. H. ten Voorde  
Certified
5. At Amsterdam
6. On 31 december 2014
7. By the clerk of the Court of Amsterdam
8. No: 57547
9. Seal/Stamp
10. Signature  
mw. J.W. Pollet



A handwritten signature in blue ink, written over the circular stamp. The signature is stylized and appears to be 'J.W. Pollet'.



## **POWER OF ATTORNEY**

I, Ewout Jacobus Felix Langemeijer, acting in my capacity as a director of Three Rivers Management BV, in turn director of IDC International Developments Co BV ("the Company") hereby appoint Mr. Sergio Roberto Iannuzzelli, an individual with an Italian passport with passport number 0885177, as my Agent (attorney-in-fact) to act for me in any lawful way with respect to the following subjects and provided that Mr. Sergio Roberto Iannuzzelli informs the director of the Company in writing within 30 days of any reliance being placed on this power of attorney or any powers being exercised pursuant to same:

TO GRANT ALL OF THE FOLLOWING POWERS.

### **A) GENERAL POWERS FOR LITIGATION:**

**ONE)** To appear before any Courts of Law and Hearings, either ordinary or special, of any level or jurisdiction, and before any other authority, Magistracy, Government Attorney's Office, Notary Public's Office, Public Registry, Tax Authority or Agency, State office or official, Central Government, Autonomous Community, Province, Municipality or any other local entities, autonomous bodies, and other public entities, including international bodies and other Entities established or to be established, in any of their branches, agencies, and services; and to file, follow through and bring to a conclusion before them, as plaintiff, defendant, third party, claimant, or in any other capacity, all manner of actions, lawsuits, and proceedings, whether civil, criminal, administrative, social, contentious-administrative, financial-administrative, labor-related, governmental, notarial, mortgage-related, tax-related, voluntary jurisdiction proceedings or any other type.

**TWO)** In all such cases, to bring, reply to, and follow through all kinds of actions, suits, complaints, proceedings, charges, exceptions and pleas, throughout all their procedures and formalities and up to their conclusion, and to bring any other

causes of action and to request discontinuance of suits or proceedings, exercising such powers in whatever cases may require his personal ratification; to sign and submit writs and attend all manner of proceedings; and to request and receive any service of process, subpoena and summons.

**THREE)** To prosecute appeals, including governmental and contentious-administrative appeals, and those for reversal, reform, petition, pleading, manifest injustice, reconsideration, grievance, nullity, and lack of jurisdiction; file and prosecute actions for enforcement of constitutional rights before the Constitutional Court, in addition to extraordinary appeals for rescission of judgment or cassation interest and extraordinary appeals for breach of procedure, and others according to law; and, in general, to perform, without limitation, what the respective laws of procedure allow.

#### **B) SPECIAL POWERS FOR LITIGATION:**

**ONE)** To hold conciliation proceedings, with or without a settlement, where cases of acts of disposal are involved. Negotiate settlements and agreements; submit to arbitration any disputed matters or others that arise subsequently. Grant personal ratifications on behalf of the Company. Waive or acknowledge rights; accept or abide by; waive debated legal action or lawsuit, or abandon them; accept and reject proposals from the debtor, as well as make declarations that may lead to dismissal or discontinuance of the proceedings in view of out-of-court settlement or supervening lack of cause of action.

**TWO)** To receive amounts, whether in compensation or not, resulting from judicial decisions favorable to the Company, whether in the name of the Company or the Attorney.





### **C) POWER OF ATTORNEY FOR ADMINISTRATION IN THE REPUBLIC OF ECUADOR**

**ONE)** To administer and control, the Company's assets in the Republic of Ecuador and all its goods and chattels and real estate, whether tangible or intangible, present or future be they exclusively owned or co-owned proindiviso by the Company, or in partnership with individuals or body corporates.

**TWO)** Prior to a specific authorization by the Directors of the company, to purchase, or otherwise acquire and dispose of real estate, shares in Ecuadorian Companies, bonds, securities, products, negotiable instruments, and other effects, as well as to discount, guarantee, endorse, draw, and issue promissory notes, bills of exchange, drafts, bonds, and all types of negotiable instruments in general.

**THREE)** Prior to a specific authorization by the Directors of the company, to take out mortgage credits or loans, both chattel and simple, with or without collateral guarantees, real or personal, in cash, in mortgage securities, or otherwise.

**FOUR)** Prior to a specific authorization by the Directors of the company, to enter into and make contracts with non-profit organizations and corporations (limited companies), limited partnerships, general partnerships and limited liability companies, joint-stock companies, or of any other nature, as well as to represent the stocks or shares of the Company in the General Stockholders' or Partners' Meetings.

**FIVE)** To initiate, continue, discontinue, and terminate all types of administrative procedures before any government authority or agency in which the company may have a need or interest in acting and enforcing its rights in the Republic of Ecuador. Specially to file annually the required information to local authorities, especially Tax and Corporate authorities.



**SIX)** To determine and pay any kind of taxes, fees, or levies; file, claim, reject, make remarks to, accept, or contest tax assessments, appraisals, inventories, taxes, or statements.

**SEVEN)** To act as the principal's representative and defend all its ownership rights, and interests of any other kind, the Attorney may use all the general and special powers that are conferred on him herein to file, oppose, contest, testify, discontinue, accept discontinuances, settle, negotiate and prosecute all types of suits, whether legal, administrative, or of any nature, petitions, actions and exceptions.


**EIGHT)** All powers in this power of attorney are granted exclusively in favor of Mr. Sergio Roberto Iannuzzelli and Mr. Sergio Roberto Iannuzzelli shall have no powers of delegation in relation to any of the powers as outlined in this power of attorney.

THIS POWER OF ATTORNEY IS EFFECTIVE IMMEDIATELY AND WILL END ON DECEMBER 31<sup>ST</sup>, 2015.

Choice of Law. THIS POWER OF ATTORNEY WILL BE GOVERNED BY THE LAWS OF THE NETHERLANDS WITHOUT REGARD FOR CONFLICTS OF LAWS PRINCIPLES.

I am fully informed as to all the contents of this form and understand the full import of this grant of powers to my Agent.

I agree that any third party who receives a copy of this document may act under it. Revocation of the power of attorney is not effective as to a third party until the third party learns of the revocation. Signed this 31st day of December, 2014



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E.J.F. Langemeijer, Director of Three Rivers Management,  
Director of IDC International Developments Co BV