

Order of WEIL



SINGAPORE ACADEMY OF LAW

I, Lai Wai Leng, Assistant Director, Singapore

Academy of Law, Republic of Singapore, hereby certify that

Venkiteswaran Hariharan is a duly appointed Notary Public

practising in Singapore, and that the signature appearing at the

foot of the annexed Notarial Certificate dated 4th March 2013 is

the signature of the said Venkiteswaran Hariharan.

Dated at Singapore this 6th day of March 2013.

A handwritten signature in black ink, appearing to read "Lai Wai Leng".

LAI WAI LENG
ASSISTANT DIRECTOR
SINGAPORE ACADEMY OF LAW



Certified true signature

ZARINA BINTE RAMLI

- 6 MAR 2013





TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **VENKITESWARAN HARIHARAN**, Notary Public duly authorised, appointed and practising in the Republic of Singapore DO HEREBY CERTIFY AND ATTEST THAT I was present on the 4th day of March 2013 and did see **AJAIB HARI DASS** in his capacity as Director and Legal Representative of **NEW ENERGY INDUSTRIAL LIMITED** sign the annexed English and Spanish versions of a **POWER OF ATTORNEY** dated 4th day of March 2013 granted in favour of **MR. SEBASTIAN S J FERNANDEZ** together with the Minutes of Meeting of **NEW ENERGY INDUSTRIAL LIMITED** passed on the 4th day of March 2013.

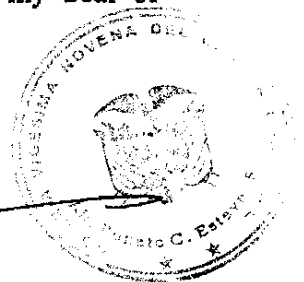
I HEREBY FURTHER CERTIFY THAT there are also annexed hereto the following documents relating to **NEW ENERGY INDUSTRIAL LIMITED**:-

- (1) Certified True copy of the Certificate of Incorporation No. 654317 issued by the Registrar of Corporate Affairs, British Virgin Islands, dated 28th April 2005.
- (2) Certified True Copy of the Memorandum and Articles of Association dated 28th April 2005.
- (3) Certified True Copy of Register of Directors.
- (4) Certified True Copy of Register of Members.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my Seal of Office this 4th day of March 2013.

WHICH I ATTEST

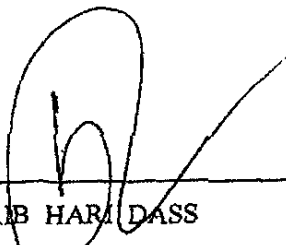
NOTARY PUBLIC,
SINGAPORE





para resolver todos los puntos del orden del día que en dichas Juntas se acuerden conocer.- Dos) Suscribir el formulario denominado "NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA EXTRANJERA QUE A SU VEZ ES SOCIA O ACCIONISTA DE COMPAÑÍA ECUATORIANA".- Tres) La celebración en el Ecuador de todo tipo de contratos de toda índole, sin limitación alguna, suscriba cualquier compromiso y realice cualquier acto y negocios jurídicos que hayan de celebrarse y surtir efectos en el territorio nacional ecuatoriano, y especialmente para que pueda contestar las demandas y cumplir las obligaciones contraídas por NEW ENERGY INDUSTRIAL LIMITED.

Dado y firmado en Singapur, 4th de March del 2013


AJAIB HARI DASS
Director y Representante legal de
NEW ENERGY INDUSTRIAL LIMITED

Before me,


Notary Public,
Singapur





PODER

Conste que el :

PRIMERA: INTERVINIENTE.- Interviene en el otorgamiento del presente Poder General, el señor AJAIB HARI DASS, ciudadano de nacionalidad Singapur, con documento de identificación pasaporte número E2543375L, por los derechos que representa de la sociedad incorporada en las Islas Vírgenes Británicas denominada **NEW ENERGY INDUSTRIAL LIMITED**, en su calidad de Director y representante legal, conforme aparece del documento que se adjunta como habilitante, a quien en adelante y para los efectos de este instrumento se le podrá denominar simplemente como **EL PODERDANTE**.

SEGUNDA: ANTECEDENTES.- La Junta Directiva de **NEW ENERGY INDUSTRIAL LIMITED**, en sesión celebrada el día 4th March del 2013, cuya acta se adjunta como habilitante del presente poder, resolvió autorizar al representante legal de la compañía **NEW ENERGY INDUSTRIAL LIMITED**, a efectos de otorgar Poder General a favor del señor señor **SEBASTIÁN S J FERNÁNDEZ** ciudadano de nacionalidad Malaya con documento de identificación pasaporte número A19874920, a fin de que represente a **NEW ENERGY INDUSTRIAL LIMITED**, a través del presente Poder General de acuerdo a las leyes ecuatorianas.-

TERCERA PODER GENERAL.- Mediando los antecedentes que han sido expresados en la cláusula inmediata anterior, el señor AJAIB HARI DASS, en representación de la sociedad **NEW ENERGY INDUSTRIAL LIMITED**, y debidamente facultado para este efecto, otorga Poder General amplio y suficiente cual en derecho se requiere a favor del señor **SEBASTIÁN S J FERNÁNDEZ**, ciudadano de nacionalidad Malaya con documento de identificación pasaporte número A19874920, de tránsito en la Ciudad de Guayaquil, república del Ecuador, a fin de que represente a **NEW ENERGY INDUSTRIAL LIMITED**, a través del presente Poder General de acuerdo a las leyes ecuatorianas, para de manera especial y señalada pueda : Uno) De conformidad con el artículo del 15 del Reglamento sobre Juntas Generales de Socios y Accionistas de las Compañías de Responsabilidad Limitada, Anónimas, en Comandita por Acciones y de Economía Mixta, representar a la compañía **NEW ENERGY INDUSTRIAL LIMITED**, en su calidad de accionista de la compañía Termoguayas Generation S.A., en todas las Juntas Generales de Accionistas de Termoguayas Generation S.A. a celebrarse en el territorio ecuatoriano otorgándole las más amplias facultades para que en nombre de la compañía intervenga y vote en las antes mencionadas Juntas Generales de Accionistas conforme más conveniente le parezca, sin restricción alguna, pudiendo inclusive ejercer todos los derechos que como accionista le corresponde



NEW ENERGY INDUSTRIAL LIMITED

(Registration no. 654317)

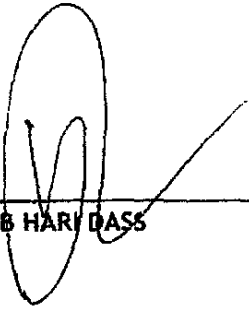


DIRECTORS' RESOLUTIONS IN WRITING DATED THE 4TH DAY OF MARCH 2013 PURSUANT TO ARTICLE 99 OF THE ARTICLES OF ASSOCIATION OF NEW ENERGY INDUSTRIAL LIMITED.

We undersigned, being all the Directors of the Company at this date do pursuant to the Company's Articles of Association hereby resolve as follows:

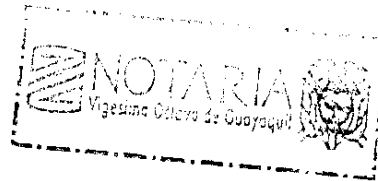
Power of Attorney in favour of Mr Sebastian S J Fernandez

- (i) THAT the Company executes a Power of Attorney ("the POA") in favour of Mr Sebastian S J Fernandez (Malaysian Passport No. A19874920) in order to give him the general management of the Company.
- (ii) THAT the other terms and conditions of the POA are as stated in the said POA, a copy of which is tabled herewith and shall form part of these resolutions.


AJAIB HARI DASS

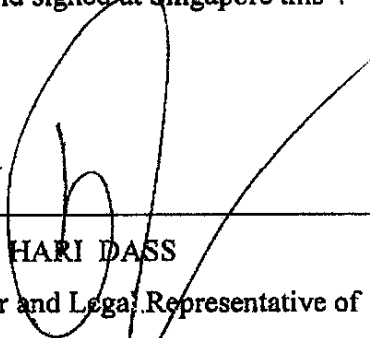

KUNDADAK RAMESH KUDVA





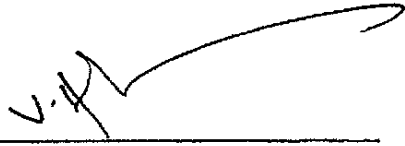
in Ecuador giving the broadest powers for that on behalf of the company involved and vote at the above Annual General Meetings according to his best judgment, without restriction, and so be able to exercise all rights as a shareholder and resolve all points on the agenda during these meetings that the Board agreed to have, according to Article 15 of the Regulation on General Meetings for Partners and Shareholders of Limited Liability Companies, Corporations, and Partnership in Shares Mixed Economy- **Two)** To subscribe the form labelled "PAYROLL OF PARTNERS OR SHAREHOLDERS OF A FOREIGN COMPANY WHICH IS IN TURN A PARTNER OR SHAREHOLDER OF AN ECUADORIAN COMPANY."- **Three)** In order to allow all types of contracts, business or legal acts to be hold and subscribed in Ecuador, without limitation of the acts and legal transactions to be concluded and have effect in Ecuadorian territory, and especially for him to answer the demands and fulfill the obligations of NEW ENERGY INDUSTRIAL LIMITED has.

Done and signed at Singapore this 4th day of March 2013.



AJAIB HARI DASS
Director and Legal Representative of
NEIL ENERGY INDUSTRIAL LIMITED

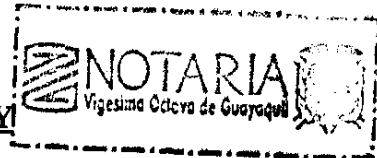
Before me,



Notary Public,
Singapore



POWER OF ATTORNEY

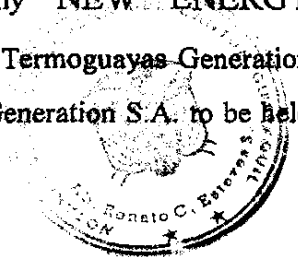


Be it known that:-

FIRST: INTERCESOR. - Involved in the execution of this Power of Attorney is, AJAIB HARI DASS, nationality, Singapore citizen with identification Passport number E2543375L, representing the rights of the company incorporated in the British Virgin Islands called **NEW ENERGY INDUSTRIAL LIMITED**, in his position as Director and legal representative, as it is shown in the document attached, whom hereafter and for the purposes of this document, is simply called as the Principal.

SECOND: BACKGROUND. - The Board of **NEW ENERGY INDUSTRIAL LIMITED**, in a solemn meeting held on 4th March 2013 which Minutes is attached enabling this Power of Attorney, agreed to authorize the company's legal representative for **NEW ENERGY INDUSTRIAL LIMITED**, to Mr. SEBASTIAN S J FERNANDEZ, citizen with Malaysian nationality, identification Passport number A19874920, in order to give him the general management of **NEW ENERGY INDUSTRIAL LIMITED**, to represent the company through this General Power of Attorney according to Ecuadorian laws.

THIRD GENERAL POWER. - According to the background mentioned in the preceding clause, Mr. AJAIB HARI DASS, representing the company **NEW ENERGY INDUSTRIAL LIMITED** and duly authorized to that effect, fully and sufficiently empowers as it is required by the law to Mr. SEBASTIAN S J FERNANDEZ, nationality Malaysian citizen, with identification Passport number A19874920, in transit in the city of Guayaquil, Republic of Ecuador, to represent **NEW ENERGY INDUSTRIAL LIMITED** through this General Power of Attorney according to Ecuadorian law, and so be widely empowered to: **One)** represent the company **NEW ENERGY INDUSTRIAL LIMITED** as a shareholder in the company Termoguayas Generation S.A., in all General Meetings of Shareholders of Termoguayas Generation S.A. to be held



REPUBLICA DEL ECUADOR
CONSULADO DEL ECUADOR EN SINGAPUR

Presentada para autenticar la Firma que antecede,
el suscrito, Cónsul del Ecuador en la ciudad de
Singapur, certifica que es auténtica, siendo la que
usa en todos sus actos, el Sr./Sra.:

Ajaib Hari Daw

Autenticación N°: 45

Arancel: 158

Derechos: 50 USD

Fecha: 8/3/13



Timbre
Consular y
Diplomático
\$18 USD

Santiago Duran Medina
Santiago Duran Medina
Tercer Secretario en Singapur
Encargado Sección Consular

NOTARIA VIGESIMA NOVENA
DEL CANTÓN GUAYAQUIL
DOY FE QUE:
ESTA COMPULSA CONSTANTE
EN.....9.....FOJAS ÚTILES
CON SIMILARES A LA(S) COPIA(S) QUE
ME FUE(ON) EXHIBIDA(S)
GUAYAQUIL, 06 JUL 2013

[Firma]
NOTARIA VIGESIMA NOVENA
DEL CANTÓN GUAYAQUIL

DOY FE: Que la compulsa precedente compuesta
de.....foja(s), es igual a la copia del documento
que me fué exhibido y que devolví al interesado.
Guayaquil, 11 8 MAR 2014
[Firma]
Ab. Lucrecia Córdova López
NOTARIA VIGESIMA OCTAVA
CANTÓN GUAYAQUIL

