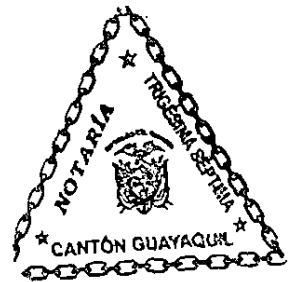




SINGAPORE ACADEMY OF LAW



I, Lai Wai Leng, Deputy Director, Singapore

Academy of Law, Republic of Singapore, hereby certify that Ajaib  
Hari Dass is a duly appointed Notary Public practising in  
Singapore, and that the signature appearing at the foot of the  
annexed Notarial Certificate dated 2nd April 2015 is the signature  
of the said Ajaib Hari Dass.

Dated at Singapore this 10th day of April 2015.

LAI WAI LENG  
DEPUTY DIRECTOR  
SINGAPORE ACADEMY OF LAW

15040897  
Certified true signature



Nur-Fadzila Binte Zainal  
13 APR 2015



REPÚBLICA DEL ECUADOR



**OFICINA CONSULAR DEL ECUADOR EN YAKARTA**

**LEGALIZACIÓN DE FIRMA N° 58/2015**

Quien suscribe GONZALO VICENTE VEGA MERA, PRIMER SECRETARIO, CONSUL en la Ciudad de YAKARTA, INDONESIA, certifica que la firma de NUR FADZILINA BINTE ZAINAL, LEGALIZACIONES MINISTERIO DE RELACIONES EXTERIORES DE SINGAPUR que aparece en este documento original, es la misma que consta en los registros de este Consulado por lo tanto, certifica que es auténtica, a fin de que el indicado documento de fé pública en el Ecuador.



Ministerio  
de Relaciones Exteriores  
y Movilidad Humana

YAKARTA, 29 de Abril del 2015

**GONZALO VICENTE VEGA MERA**  
PRIMER SECRETARIO, CONSUL



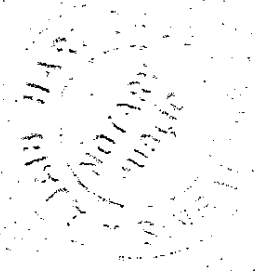
TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **AJAIB HARI DASS**, Notary Public duly authorised, appointed and practising in the Republic of Singapore DO HEREBY CERTIFY AND ATTEST THAT I was present on the 2nd day of April 2015 and did see **KUNDADAK RAMESH KUDVA** in his capacity as Director of **NEW ENERGY INDUSTRIAL LIMITED** sign the annexed **Spanish and English versions** of a **POWER OF ATTORNEY** dated 2nd day of April 2015 granted in favour of **MR. SEBASTIAN S J FERNANDEZ** together with the Minutes of Meeting of **NEW ENERGY INDUSTRIAL LIMITED** passed on the 2<sup>nd</sup> day of April 2015.

IN TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my Seal of Office this 2<sup>nd</sup> day of April 2015.

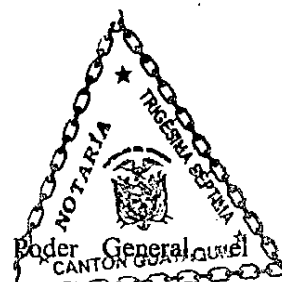
WHICH I ATTEST

NOTARY PUBLIC,  
SINGAPORE



**PODER**

Conste que el :



**PRIMERA: INTERVINIENTE.-** Interviene en el otorgamiento del presente señor KUNDADAK RAMESH KUDVA, ciudadano de nacionalidad Singapur, con documento de identificación pasaporte número E3050833C, 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 2nd April del 2015, 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 A30395561, 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 KUNDADAK RAMESH KUDVA, 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 A30395561, 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

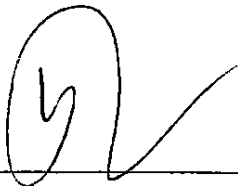
para resolver todos los puntos del orden del día que en dichas Juntas se acuerden conocer. (Dos)  
Suscribir el formulario denominado "NÓMINA DE SOCIOS O ACCIONISTAS DE UNA COMPAÑÍA  
EXTRANJERA QUE A SU VEZ ES SOCIA O ACCIONISTA DE COMPAÑÍA ECUATORIANA".  
(Tres) La celebración en el Ecuador de todo tipo de contratos de toda índole, sin limitación alguna, a  
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, 2nd de April del 2015

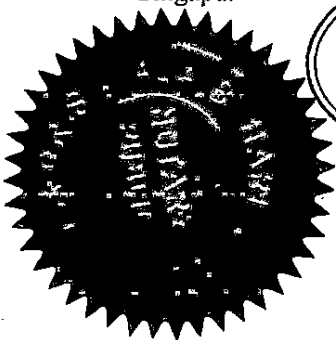
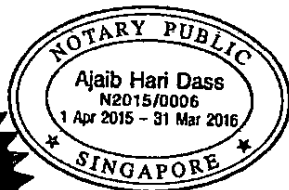


KUNDADAK RAMESH KUDVA  
Director y Representante legal de  
NEW ENERGY INDUSTRIAL LIMITED

Before me,



Notary Public,  
Singapur



## POWER OF ATTORNEY

Be it known that:-



**FIRST: INTERCESOR.** - Involved in the execution of this Power of Attorney is **KUNDADAK RAMESH KUDVA**, nationality, Singapore citizen with identification Passport number E3050833C, 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 2<sup>nd</sup> of April 2015 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 A30395561, 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. **KUNDADAK RAMESH KUDVA**, 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 A30395561, 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 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.

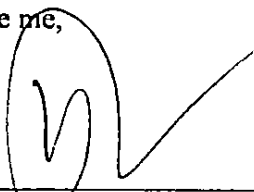
Done and signed at Singapore this 2nd day of April 2015.



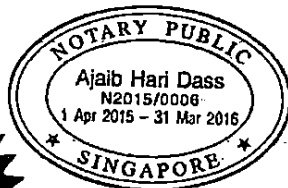
KUNDADAK RAMESH KUDVA

Director and Legal Representative of  
NEIL ENERGY INDUSTRIAL LIMITED

Before me,



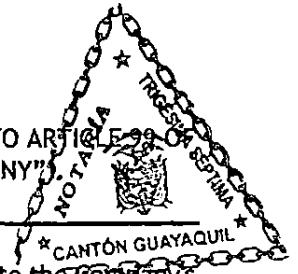
Notary Public,  
Singapore



**NEW ENERGY INDUSTRIAL LIMITED**

(Registration no. 654317)

DIRECTORS' RESOLUTION IN WRITING DATED THE 2<sup>nd</sup> DAY OF APRIL 2015 PURSUANT TO ARTICLE 99 OF THE ARTICLES OF ASSOCIATION OF NEW ENERGY INDUSTRIAL LIMITED ("THE COMPANY")



We the 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. A30395561) 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

Ab. Wendy Maria Vera Rios, Notaria Trigésima Séptima del Cantón Guayaquil, de conformidad con el numeral 5 del artículo 13 de la Ley Notarial vigente DOY FE Que la fotocopia precedente compuesta de (07) fojas, es igual al documento original

Guayaquil, 25 JUN 2015

  
Ab. Wendy Maria Vera Rios  
NOTARIA TRIGÉSIMA SÉPTIMA  
CANTÓN GUAYAQUIL

Superintendencia de Compañías  
Guayaquil

Visitenos en: [www.supercias.gob.ec](http://www.supercias.gob.ec)

Fecha:

25/JUN/2015 14:10:20

Usu: omontalvan



*Handwritten signature*

Remitente: No. Trámite: 25068 - 0  
AB ENRIQUE CASTRO ---

Expediente: 118842

RUC: 0992399058001

Razón social:

TERMOGUAYAS GENERATION S.A.

SubTipo tramite:

DOCUMENTACION DE COMPAÑÍAS  
EXTRANJERAS

Asunto: ,

DOCUMENTACION DE COMPAÑÍAS  
EXTRANJERAS

Revise el estado de su tramite por INTERNET 59  
Digitando No. de trámite, año y verificador =