



Poder	Power of Attorney
A.C.I. Construction S.à r.l. (la "Compañía"), una sociedad válidamente constituida con fecha Diciembre 14, 2012 y existente bajo y de acuerdo con las leyes de Luxemburgo, con domicilio en 65, boulevard Grande- Duchesse Charlottq L-1331 Luxemburgo, e inscrita en el Registro de Comercio de Luxemburgo con el número 174145, por medio de su representante debidamente autorizado y abajo firmante,	The private limited company A.C.I. Construction S.à r.l. (the "Company"), a company validly incorporated on December 14, 2012 and existing under and in accordance with the laws of Luxembourg, whose registered office is at L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte, and registered with the Luxembourg Trade and Companies Register under section B number 174145, through the undersigned, its duly authorized representative,
OTORGA	GRANTS
poder a favor del Sr. Fernando Cisneros Velásquez (Documento de Identidad Número 0701302317) (el "Apoderado") para que, actuando en nombre y representación de A.C.I. Construction S.à r.l.,	a power in favor of Mr. Fernando Cisneros Velásquez (Identity Card Number 0701302317) (the "Attorney") to act on the Company's behalf,
(i) adquiera el 99,90% del capital social de Helpport Ecuador S.A., una sociedad ecuatoriana con domicilio en Av. De las Américas S/N, Edificio Administrativo Aeropuerto José Joaquín de Olmedo Guayaquil, Ecuador por un monto total de USD 999 (novecientos noventa y nueve Dólares Estadounidenses). A tal fin, el apoderado podrá negociar los términos y condiciones del contrato de compraventa de acciones y firmar cualquier documento que sea necesario para perfeccionar la compra de Helpport Ecuador S.A. y, en general, llevar a cabo cualquier otro acto que sea necesario o conveniente para el mejor desempeño de su mandato; y	(i) in order to sign a share purchase agreement to acquire the 99.90% of the share capital of Helpport Ecuador S.A., an Ecuadorian company domiciled at Av. De las Américas S/N, Edificio Administrativo Aeropuerto José Joaquín de Olmedo Guayaquil, Ecuador for the total amount of USS 999 (nine hundred ninety-nine United States Dollars), negotiate the terms and conditions of said purchase agreement and sign any other document that may be necessary to perform the purchase of Helpport Ecuador S.A.' shares and, in general, to carry out whichever any act as may be necessary or convenient for the better fulfilment of his mandate; and
(ii) conforme el primer inciso y último del artículo 6 de la Ley de Compañías de la República del Ecuador, conteste demandas	(ii) in accordance with the first and last paragraph of Article 6 of the Law of Companies of the Republic of Ecuador to

y cumpla, a nombre de la Compañía, las obligaciones respectivas debidamente reconocidas. A tales efectos el Apoderado tendrá todas las facultades necesarias, inclusive y sin que la enunciación siguiente implique limitación alguna, presentar solicitudes, firmar escritos, presentar y retirar documentación, apelar, desistir, recibir y contestar notificaciones administrativas y judiciales en representación de la Compañía, fijar domicilios, representar a la Compañía en las asambleas de accionistas en las sociedades en las que la Compañía sea accionista o socia y votar en tales reuniones, y en fin realizar cuantos otros actos sean convenientes o necesarios para el mejor cumplimiento de su mandato. Se deja aclarado que, conforme el último inciso del artículo 6 de la Ley de Compañías de la República del Ecuador, el Apoderado no asume ni asumirá, por ningún motivo, responsabilidad personal por las obligaciones de A.C.I. Construction S.à r.l. Dado que la Compañía es una sociedad que cuya única actividad en Ecuador será la de ser accionista o socia de otras empresas y no tendrá ninguna otra actividad en Ecuador, este poder no se inscribirá ni publicará, pero sí deberá ser conocido por las compañías ecuatorianas en que las que A.C.I. Construction S.à r.l. fuere socia o accionista.

En prueba de lo anterior, el firmante otorga el presente poder en Luxemburgo, el 04 de noviembre de 2014.

A.C.I. Construction S.à r.l.
Por: Valérie PECHON
Cargo: Manager B

answer demands and comply, on behalf of the Company, the corresponding obligations duly recognized. To this purpose the person entitled to this power of attorney will have all the necessary authority such as to file applications, sign deeds, file and withdraw documentation, to appeal, to abandon proceedings, to accept service and to take part in administrative or judicial proceedings, to establish domiciles, to represent the Company at the shareholders' meetings of the companies in which it participates, and to vote at such meetings, and to undertake any other acts which may be convenient or necessary for the better fulfillment of this mandate, the above acts being quoted as an example and not as a limitation of this power of attorney. It is established that in accordance with the last paragraph of Article 6 of the Law of Companies of the Republic of Ecuador, the Attorney does not assume and will not assume, in any case, personal liability for the obligations of the Company. Since the Company is a company which only activity in Ecuador shall be to hold participation of other companies and will have no other activity in Ecuador, this power will not be registered, nor will be published, but it shall be known by the Ecuadorian companies in which the Company will participate as partner or shareholder.

In witness whereof this power of attorney has been executed in Luxembourg, on November 04, 2014.

A.C.I. Construction S.à r.l.
By: Valérie PECHON
Title: Manager B

The undersigned notary hereby legalizes the signature(s) of

M^{re} PECHON

Jean SECKLER
Notary
Luxembourg



APOSTILLE

(Convention de la Haye du 5 octobre 1961)



GRAND-DUCHÉ DE LUXEMBOURG
Ministère des Affaires étrangères



1. Pays: Grand-Duché de Luxembourg

Le présent acte public

2. a été signé par Seckler, Jean

3. agissant en qualité de Notaire

4. est revêtu du sceau / timbre de Office notarial, Junglinster

Attesté

5. à Luxembourg 6. le 05/11/2014

7. par Ministère des Affaires Etrangères et de l'immigration

8. sous n° **1001141106329389**

10. Signature

9. Sceau / timbre

Mario Wiesen
Préposé du
Bureau des Passeports,
Visas et Légalisations

A.C.I. Construction S.à r.l.

private limited company

Registered office: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte

Registered with the Luxembourg Trade and Companies' Register under section B number 174145

(hereinafter referred to as the "Company")

**MINUTES OF THE RESOLUTIONS TAKEN IN THE CIRCULAR FORM BY THE
BOARD OF MANAGERS WITH EFFECT TO AUGUST 01, 2014**

Take part in the vote: Mr. Jorge Alberto DEL AGUILA, A manager
Mr. Martin Francisco Antranik EURNEKIAN, A manager
Mr. Daniel Guillermo SIMONUTTI, A manager
Ms. Valérie PECHON, B manager
Mr. Raphaël ROZANSKI, B manager
Mr. Mark VRJHOEF, B manager

It is unanimously decided:

1. to acquire the 99.90% of the share capital of Helpport Ecuador S.A., an Ecuadorian company domiciled at Av. De las Américas S/N, Edificio Administrativo Aeropuerto José Joaquín de Olmedo Guayaquil, Ecuador for the total amount of US\$ 999 (nine hundred ninety-nine United States Dollars);
2. to grant a power of attorney in favor of Mr. Fernando Cisneros Velásquez (Identity Card Number 0701302317) to act indistinctly on the Company's behalf, in order to sign the corresponding share purchase agreement, negotiate the terms and conditions of said purchase agreement and sign any other document that may be necessary to perform the purchase of Helpport Ecuador S.A.' shares and, in general, to carry out whichever any act as may be necessary or convenient for the better fulfillment of his mandate.
3. to appoint Mr. Fernando Cisneros Velásquez to act on the Company's behalf in Ecuador, in accordance with the first and last paragraph of Article 6 of the Law of Companies of the Republic of Ecuador.
4. to issue the related powers of attorney substantially in the form as attached; and
5. to authorize any manager of the Company to singly sign in the name and on behalf of the Company the said power of attorney.

The board of managers

Jorge Alberto DEL AGUILA

Martin Francisco Antranik EURNEKIAN

Daniel Guillermo SIMONUTTI

Valérie PECHON

Raphaël ROZANSKI

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4. to issue the related powers of attorney substantially in the form as attached; and
5. to authorize any manager of the Company to singly sign in the name and on behalf of the Company the said power of attorney.

The board of managers


Jorge Alberto DEL AGUILA


Martin Francisco Antranik EURNEKIAN


Daniel Guillermo SIMONUTTI

Valérie PECHON

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