

ESCANEAR

Yo, el infrascrito, **James Kerr MILLIGAN**, Notario Público con vecindad y ejercicio en la Ciudad de Londres, Inglaterra, debidamente admitido y juramentado por la Autoridad Real,

POR LA PRESENTE CERTIFICO Y DOY FE:

DE QUE he mandado que se hiciera una investigación del expediente número **3128071** mantenido en la Oficina del Registro de Sociedades de Inglaterra y Gales relativo a la Sociedad denominada "**ERM LIMITED**" y a raíz de la citada investigación, he comprobado:

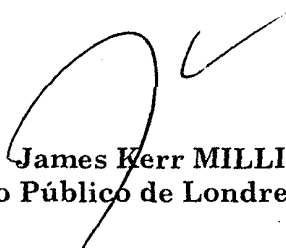
QUE ERM LIMITED es una Sociedad privada con su responsabilidad limitada, debidamente constituida el día 20 de noviembre de 1995 bajo la denominación de "**ERM-EUROPE (HOLDINGS) LIMITED**", habiendo cambiado su denominación y habiendo sido re-inscripta como sociedad pública el 17 de febrero de 1999, bajo la denominación de **ERM PLC**, habiendo sido re-inscripta como sociedad privada el 25 de enero de 2001 bajo su actual denominación de **ERM LIMITED**, con domicilio social en 2nd Floor, Exchequer Court, 33 St Mary Axe, Londres EC3A 8AA, Inglaterra;

QUE la Sociedad ha mantenido su existencia ininterrumpidamente desde la fecha de su constitución;

QUE no hay nada de lo que consta en el expediente relativo a la citada Sociedad que indica que haya sido liquidada, borrada del Registro o que se le haya nombrado síndico;

Y DE QUE los documentos fotostáticos adjuntos al presente son copias fieles de los Estatutos Sociales y del Formulario 288a relativo al nombramiento del Señor **Mark Robert Bell PEARSON** como Director de dicha Sociedad.

Y PARA QUE CONSTE Y OBRE los efectos conducentes, expido la presente que firmo y sello en Londres, Inglaterra, el día de hoy veintinueve de junio del año dos mil doce.


James Kerr MILLIGAN
Notario Público de Londres, Inglaterra



APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays/Pais

This public document

Le présent acte public / El presente documento público

2. Has been signed by James Kerr Milligan
a été signé par
ha sido firmado por

3. Acting in the capacity of Notary Public
agissant en qualité de
quien actúa en calidad de

4. Bears the seal/stamp of The Said Notary Public
est revêtu du sceau / timbre de
y está revestido del sello / timbre de

Certified
Attesté / Certificado

5. at London
à / en
6. the 02 July 2012
le / el día

7. by Her Majesty's Principal Secretary of State for Foreign and
par / por Commonwealth Affairs

8. Number J298214
sous no / bajo el número

9. Seal / stamp:
Sceau / timbre:
Sello / timbre:



10. Signature: Jeremy Crook
Signature:
Firma:

This Apostille is not to be used in the UK and only confirms the authenticity of the signature, seal or stamp on the attached UK public document. It does not confirm the authenticity of the underlying document. Apostilles attached to documents that have been photocopied and certified in the UK confirm the signature of the UK public official who conducted the certification only. It does not authenticate either the signature on the original document or the contents of the original document in any way.

If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.



PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ERM LIMITED

Registered No. 03128071

Incorporated in England and Wales on the 20th day of November 1995
(as amended by special resolutions on 10 April 2001 and 2 November 2011)

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ERM LIMITED

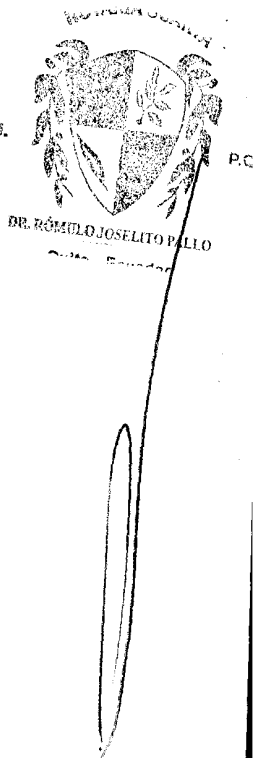
CONSTITUTION

- 1 The Company is a private company within the meaning of section 4(1) of the Companies Act 2006 (the "2006 Act") established subject to the provisions of the 2006 Act including any statutory modification or re-enactment thereof for the time being in force and of the Regulations contained in The Model Form Articles for Private Companies Limited by Shares as set out in The Companies (Model Articles) Regulations 2008 (Statutory Instrument 2008 No 3229) (the "Model Articles") with the exception of articles 8, 14, 17 to 21 (inclusive), 23, 26, 38, 41, 52 and 53 of the Model Articles, and of any other articles which are inconsistent with the additions and modifications hereinafter set forth
- 2 The name of the Company is ERM Limited
- 3 The Registered Office of the Company will be in England and Wales
- 4 The liability of the members is limited to the amount, if any, unpaid on the shares held by them
- 5 In accordance with the 2006 Act the objects of the Company shall be unrestricted
- 6 The name of the Company may be changed by resolution of the Directors

SHARE CAPITAL

- 7 Any shares may be issued on the terms that they are, or at the option of the Company are liable, to be redeemed and the directors shall be authorised to determine the terms, conditions and manner of redemption of such shares
 - 8 Subject to the provisions of the 2006 Act and of every other statute for the time being in force concerning companies and affecting the Company and to any direction to the contrary that may be given by ordinary resolution of the Company, the Directors may offer, allot, issue, grant options or rights over or otherwise dispose of any shares in the Company to such persons, at such times and for such consideration and upon such terms and conditions and with such preferred, deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Directors may determine, but so that no shares shall be issued at a discount
 - 9 In accordance with section 567 of the 2006 Act, sub-section (1) of section 561 of the 2006 Act shall be excluded from applying to the allotment of equity securities (as defined in section 560 of the 2006 Act)
-

- 10 The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. The Company shall however be entitled to register trustees as such in respect of any shares



LIEN

- 11 The Company shall have a first and paramount lien on every share for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person or in the name of any person jointly with another or others for all monies presently payable by him or any of them or his estate or their estates to the Company. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article
- 12 Notwithstanding anything contained in these Articles, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of Article 15

TRANSFER OF SHARES

- 13 Subject to the 2006 Act, the Directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share
- 14 Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares in writing in any usual or common form or in any other form which the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and (except in the case of (i) fully paid shares and (ii) the subscriber shares) by or on behalf of the transferee and the transferor shall remain the holder of the shares and as such a member of the Company until the name of the transferee is entered in the Register of Members in respect thereof
- 15 Notwithstanding anything contained in these Articles
- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
 - (b) a holder of shares in the Company is not required to comply with any provision of these Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,
- where in any such case the transfer is or is to be

- (i) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (ii) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (iii) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

GENERAL MEETINGS

- 16 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, two members present in person or by proxy or, if corporations, by representatives duly authorised shall be a quorum provided that at any time when the Company has only one member, one member present in person or by proxy or, if a corporation, by a representative duly authorised shall be a quorum.
- 17 If a quorum is not present within half an hour of the time appointed for a general meeting the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall stand adjourned to such day and at such time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
- 18 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy or, if a corporation, by any representative duly authorised and entitled to vote.
- 19 No resolution not previously approved by the Directors shall be moved by any member other than a Director at a general meeting unless the member intending to move the same shall have left a copy thereof with his name and address at the Registered Office of the Company three clear days prior to such meeting.
- 20 A notice of every general meeting shall be given to every member whether or not he shall have supplied to the Company an address within the United Kingdom for the giving of notices.

DIRECTORS

- 21 Unless and until otherwise determined by ordinary resolution of the Company, the minimum number of Directors shall be one and there shall be no maximum number. A sole director shall have all the power and authority vested in "the Directors" in terms of these Articles. The quorum for the

transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two (unless there is a sole director, in which case the quorum shall be one) A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum

22 A Director shall not be required to hold shares of the Company in order to qualify for office as a Director, but he shall be entitled to receive notice of and attend and speak at all general meetings of the Company or of any class of members of the Company

23 The Directors may dispense with the keeping of attendance records for meetings of the Directors or committees of the Directors Regulation 15 of the Model Articles shall be modified accordingly

24 The office of a Director shall be vacated

- (a) if he becomes bankrupt or suspends payment of or compounds with his creditors,
- (b) if he becomes of unsound mind or a patient for the purpose of any statute relating to mental health or otherwise incapacax,
- (c) if (not being a Director holding executive office as such for a fixed term) by notice in writing to the Company he resigns his office,
- (d) if he is prohibited by law from being a Director or ceases to be a Director by virtue of the 2006 Act or any statutory modification or re-enactment thereof,
- (e) if he is removed from office (i) by notice in writing signed by all his Co-Directors, or (ii) by ordinary resolution of the Company's shareholders and served upon him, and/or
- (f) if he shall for more than six months have been absent without permission of the Directors from meetings of the Directors held during that period and a majority of the other Directors resolve that his office be vacated

25 The Directors shall have power at any time, and from time to time to appoint any person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors

26 The ordinary remuneration (if any) of the Directors shall from time to time be determined by an ordinary resolution of the Company and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or, failing agreement, equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for such proportion of remuneration as relates to the period during which he has held office The Directors may repay to any Director all such reasonable expenses as he may properly incur in attending and returning from meetings of the Directors or



of any committee of the Directors or general meetings of the Company or any class of members of the Company or otherwise in or about the business of the Company. In the event of any Director necessarily performing or rendering any special duties or services to the Company outside his ordinary duties as a Director the Directors may, if so authorised by an ordinary resolution of the Company, pay such Director special remuneration and such special remuneration may be by way of salary, commission, participation in profits or otherwise as may be arranged.

- 27** The Directors may from time to time appoint one or more of their number to an executive office (including that of Managing Director, Deputy or Assistant Managing Director, Manager or any other salaried office) for such period and on such terms and conditions as they shall think fit, and subject to the terms and conditions of any agreement entered into in any particular case, may revoke such appointment. Subject to the terms and conditions of any such agreement the appointment of any Director to such office shall terminate if he ceases from any cause to be a Director.
- 28** A Managing Director, Deputy or Assistant Managing Director, Manager or other executive officer shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.
- 29** The Directors on behalf of the Company and without the approval of any resolution of the Company may establish, maintain, participate in and contribute to, or procure the establishment and maintenance of, participation in and contribution to, any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of any persons (including Directors, former Directors, officers and former officers) who are or shall have been at any time in the employment or service of the Company or of any company which at the time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company (as defined in section 1159 of the 2006 Act) or otherwise associated with the Company or of the predecessors of the Company in business or of any such other company as aforesaid, or for the benefit of the relations, wives, widows, families, connections or dependants of any such persons or for the benefit of any other persons whose service or services have directly or indirectly been of benefit to the Company and their relations, connections or dependants, and the Directors on behalf of the Company and without the approval of any resolution of the Company may grant or procure the grant of donations, gratuities, pensions, allowances, including allowances on death, or other payments or benefits of any kind to any of such persons as aforesaid, and the Directors on behalf of the Company and without the approval of any resolution of the Company may establish, subsidise, subscribe to or support institutions, associations, clubs, schools, funds or trusts calculated or considered to be for the benefit of any of such persons or otherwise for the advancement of the interests and well-being of the Company or of any such other company or its members, and the Directors on behalf of the Company and without the approval of any resolution of the Company may make

payments for or towards the insurance of any of such persons. Any, ~~such~~ Director or ex-Director may participate in and retain for his own benefit any such donation, gratuity, pension, allowance, payment or other benefit conferred under or pursuant to this article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.



DR. ROMULO JOSE LITO PALLO

- 30 The Directors on behalf of the Company and without the approval of any resolution of the Company may establish and contribute to any employees' share scheme (within the meaning of section 1166 of the 2006 Act) for the purchase or subscription by trustees of shares of the Company or of a holding company of the Company and may lend money to the Company's employees to enable them to purchase or subscribe for shares of the Company or of a holding company of the Company, and may establish and maintain any option or incentive scheme whereby selected employees (including salaried Directors and officers) of the Company are given the opportunity of acquiring shares in the capital of the Company, and may formulate and carry into effect any scheme for sharing the profits of the Company with its employees (including salaried Directors and officers) or any of them. Any Director may participate in and retain for his own benefit any such shares, profit or other benefit conferred under or pursuant to this article and the receipt thereof shall not disqualify any person from being or becoming a Director of the Company.
- 31 A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the same form, each signed by one or more of the Directors.
- 32 All or any of the Directors or any committee of the Directors may participate in a meeting of the Directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and provided two or more Directors are participating as aforesaid such meeting shall be quorate and subject to the provisions of these Articles the meeting shall constitute a meeting of the Directors or a committee of the Directors as the case may be. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

DIRECTORS' CONFLICTS OF INTEREST

- 33 If a situation arises or exists in which a Director has or could have a direct or indirect interest that conflicts, or may potentially conflict, with the interests of the Company (other than an interest arising in relation to an existing or potential transaction or arrangement with the Company or in circumstances which cannot reasonably be regarded as likely to give rise to a conflict of interest), without prejudice to the provisions of Articles 35 to 37, the Director concerned (the "Interested Director"), or any other Director, may propose to

the Board that such situation be authorised, such proposal to be made in writing and delivered to the other Directors, setting out particulars of the relevant situation in full. Subject to the 2006 Act and the Code of Conduct, the performance by the Interested Director of his duties as a Director of the Company on such terms as they may think fit

- 34 The Interested Director shall not be counted in the quorum at the relevant meeting of the Directors to authorise such situation nor be entitled to vote on the resolution authorising such situation
- 35 Subject to compliance by him with his duties as a Director under Part X of the 2006 Act (other than the duty in section 175(1) of the 2006 Act which is the subject of this article 35) and under the Code of Conduct, a Director may, at any time
 - (a) be an officer of, employed by, or hold shares or other securities (whether directly or indirectly) in the Company, or
 - (b) be a director or other officer of, employed by or hold shares or other securities (whether directly or indirectly) in, or otherwise be interested, whether directly or indirectly, in any other Group Company,

(in either case a "Group Company Interest")
- 36 Notwithstanding his office or the existence of an actual or potential conflict between any Group Company Interest and the interests of the Company which would fall within the ambit of that section 175(1) of the 2006 Act, the Interested Director
 - (a) shall be entitled to attend any meeting or part of a meeting of the Directors or a committee of the Directors at which any matter which may be relevant to the Group Company Interest may be discussed, and to vote on any resolution of the Directors or a committee thereof relating to such matter, and any Board papers relating to such matter shall be provided to the relevant Director at the same time as the other Directors (save that a Director may not vote on any resolution in respect of matters relating to his employment with the Company or other Group Company),
 - (b) shall not be obliged to account to the Company for any remuneration or other benefits received by him in consequence of any Group Company Interest unless requested in writing by the Company, and
 - (c) may be requested to account to the Company for any remuneration or other benefits received by him in consequence of any Group Company Interest by any other Director or the shareholders of the Company
- 37 Any Director who has a Group Company Interest shall, as soon as reasonably practicable following the relevant interest arising, disclose to the Board the existence of such interest, the nature and extent of such interest so far as such interest is material to the Company, and any such disclosure shall be based on an Director's

knowledge A disclosure made to the Board under this article 37 may be made either at a meeting of the Board or by notice in writing to the Company marked for the attention of the Directors

38. No contract entered into shall be liable to be avoided by virtue of
- (a) any Director having an interest of the type referred to in Article 33 where the relevant situation has been approved as provided by that Article, or
 - (b) any Director having a Group Company Interest of the type referred to in Article 35, where the relevant situation has been approved as provided by that Article or has been authorised pursuant to Articles 35 or 36
- 39 The provisions of Article 33 to 37 shall not apply to a direct or indirect conflict of interest of a Director which arises in relation to an existing or proposed transaction or arrangement with the Company Any Director may be interested in an existing or proposed transaction or arrangement with the Company provided that he complies with the 2006 Act and Article 38
- 40 Without prejudice to the obligation of each Director to declare an interest in accordance with the 2006 Act, any Director may vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has an interest, whether direct or indirect, which relates to a transaction or arrangement with the Company, or in relation to which he has a duty Having so declared any such interest or duty he may have, the Director shall be counted in the quorum present when any such resolution is under consideration and if he votes on such resolution his vote shall be counted
- 41 The continuing Directors may act notwithstanding any vacancies in their number but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of calling a general meeting and if there are no such Directors remaining then the member(s) may call a general meeting
- 42 Any Director must comply with the Code of Conduct as the same may be amended from time to time, subject to the application of Articles 35 and 36 and provided that any conflict of interests approved pursuant to Article 33 shall not be subject to any additional disclosure or approval pursuant to the Code of Conduct

In Articles 33 to 42

- (a) "Code of Conduct" means the ERM Global Code of Business and Ethics, as amended from time to time, and including translations by the Company to languages other than English, and
- (b) "Group Company" means
 - (i) the Company,
 - (ii) a subsidiary undertaking of the Company,



DR. ROMULO JOSELITO PALLO

P.Q

- (iii) any direct or indirect holding company of the Company or a subsidiary undertaking of any such holding company,
- (iv) any body corporate promoted by the Company, or
- (v) any body corporate in which the Company is otherwise interested

BORROWING AND OTHER POWERS

- 43 The Directors may exercise all the powers of the Company without limit as to amount to borrow and raise money and to accept money on deposit and to grant any security, mortgage, charge or discharge as they may consider fit for any debt or obligation of the Company or which is binding on the Company in any manner or way in which the Company is empowered so to grant and similarly as they may consider fit to enter into any guarantee, contract of indemnity or suretyship in any manner or way in which the Company is empowered so to enter into

ALTERNATE DIRECTORS

- 44 Any Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors, appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. If such alternate Director is not another Director, such appointment, unless previously approved by the Directors, shall have effect only upon and subject to being so approved.
- 45 The appointment of an alternate Director shall terminate on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases to be a Director (retirement at any general meeting at which the Director is re-elected being for such purpose disregarded).
- 46 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. An alternate Director's signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director). An alternate Director shall not (save as aforesaid) have power to act as a Director or be deemed to be a Director for the purposes of these Articles.
- 47 An alternate Director may be repaid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration

otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

INDEMNITY

- 48 Without prejudice to any other indemnity which may from time to time be applicable, a relevant officer of the Company or an associated company shall be indemnified out of the Company's assets against

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
- (b) any liability incurred by that officer in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act), and
- (c) any other liability incurred by that officer as an officer of the Company or an associated company,

provided always that this article does not authorise any indemnity which would be prohibited or rendered void by any provision of the 2006 Act or by any other provision of law

In this article

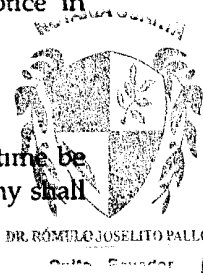
- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a "relevant officer" means any director, former director, company secretary or former company secretary or other officer of the Company or an associated company (but not its auditor)

INSURANCE

- 49 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss

In this article

- (a) a "relevant officer" means any director or former director, company secretary or former company secretary of the Company or an associated company, any other officer or employee or former officer or employee of the Company (but not its auditor) or any trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act) for the purposes of an employees' share scheme of the Company or an associated company, and
- (b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's





Please complete in typescript,
or in bold black capitals.

CHWP000

288a

APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number 03128071

Company Name In full ERM Limited

Date of appointment Day Month Year 2 2 0 2 2 0 0 6
Date of Birth Day Month Year 1 3 1 2 1 9 6 7

Appointment form

Notes on completion
appear on reverse.

Appointment as director ☒ as secretary ☐ Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

NAME *Style / Title Mr *Honours etc

Forename(s) Mark Robert Bell

Surname Pearson

Previous Forename(s) Previous Surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985

†† Usual residential address

Post town 10 Silverdale Close Postcode W7 3HR

County / Region London Country UK

†Nationality British †Business occupation Director

†Other directorships (additional space overleaf)

Consent signature

I consent to act as ** director / secretary of the above named company

* Voluntary details.

† Directors only.

**Delete as appropriate

Signed

A director, secretary etc must sign the form below.

(*a director / secretary / administrator / administrative receiver / receiver manager / receiver)

Environmental Resources Management Limited

8 Cavendish Square, London W1G 0ER

Tel

DX number

DX exchange

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.



A50
COMPANIES HOUSE

AC1C8DE

379

02/03/2006

1 April 2002

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

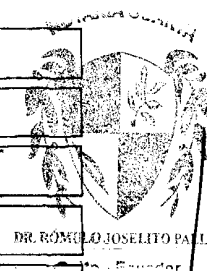
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Number 03128071

† Directors only.

† Other directorships



NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

COMPAÑIA PRIVADA LIMITADA POR ACCIONES

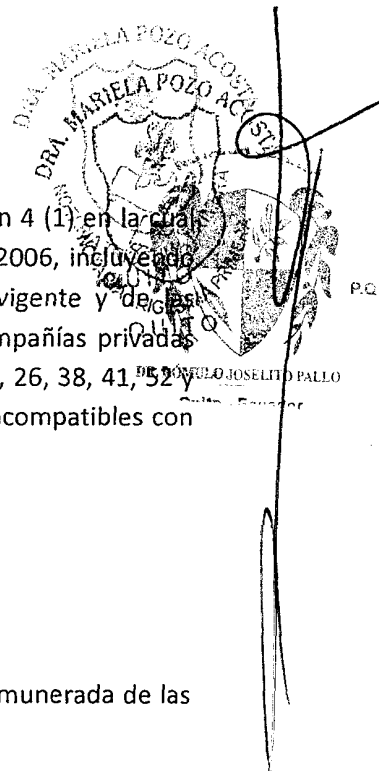
ESTAUTO DE ERM LIMITADA.

CONSTITUCIÓN.

1. La compañía es una empresa privada, dentro del significado de la sección 4 (1) en la cual establece que están sujetos a las disposiciones de la ley de Compañías 2006, incluyendo cualquier modificación estatutaria o su revalidación por el momento vigente y de las normas contenidas en los artículos del Formulario Modelo para las compañías privadas limitadas por acciones, con la excepción de los artículos; 8, 14, 17-21, 23, 26, 38, 41, 52 y 53 de los artículos modelos y de cualesquiera otros artículos que sean incompatibles con las adiciones y modificaciones indicadas a continuación.
2. El nombre de la Compañía es ERM Limitada.
3. La oficina de registro de la empresa será en Inglaterra y Gales.
4. La capacidad de los miembros está limitada a la cantidad, si la hay, no remunerada de las acciones en poder de ellos.
5. De conformidad con la Ley de Compañías 2006, el objeto de la sociedad será sometida a restricciones.
6. El nombre de la Compañía podrá ser cambiada por resolución de los Directores.

CAPITAL SOCIAL

7. Cualquier acción puede ser emitida en los términos que son, o, a opción de la empresa responsable. Los directores estarán autorizados a determinar los términos, condiciones y modalidades de recuperación de las mismas.
8. Sujetos a la Ley de Compañías 2006 y de todos los estatutos por el momento en vigor. Establece que los directores podrán ofrecer, adjudicar, conceder opiniones o derechos, o disponer de las acciones de la Compañía a ciertas personas, en cierto tiempo determinado, con ciertas consideraciones y establecidas condiciones.
9. De conformidad con el artículo 567 de la Ley de Compañías 2006, sub-sección (1) de la sección 561 de la Ley de 2006 quedarán excluidos de la aplicación de entrega los títulos de renta variable. (como se encuentra definido en la sección 560 de la Ley de Compañías 2006)



10. La Compañía no estará obligada de ninguna manera a reconocer (incluso cuando se tiene notificación de la misma) cualquier interés equitativo, contingente, futuro o parcial en una parte fraccional de una acción (exclusivamente cuando la ley establezca) o de cualquier otro derecho excepto cuando se trate de un derecho absoluto a la totalidad de sus titulares.

RETENCION

11. La Compañía dispondrá del derecho de retención en cada acción para todo el dinero a pagar. Impondrá un gravamen en todas las acciones de pie registradas a nombre de una sola persona o en el nombre de cualquier persona conjuntamente con otra sobre todo el dinero por pagar en la actualidad por él o los bienes o de la empresa. Los Directores podrán declarar en cualquier momento que cualquier acción queda exenta de las disposiciones de este artículo.
12. No obstante lo dispuesto en el artículo anterior, no se aplicaran los gravámenes sobre los que se han cargado a título de garantía a un banco o institución financiera o de una filial de un banco o Institución financiera, acorde a lo dispuesto en el artículo 15.

TRANSFERENCIA DE ACCIONES

13. Sujeto a la Ley de Compañías 2006, los directores podrán a su entera discreción negarse a registrar cualquier transferencia de cualquier acción, sea o no una acción totalmente pagada.
14. Cualquier miembro podrá transferir todos o parte de sus acciones por escrito, en cualquier forma usual o común o en cualquier otra forma que los Administradores aprueben. El instrumento de transferencia deberá ser ejecutada por el cedente o a nombre del cedente o por el cesionario o nombre del mismo. El cedente continuara siendo el titular de acciones hasta que el nombre del cesionario se encuentre inscrito en el acta de accionistas.
15. No obstante lo dispuesto en estos artículos.
- (a) Los directores (o el director de existir solo uno) de la Compañía no podrán negarse a registrar cualquier transferencia de acciones de la compañía ni suspender la inscripción de dichas acciones, y
 - (b) Los accionistas de la compañía no están obligada a cumplir con cualquiera de estas disposiciones que restringen la transferencia de acciones o que se obligo a efectuar dichas

acciones que se ofreció por primera vez a los accionistas de la compañía antes de que cualquier transferencia puede tener lugar,

Donde en tal caso, la transferencia deberá realizarse

- (i) Ejecutado por un banco o institución a la que dichas acciones han sido hipotecados o percibida en concepto de garantía (o por cualquier otra persona designada por dicho banco o institución) en virtud de un poder de venta bajo tal garantía.
- (ii) Ejecutado por un síndico o administrador designado por o en nombre de cualquier banco o institución bajo cualquier título tal, o
- (iii) a cualquier banco o institución (o a su representante) en virtud de cualquier título.

Un certificado emitido por un funcionario de dicho banco o institución será la prueba concluyente de que las acciones fueron realizadas y la transferencia se ejecutó.

GENERAL MEETINGS

16. No se podrá realizar ningún negocio en las reuniones generales, a menos que el quórum de miembros está presente en el momento de la reunión salvo que se disponga otra cosa, se necesitara la presencia de mínimo 2 miembros o representantes. En corporaciones se contara con representantes debidamente autorizados para la formación del quórum en caso de que se encuentre presente solo uno de los directores.
17. Si el quórum no se encuentra presente pasada la media hora de la hora indicada para la reunión general se considerar disuelta, los directores tienen la facultad para establecer la hora y el lugar para reanudar la reunión. En caso de no existir quórum en la reunión reanudada se consideraran para del quórum a los miembros presentes.
18. El presidente o cualquier miembro de la junta general podrá exigir que se realiza una encuesta.
19. Ninguna resolución podrá ser aprobada sin antes la autorización de los miembros del directorio.
20. Se deberá realizar los avisos correspondientes a todos los miembros con respecto de todas las reuniones generales si es o no se han suministrado a la compañía una dirección en el Reino Unido para la entrega de notificaciones.

DIRECTORIO

21. El mínimo número de directorios será de uno y no habrá un máximo, hasta que se emita una resolución ordinaria que establezca lo contrario. Habrá un administrador único el cual tenga la autoridad entregada por el resto de miembros del directorio. El quórum para las debidas transacciones será de dos y serán fijados por los administradores. (al menos que haya un administrador único, en cuyo caso el quórum será de uno). El director suplente, si su designado no está presente, se contará en el quórum.
22. El Presidente no está obligado a tener acciones de la compañía para la ocupar este cargo, pero deberá conocer y asistir a las reuniones generales de la compañía.
23. Los directores podrán exponer los registros de asistencia de los miembros a las reuniones generales. Siguiendo el Reglamento 15 de los artículos modelo.
24. Vacantes para la oficina del Presidente
 - (a) si se declara en quiebra o suspende los pagos,
 - (b) si se convierte en un paciente relacionado con la salud mental, convirtiéndolo en incapaz,
 - (c) presenta su renuncia,
 - (d) si la ley lo prohíbe,
 - (e) si es removido de su cargo por los co-directores o por resolución ordinaria de los accionistas de la compañía,
 - (f) si se ha encontrado ausente injustificado por un periodo de 6 meses, se tomara la votación pertinente por parte de los directorios.
25. Los miembros del directorio a cualquier momento podrán nombrar al Presidente de la Compañía para sustituir en caso de permiso o como adición al ya existente Presidente.
26. La remuneración del Presidente será determinada por medio de una resolución ordinaria, dicha resolución será realizada por los miembros del directorio y tendrán como criterios el tiempo de trabajo y la efectividad en su trabajo. Los directores deberán realizar el reembolso correspondiente a los consejeros que hayan incurrido en gastos vinculados con la compañía. El Presidente deberá pagar extraordinariamente a los miembros que hayan realizado actividades fuera de su rol laboral, esto se refiere a incluir comisiones y utilidades.
27. Los miembros del directorio podrán asignar parte de sus miembros (director general, asistente del director general o gerentes) a casos en particular o para ayudar a otros miembros del directorio siempre y cuando se establezca un término de condiciones y por un tiempo determinado.

28. El salario del Director General, Asistentes, Director y Abogado será establecido por los miembros del directorio.

29. Los Directores a nombre de la compañía (si autorización escrita) podrán establecer mantener, participar y contribuir con las pensiones o fondo de reserva de los ex trabajadores de la compañía o cualquier vínculo que estos tenían con la misma. Para el beneficio de sus relaciones, mujeres, viudas, familiares o cualquier relación directa o indirecta que estos tenían con la compañía y sus relaciones personales. De igual manera sin autorización escrita podrán realizar actividades que mejoren la calidad de vida de sus trabajadores como donaciones, creación de guarderías, clubes de recreación y colegios.

30. Los Directores sin una autorización, a nombre la Compañía podrán establecer y contribuir para cualquier trabajador un esquema de participación (siempre que esté dentro de los límites del reglamento) para la obtención y suscripción de depósitos de acciones. Dando la oportunidad que ciertos trabajadores adquieran acciones de capital de la Compañía.

31. Una resolución firmada por todos los miembros del directorio en el Reino Unido será igual de efectiva que una resolución aprobada en una reunión de los directores debidamente convocada y celebrada.

32. Las conferencias de los directores podrán realizarse mediante cualquier medio sea teléfono o cualquier otra forma que permita a las personas que participan en la reunión escucharse. Expresadas reuniones deberán realizarse donde el mayor grupo del directorio se encuentre o donde establezca el Presidente.

CONFLICTOS DE INTERESES DE LOS DIRECTORES

33. Si en alguna situación se da la existencia que uno de los Directores tenga intereses directos o indirectos sobre ciertos temas, el resto de la Junta de Directores deberá tomar la decisión de qué hacer con el "Director Interesado", dicha decisión deberá ser escrita y autorizada por toda la junta.

34. El "Director Interesado" no formará parte del quórum de la reunión general y tampoco podrá votar en las decisiones que se tomen.

35. Sujeto al cumplimiento de sus deberes como director bajo la Parte X de la Ley de Compañías del 2006 y en el marco del código de conducta, el director podrá, en cualquier momento

(a) ser funcionario, empleado o poseer acciones o formas de seguridad de la Compañía, o

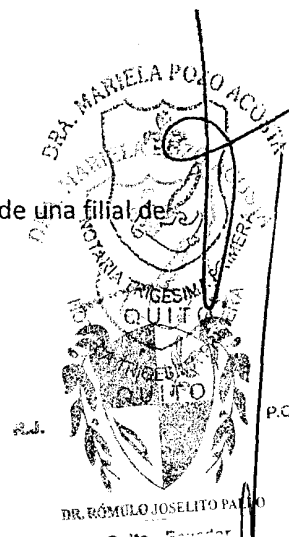
(b) ser un director y poseer acciones en otros grupos de la Compañía.

36. A pesar de su cargo, cualquier conflicto entre El Grupo de la Compañía de Intereses con los intereses de la compañía que recaen sobre la sección 175(1) de la Ley de Compañías del 2006, el Director Interesado deberá
- (a) atender cualquier reunión relevante para solucionar los conflictos de intereses y votar por la resolución que se tome por los miembros del Directorio.
 - (b) no estar en la obligación de rendir cuentas a la compañía por cualquier remuneración o beneficios recibidos por él como consecuencia de cualquier Grupo de la Compañía de Interés a menos que sea solicitado por escrito.
 - (c) podrá ser exigido que rinda cuentas a la Compañía por cualquier remuneración u otros beneficios recibido fuera de su salario y relacionado con la empresa.
37. Cualquier Director que tenga intereses sobre el grupo de la compañía deberá lo antes posible revelar dicho interés y la naturaleza del mismo a los miembros del Directorio, para la transparencia de su gestión. Esta revelación a los miembros de la junta podrá ser notificada por escrito a la Compañía.
38. Ningún contrato que se establezca podrá ser capaz de evitar lo siguiente
- (a) cualquier interés del director establecido en el artículo 33, 35 y 26.
39. El artículo 33 a 37 no se aplicaran a los directores que han tenido conflictos de intereses que se han dado por la existencia de una transacción o arreglo con la compañía. Como establece el artículo 38 cualquier director puede tener interés sobre transacciones o arreglos con la compañía.
40. Sin perjuicio a las obligaciones de los Directores, estos podrán votar en cualquier reunión a favor de lo que más le beneficie directa o indirectamente. Habiendo establecido dicho interés estos serán parte del quórum y su voto será contado.
41. Los directores continuos puede actuar empero alguna vacante en su número, pero, si el número de Directores es menor que el número fijado para el quórum, los consejeros permanentes o directores puede actuar sólo con el propósito de convocar una junta general.
42. Todos los directores deben cumplir con el Código de Conducta, el mismo que puede ser reformado cada cierto tiempo. No podrá ser reformado por conflictos de intereses.

En los artículos 33 a 42

- (a) "Código de Conducta" significa que ERM (Código Global de Negocios y Ética profesional) deberá ser reformado cada cierto tiempo, incluyendo traducciones a otros idiomas.
- (b) "Compañía de Grupo" significa

- (I) la Compañía,
- (II) una filial de la empresa,
- (III) cualquier compañía de participación directa o indirecta de la Sociedad o de una filial de una sociedad de cartera,
- (IV) cualquier persona jurídica promovida por la Compañía,
- (V) cualquier persona jurídica en la que la Compañía este interesada.



PRÉSTAMOS Y DEMAS FACULTADES

- 43. Los Directores podrán ejercer todo el poder de la compañía para pedir préstamos, recaudar dinero, aceptar dinero de depósitos para garantizar la seguridad, hipotecas, cargos y descargos que consideren los mejores para la estabilidad de la Compañía.

DIRECTORES SUPLENTE

- 44. Cualquier Director mediante escrito tiene la facultad para nombrar su director suplente, de igual manera en cualquier momento podrá terminar dicho nombramiento. El director suplente solo tendrá las atribuciones delegadas por el director titular.
- 45. El nombramiento del director suplente terminara el momento en que el Director titular así lo estableciere o si quien lo haya nombrado deje de ser un director.
- 46. El Director suplente deberá ser notificado para asistir a las reuniones ordinarias y extraordinarias, tendrá el derecho a votar y a actuar a nombre del Director titular en las reuniones en las que este no se encuentre presente (gozara de todos los derechos del Director titular). La firma del Director suplente para cualquier resolución gozara de la misma validez que la del Directo titular, gozará de un voto y de dos en caso de ocupar el puesto de Director titular y suplente.
- 47. El Director suplente podrá ser reembolsado los gastos e indemnizado por la Compañía como si este fuere un Director titular, pero solo podrá recibir la remuneración establecida.

INDEMNIZACIONES

- 48. Se indemnizara a los trabajadores de la compañía o alguna asociado de la misma a los activos de la empresa contra
 - (a) cualquier responsabilidad incurrida por dicho funcionario por cualquier negligencia, omisión, incumplimiento del deber o abuso de confianza en relación con la compañía o una compañía asociada,

(b) cualquier responsabilidad incurrida por dicho funcionario con conexión a las actividades de la compañía o una compañía asociada en su carácter de fiduciario de un régimen profesional de pensiones (como está definido en la sección 235(6))

(c) cualquier otra responsabilidad que realice dicho funcionario como oficial de la compañía o de una asociada.

Siempre que este artículo no autorice ninguna indemnización que estén prohibidas o sin efecto por cualquiera de las disposiciones de la Ley de Compañías.

En este artículo

(a) las compañías están asociadas si una es subsidiaria de la otra o ambas son subsidiarias de la misma corporación, y

(b) Un "oficial relevante" es decir un director, ex director, secretario de la sociedad o empresa, ex secretario u otro funcionario de la compañía o una compañía asociada.

SEGUROS

49. Los directores podrán decidir si comprar o mantener un seguro a expensas de la compañía para él para el beneficio de cualquier funcionario pertinente con respecto a cualquier pérdida en cuestión.

En el artículo

(a) Un "oficial relevante" es decir un director, ex director, secretario de la sociedad o empresa, ex secretario u otro funcionario de la compañía o una compañía asociada, o cualquier otro administrador de un plan de pensiones (como lo establece en la sección 235(6) de la ley de Compañías) a los efectos de un programa de acciones para los empleados de la compañía o una asociada, y

(b) una "pérdida en cuestión" significa cualquier pérdida o responsabilidad por parte de cualquier director en sus funciones afectando directamente los intereses de la Compañía.

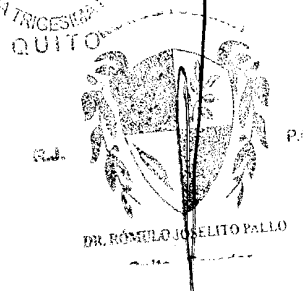
DISPOSICIONES IMPERATIVAS

50. En el evento de que cualquier persona individual o conjuntamente poseen no menos del 90 por ciento en el valor nominal de las acciones de la compañía se seguirán las siguientes disposiciones.

(a) el poseedor conjunto podrá a cualquier momento nombrar cualquier persona para que este sea Director, o remover cualquier Director nombrado, y

(b) cualquiera o todas las potestades de los directores deberán ser restringidas o extendidas según el poseedor de acciones conjuntas decida, podrá imponerlas por un tiempo limitado o indefinidamente.

La designación, remoción, o consentimiento deberán realizarse por escrito y debidamente autorizada por el poseedor de acciones conjuntas o por cualquier director encargado o nombrado para dicha función. Ningún tercero tratando con la compañía podrá cuestionar si las atribuciones del poseedor de acciones conjuntas son extensas o restringidas, esto quedara solo a arbitrio interno de la Compañía.



Apéndice

A LOS ESTATUTOS DE ERM LIMITADO

(Adoptado por resolución especial el 2 de Noviembre del 2011)

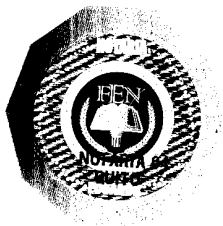
Para evitar dudas, todas las disposiciones del memorando de la sociedad (establecidas en la sección 28 de la Ley de Compañías 2006) deben ser tratadas como s de provisiones de la compañía. Se suprimieron los artículos de asociación de las compañías por una resolución especial publicada el 2 de Noviembre del 2011.



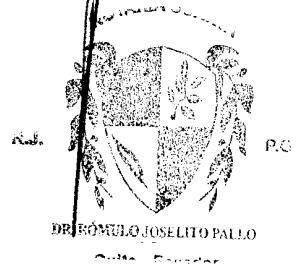
AUTENTICACION DE FIRMAS: De conformidad con el artículo 18 de la Ley Notarial, doy fe que, la firma constante en el documento, que antecede, suscrito por la señora DIANA ALEXANDRA MOYA SUAREZ, con cédula ciudadanía número 1720250917, corresponde a la prenombrada señora, por tanto es AUTENTICA.- La presente autenticación no se refiere al contenido del documento, sobre cuyo texto esta Notaría no asume ninguna responsabilidad.- Se archiva copia.- Quito, 19 de Mayo de 2014.-

factura No.

pal 2014-17-01-10-D



DR. ROMULO JOSELITO PALLO QUISILEMA
NOTARIO CUARTO DEL CANTON QUITO





REPÚBLICA DEL ECUADOR

DIRECCIÓN GENERAL DE REGISTRO CIVIL,
IDENTIFICACIÓN Y CEDULACIÓN



CÉDULA DE No. 172025091-7

CIUDADANÍA
APELLIDOS Y NOMBRES

MOYA SUAREZ
DIANA ALEXANDRA

LUGAR DE NACIMIENTO

PICHINCHA

QUITO

CHAUPICRUZ

FECHA DE NACIMIENTO 1985-08-25

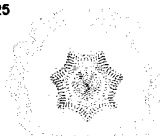
NACIONALIDAD ECUATORIANA

SEXO F

ESTADO CIVIL CASADA

ALEJANDRO RAUL

ALMEIDA ALBAN



INSTRUCCIÓN
SUPERIOR

PROFESIÓN / OCUPACIÓN
ING. GEST/EMPRESARIAL

APELLIDOS Y NOMBRES DEL PADRE

MOYA WASHINGTON

APELLIDOS Y NOMBRES DE LA MADRE

SUAREZ MARTHA MARGARITA

LUGAR Y FECHA DE EXPEDICIÓN

QUITO

2013-08-16

FECHA DE EXPIRACIÓN

2023-08-16

[Signature]

DIRECTOR GENERAL

Diana Moya

FIRMA DEL CEDULADO



DR. ROMEL GARCIA PALLO

00124833



REPÚBLICA DEL ECUADOR
CONSEJO NACIONAL ELECTORAL



CERTIFICADO DE VOTACIÓN
ELECCIONES SECCIONALES 23-FEB-2014

017

017 - 0173

NÚMERO DE CERTIFICADO

MOYA SUAREZ DIANA ALEXANDRA

1720250917

CÉDULA

PICHINCHA

PROVINCIA

QUITO

CANTÓN

CIRCUNSCRIPCIÓN

KENNEDY

PARROQUIA

1

2

ZONA

(.) PRESIDENTA/E DE LA JUNTA

LISTA DE SOCIOS DE LA COMPAÑÍA ERM LIMITED

1	ERM INTERNATIONAL BV
2	ERM EUROPE LIMITED
3	ENVIRONMENTAL RESOURCES LIMITED
4	ERM (OVERSEAS HOLDINGS) LIMITED
5	ERM HOLDINGS BV
6	ERM GROUP LIMITED
7	EAGLE 3 LIMITED
8	EAGLE 4 LIMITED
9	EAGLE 5 LIMITED
10	ERM HOLDINGS LIMITED
11	BEACHCLOCK LTD
12	ERM ASIA PACIFIC HOLDINGS LIMITED

La traducción hecha es igual a la original

Diana Moya

Diana Moya Suárez

Interprete- Traductor



DR. RÓMULO JOSÉ LITO PALLA