



Reference number : 20110087.01\CG\WB

ESCANEAR

Notaria 5ta



**DECLARATION
EN OVERSEAS HOLDINGS B.V.**

The undersigned, Cornelis Johannes Jozefus Maria van Gool, civil-law notary ^{Luisa Maria Navas D.} practising in Amsterdam (The Netherlands), hereby certifies that the signatures on the attached document are the signatures of:

- (a) Stephen Douglas Juge, born in Louisiana (United States of America) on 17 July 1953, holder of an American passport, number 711447626;
- (b) Sander Ivo Rep, born in Purmerend (the Netherlands) on 25 April 1973, holder of a Dutch passport, number NX8D3BLC2.

The undersigned furthermore certifies that, according to the registration with the trade register of the Chamber of Commerce for Amsterdam - on which third parties may rely:

- (i) S.D. Juge and S.I. Rep, aforementioned, are registered as managing directors (*bestuurders*) of **EN Overseas Holdings B.V.**, a company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), having its seat in Amsterdam, its address at 1097 JB Amsterdam, Prins Bernhardplein 200 and filed at the Trade Register under number 34309453, hereinafter referred to as: the "**Company**";
- (ii) S.D. Juge and S.I. Rep, acting in the aforementioned capacity, are jointly authorised to represent the Company.

The undersigned is not aware of any facts or circumstances that would lead to the conclusion that S.D. Juge and S.I. Rep are not authorized to represent the Company since today.

This declaration only relates to the verification of the identity of the persons stated above, the authenticity of their signature and their authority to represent the Company. The declaration does not give any statement on the contents of the attached document, nor does the undersigned take any responsibility for the contents of the attached document.

To this declaration the general conditions of Boekel de Nerée N.V. apply, which general conditions have been deposited at the District Court in Amsterdam and are available on www.boekeldeneree.com.

Amsterdam, 23 May 2011.



BOEKEL DE NERÉE

APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: mr. C.J.J.M. van Gool
3. Acting in the capacity of: civil law notary in
Amsterdam
4. Bears the seal/stamp of:
mr. C.J.J.M. van Gool
Certified
5. At Amsterdam
6. On 23 mei 2011
7. By the clerk of the Court of Amsterdam
8. No:
9. Seal/Stamp: 18825

10. Signature
dhr. J. Hoogveen



POWER OF ATTORNEY

Notaria 5ta



We, **EN OVERSEAS HOLDINGS B.V.**, a private limited company organized under the laws of the Netherlands, being a shareholder in the capital of **Siemens Enterprise Communications S.A.**, with identification number 1792053048001, a company organized under the laws of Ecuador (the "Company"), hereby authorize:

*Luis Humberto Nolasco D.
Quito Ecuador*

Carla Renata Martinez Yerovi, Ecuadorian, Lawyer, enrolled with Identification Document C.C. 1711666865, with office at: Av. República de El Salvador N36-161 y Av. Naciones Unidas, Edificio "El Rey", 6to piso. Quito – Ecuador.

As our proxy to represent us in our name, according to the Law "Ley de Compañías" of the Republic of Ecuador, to whom it grants the powers indicated below, for a period until September 30th, 2011. If the company will be sold to another shareholder before this date this proxy ceases latest upon closing, if not revoked before.

1. To represent legal, judicial and extrajudicial.
2. To realize all the legal acts and businesses that have effects in national territory
3. Answer the demands and to fulfill the obligations contracted.
4. To present judicial or extrajudicial demands against third parties, for the fulfillment of the contractual obligations
5. To represent in the Shareholders Meeting of the Company, to take part in the deliberation described in the attached Agenda, vote on any resolution, and, generally, to exercise at said meeting all those same powers and rights which the undersigned itself would exercise if it were an individual member present in person at said meeting and to do any act in connection with the representation hereby authorized which may be necessary or useful therefore

Signed in Munich/Amsterdam,
this April 20th, 2011.

EN OVERSEAS HOLDINGS B.V.

Stephen Juge
Director A

Sander Rep
Director B
20 May 2011

CARTA-PODER

Nosotros, **EN OVERSEAS HOLDINGS B.V.**, una compañía de responsabilidad limitada, debidamente organizada bajo las leyes de los Países Bajos, como accionistas en el capital social de **Siemens Enterprise Communications S.A.**, con Registro Único de Contribuyentes No. 1792053048001, (La "Compañía"), una compañía organizada bajo las leyes de Ecuador, a través del presente autorizamos a:

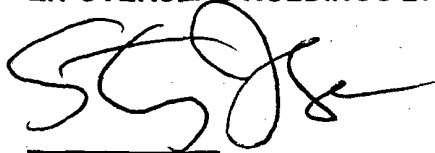
Carla Renata Martinez Yerovi, de nacionalidad ecuatoriana, de profesión abogado, identificado con la cédula de identidad N° 1792053048001, domiciliado en la ciudad de Quito- Ecuador, en Av. República de El Salvador N36-161 y Av. Naciones Unidas, Edificio "El Rey", 6to piso.

Como nuestro apoderado para representarnos conforme a la Ley de Compañías de la República del Ecuador, a quien confiere los siguientes poderes, con plazo hasta Septiembre 30 del 2011. Si la empresa se vendió a otro accionistas antes de esta fecha este proxy última termina al cierre, si no es revocada antes.

- 1- Representar legal, judicial y extrajudicialmente.
- 2- Realizar todos los actos jurídicos y de negocios que tienen efectos en territorio nacional.
- 3- Contestar demandas y cumplir con las obligaciones contratadas.
- 4- Presentar demandas judiciales y extrajudiciales, contra terceros para el cumplimiento de las obligaciones contractuales.
- 5- Representar en la Junta de Accionistas de la Compañía, para tomar parte en la deliberación conforme la agenda anexa, votar en cualquier resolución, y de forma general ejercitar en la reunión mencionada todos los mismos poderes y derechos que el representado hubiese ejercitado de haber estado presente en persona en la reunión mencionada y a efectuar cualquier acción que sea necesaria o útil en conexión con la representación otorgada y autorizada en el presente,.

Firmado en Monaco/Amsterdam,
el día Abril 20 del 2011.

EN OVERSEAS HOLDINGS B.V.



Stephen Juge

Director ARAZON: YO, DR. HUMBERTO NAVAS DAVILA NOTARIO
QUINTO DEL CANTON QUITO, CERTIFICO Y DOY FE
QUE LA COPIA FOTOSTATICA DEL DOCUMENTO QUE
ANTECEDE EN FOJAS ES FIEL COPIA DE SU
ORIGINAL QUE ESTUVO A MI VISTA, ESTA RAZON NO
IMPLICA JUICIO ALGUNO EN CUANTO A LA FORMA Y
CONTENIDO DEL DOCUMENTO

QUITO, A 11 JUL 2012 DE



Sander Rep

Director B



Luis Humberto Navas D.
Quito Ecuador