



**NOTARIA VIGESIMA CUARTA  
DEL CANTON QUITO**

**DR. SEBASTIAN VALDIVIESO CUEVA**  
*Notario*

**COPIA:**

PRIMERA

**DE LA ESCRITURA DE:**

PROTOCOLIZACIÓN DE LA COPIA CERTIFICADA  
Y TRADUCCION DEL PODER

**OTORGADA POR:**

LA COMPAÑÍA HOLDING GRUPO TV CABLE S.A..

**A FAVOR DE:**

SR. JORGE SCHWARTZ REBINOVICH

**EL:**

07 DE ENERO DE 2009

**CUANTÍA:**

INDETERMINADA

**Quito, a 07 DE ENERO DE 2009**

**Telefax: (00593-2) 2 549-528 / 2 543-160**

**Dirección: Veintimilla E5-13 y Juan L. Mera**

**Edificio: Wandemberg 4to. Piso**

**e mail: vvaldivieso@andinanet.net**

**QUITO-ECUADOR**

Quito, 06 de Enero de 2009

Señor Doctor  
Sebastián Valdivieso  
NOTARIO VIGÉSIMO CUARTO DEL CANTÓN QUITO  
Veintimilla E-513 y Juan León Mera  
Ed. Wandenberg. Piso 4  
Quito.-

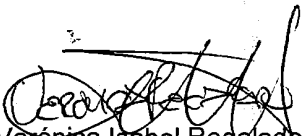
**REFERENCIA EXTERNA:** Protocolización de Documentos

**REFERENCIA INTERNA:** H.2

De nuestras consideraciones:

Por medio de la presente solicito se sirva Protocolizar los documentos que adjunto a la presente y se emitan CINCO (5) copias auténticas.

Atentamente,

  
Abg. Verónica Isabel Regalado R.  
Matrícula No. 8.661 C.A.P.

VRR



QUITO GUAYAQUIL

Av. Amazonas 4600 Victor Emilio Estrada #814-A,  
Ed. Exprocom, piso 10 entre Huayacanes y Higuera  
Telf.: (593 2) 226 6062 Telf.: (593 4) 238 6665  
Fax: (593 2) 226 6061

ECUADOR ejyv@uio.satnet.net



I, Dawnalee Hodge, Assistant Secretary of Mossack Fonseca & Co. (B.V.I.) Ltd., Registered Agent of **HOLDING GRUPO TV CABLE S.A.**, **HEREBY CERTIFY**, that the attached is:

- the original Minutes of Meeting of the Directors and its Spanish translation; and
- the original Power of Attorney and its Spanish translation;

for **HOLDING GRUPO TV CABLE S.A.**, a BVI Business Company incorporated in the British Virgin Islands on the 24<sup>th</sup> day of November, 2008 as BC No. 1511446.

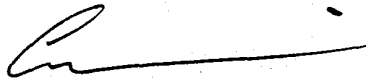
  
Dawnalee Hodge, Assistant Secretary  
**MOSSACK FONSECA & CO. (B.V.I.) LTD.**  
Registered Agent

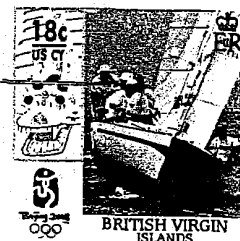
**TORTOLA**

**VIRGIN ISLANDS**

I hereby certify that Dawnalee Hodge signed the above declaration in my presence.

Dated this 10<sup>th</sup> day of December, 2008.

  
Charles Kerins- NOTARY PUBLIC  
125 Main Street  
P.O. Box 144  
Road Town, Tortola  
British Virgin Islands



**APOSTILLE**

(Convention de la Haye du 5 Octobre 1961)

1. Country: British Virgin Islands  
This public document
1. has been signed by Charles Kerins
2. acting in the capacity of Notary Public
3. Bears the seal/stamp of Charles Kerins
5. at Road Town
6. the 11<sup>th</sup> Dec. 2008
7. by Deputy Governor
8. No. 6 91227
9. Seal/stamp 10.

Signature

  
Deputy Governor



**HOLDING GRUPO TV CABLE S.A.**  
(the "Company")

Minutes of a Meeting of the Directors held on 24<sup>th</sup> November , 2008.

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**NOTICE:** Notice to this Meeting was waived by all persons entitled thereto.

**PRESENT WERE:**

Jorge Eljuri Antón  
Siamak Sohail Kamranpour  
Santiago Salem Kronfle  
Alfredo Adum Ziade  
Marjorie Adum Ziade  
Jorge Schwartz Rebinovich  
Francisco Vivanco Riofrío

**CHAIRMAN OF THE MEETING:**

Jorge Schwartz Rebinovich, Director of the Company, was elected Chairman.

**SECRETARY OF THE MEETING:**

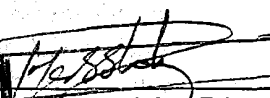
Francisco Vivanco Riofrío, Director of the Company, was elected Secretary of the Meeting and acted as such, recording the minutes thereof.

**IT WAS RESOLVED:**

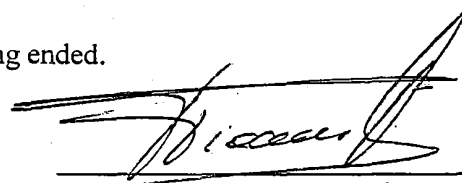
1. To authorize, as in effect is authorize to the directors of the Company Mr. Jorge Schwartz and Mr. Francisco Vivanco to issue and signed for and behalf of the Company power of attorney in favor of **Mr. Jorge Schwartz Rebinovich**.
2. To grant, as it is in effect granted, a Power of Attorney in favour of **Mr. Jorge Schwartz Rebinovich**, to act pursuant to the powers described on the attached pages.

**TERMINATION:**

There being no other business, the Meeting ended.

  
Notaria 40  
Jorge Schwartz Rebinovich - Director  
Chairman of the Meeting  
Quito - Ecuador

Dr. Oswaldo Mejía Espinosa

  
Francisco Vivanco Riofrío- Director  
Secretary of the Meeting



TRADUCCIÓN

**HOLDING GRUPO CABLE S.A.**  
(la "Compañía")

Acta de una Reunión de los Directores celebrada el día 24 de noviembre de 2008.

AVISO: Se dio la renuncia al aviso de convocatoria por parte de quienes tienen derecho a ello.

PRESENTES ESTUVIERON:

Jorge Eljuri Antón  
Siamak Sohail Kamranpour  
Santiago Salem Kronfle  
Alfredo Adum Ziade  
Marjorie Adum Ziade  
Jorge Schwartz Rebinovich  
Francisco Vivanco Riofrío

PRESIDENTE DE LA REUNIÓN:

Jorge Schwartz Rebinovich, director de la Compañía, fue elegido como Presidente de la reunión.

SECRETARIA DE LA REUNIÓN:

Francisco Vivanco Riofrío, director de la Compañía, fue elegido como Secretario de la reunión.

SE RESOLVIÓ:

1. Autorizar, como por este medio se autoriza a los directores de la Compañía señor Jorge Schwartz y Señor Francisco Vivanco a emitir y firmar en y representación de la Compañía poder a favor del señor Jorge Schwartz Rebinovich.
2. Otorgar, como en efecto se otorga, Poder a favor del señor Jorge Schwartz Rebinovich, para actuar conforme a las facultades descritas en las páginas adjuntas.

CIERRE:

No habiendo otro asunto de que tratar, la sesión fue clausurada.

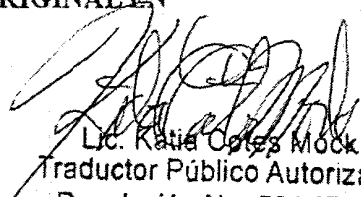
(fdo.) (ilegible)

Jorge Schwartz Rebinovich – Director  
Presidente de la Reunión

(fdo.) (ilegible)

Francisco Vivanco Riofrío - Director  
Secretario de la Reunión

LO ANTERIOR ES TRADUCCIÓN FIEL Y COMPLETA DE SU ORIGINAL EN  
IDIOMA INGLES. PANAMÁ, 24 DE NOVIEMBRE DE 2008.

  
Lic. Katia Ojeda Mock  
Traductor Público Autorizado  
Resolución No. 521-IP-75  
del 25/10/96

## POWER OF ATTORNEY

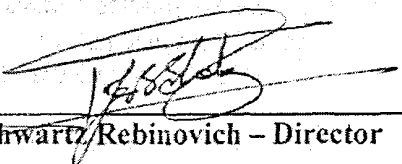
We, **Jorge Schwartz Rebinovich**, and, **Francisco Vivanco Riofrío**, Directors of **HOLDING GRUPO TV CABLE S.A.** ("the Company"), duly authorized for this act by a resolution of the directors issued on 24 November, 2008, do hereby grant, in the name and on behalf of the Company, a general power of attorney in favour of **Mr. Jorge Schwartz Rebinovich**, ("the Attorney in-fact") to act individually according to the following powers:

To manage the Company, without any limitation, through acts of simple administration as well as through acts of disposition; to enter into or carry out contracts or acts of any kind or description in the name of the Company and more specifically but not limited to the powers granted hereinafter:

To borrow or lend moneys with or without security, to purchase products, merchandise, securities, stocks and movable or immovable goods or property, for cash or on credit; to open or close branches or offices in any country of the world; to pledge, mortgage, lease, assign, exchange, deliver, charge and sell any movable or immovable assets of the Company; to collect, receive and claim moneys, products or any other things which may be owed to the Company and issue the respective receipts therefor; to open bank accounts in the name of the Company at any bank, banks or credit institutions, draw against the same and determine the or those other persons who individually or jointly could do so, and establish the rules for the operation of the same, deposit funds on those accounts and endorse checks payable to the Company; to purchase or rent safe deposit boxes at any institution which has such a service for the use of the Company and, subject to the rules and regulations of such institutions, have access to each and all such safe deposit boxes which may be in the name of the Company; to draw and issue drafts, promissory notes and acceptance bills; to settle or submit to arbitration or litigation any dispute in which the Company may be involved; and to appoint and constitute all kinds of agents, lawyers, solicitors and attorneys-in-fact, whether general or special, delegating all or part of the herein granted powers, and to revoke such delegations.

The power of attorney herein granted may be used and exercised by **Mr. Jorge Schwartz Rebinovich** the Attorney in-fact to act individually in any part of the world, including any country, state, colony, province, municipality or political sub-division of any country.

Issued and signed this 24, November 2008.

  
C.S.V.  
**Jorge Schwartz Rebinovich - Director**

  
**Francisco Vivanco Riofrío- Director**



**Dr. Oswaldo Mejía Espinosa**

