

Cuenca, 13 de julio de 2018

Señor:

Juan José Espinoza Mora
Gerente General de la Compañía
ECUAPAYPHONE C.A.
Ciudad. -

De mi consideración:

En la ciudad de Cuenca a los 13 días del mes de julio de 2018, entre los señores, **CEDENTE:** Señor Juan José Espinoza Mora, portador de la Cédula de Ciudadanía Nro. 010283662-4, accionista de la Compañía ECUAPAYPHONE C.A., quien tiene a su haber 212.616 (DOSCIENTOS DOCE MIL SEISCIENTOS DIEZ Y SEIS) Acciones del valor nominal de USD\$1,00 Dólar de los Estados Unidos de América por cada acción, y por otra parte, en calidad de **CESIONARIO:** El Señor Ernesto José Leal Medal, portador del Pasaporte Nicaragüense Nro. C02200892 en calidad de Representante Legal de la Compañía ELCOTT TRADING LTD. de nacionalidad Islas Vírgenes Británicas de conformidad con la documentación adjunta.

Los intervinientes son de nacionalidad ecuatoriana y nicaragüense en su orden, en forma libre y voluntaria, convienen en celebrar el presente contrato de **TRANSFERENCIA DE ACCIONES**, de acuerdo a lo siguiente:

El compareciente, Juan José Espinoza Mora, en la calidad que interviene como accionista de la compañía, transfiere al Señor Ernesto José Leal Medal, portador del Pasaporte Nicaragüense Nro. C02200892 en calidad de Representante Legal de la Compañía ELCOTT TRADING LTD., la cantidad de 101.816 (CIENTO UN MIL OCHOCIENTOS DIEZ Y SEIS) acciones del valor nominal de USD\$1,00 Dólar de los Estados Unidos de América, cada una, reservándose para si el resto de acciones.

Esta transferencia equivale al 12.727% de su participación accionaria dentro de la compañía, conservando 110.800 (CIENTO DIEZ MIL OCHOCIENTAS) acciones a su favor. Debiendo informarse sobre estos particulares a la Intendencia de Compañías de este Cantón dentro de los 8



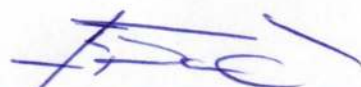
(OCHO) días hábiles posteriores a la Inscripción en el libro de acciones y accionistas por intermedio de la Gerencia.

Las partes de mutuo acuerdo fijan el valor nominal los títulos, es decir la suma de USD\$101.816 (CIENTO UN MIL OCHOCIENTOS DIEZ Y SEIS con 00/100) Dólares de los Estados Unidos de América por concepto de TRANSFERENCIA de las 101.816 (CIENTO UN MIL OCHOCIENTOS DIEZ Y SEIS) Acciones que tiene en la compañía pagaderos a la fecha de suscripción de las partes del presente instrumento.

Para constancia de la transferencia que se deja especificada, firman en unidad de acto para los fines legales pertinentes.

Atentamente,

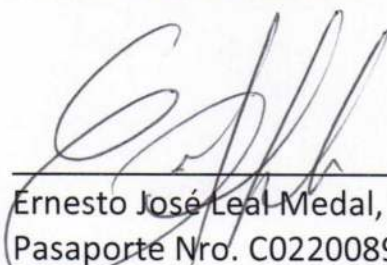
FIRMA DEL CEDENTE



Juan José Espinoza Mora
C.C. 0102836624

María Carolina Vivar Cordero
C.C. 0104455308

FIRMA DEL CESIONARIO



Ernesto José Leal Medal,
Pasaporte Nro. C02200892

CÉDULA CEDENTE

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL
IDENTIFICACIÓN Y CÉDULACIÓN

CÉDULA DE CIUDADANÍA No. **010283662-4**

APellidos y Nombres
ESPIÑOZA MORA JUAN JOSE

Lugar de Nacimiento
AZUAY CUENCA

GIL RAMIREZ DAVALOS

FECHA DE NACIMIENTO 1978-11-06

NACIONALIDAD ECUATORIANA

SEXO M

ESTADO CIVIL CASADO

MARIA CAROLINA VIVAR CORDERO



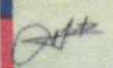
INSTRUCCIÓN SUPERIOR **PROFESIÓN / OCUPACIÓN**
ESTUDIANTE **E33432242**

APellidos y Nombres del Padre
ESPIÑOZA JOSE MIGUEL

APellidos y Nombres de la Madre
MORA MARCIA ELIZABETH

Lugar y Fecha de Expedición
CUENCA 2012-10-10

Fecha de Expiración
2022-10-10



REPÚBLICA DEL ECUADOR
CERTIFICADO DE VOTACIÓN, DUPLICADO,
EXENCIÓN O PAGO DE MULTA

Consulta Popular y Referéndum 2018
010283662-4 014 - 0197

ESPIÑOZA MORA JUAN JOSE
AZUAY CUENCA

SAN SEBASTIAN
6 USD: 0

DELEGACION PROVINCIAL DE AZUAY - 001
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CÉDULA CÓNYUGE CEDENTE

REPÚBLICA DEL ECUADOR
DIRECCIÓN GENERAL DE REGISTRO CIVIL
IDENTIFICACIÓN Y CEDULACIÓN

CÉDULA DE CIUDADANÍA N° 010445530-8

APELLIDOS Y NOMBRES
VIVAR CORDERO MARIA CAROLINA

LUGAR DE NACIMIENTO
CUENCA
SAN BLAS

FECHA DE NACIMIENTO 1966-01-07

NACIONALIDAD ECUATORIANA

SEXO F

ESTADO CIVIL CASADA
JUAN JOSE ESPINOZA MORA



INSTRUCCIÓN SUPERIOR **PROFESIÓN / OCUPACIÓN**
DISEÑO DE INTERIOR

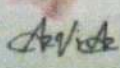
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APELLIDOS Y NOMBRES DEL PADRE
VIVAR FERNANDO ENRIQUE

APELLIDOS Y NOMBRES DE LA MADRE
CORDERO ANA BEATRIZ

LUGAR Y FECHA DE EXPEDICIÓN
CUENCA
2012-10-10

FECHA DE EXPIRACIÓN
2022-10-10



CERTIFICADO DE VOTACIÓN
4 DE FEBRERO 2018

029 **029 - 368** **0104455308**
JUNTA N° NÚMERO CÉDULA

VIVAR CORDERO MARIA CAROLINA
APELLIDOS Y NOMBRES

AZUAY **CIRCUNSCRIPCIÓN:**
PROVINCIA

CUENCA **ZONA:**
CANTÓN

YANUNCAY
PARROQUIA



NOMBZAMIENTO
EMPRESA CESIONARIA

PODER ESPECIAL

CONSTE POR EL PRESENTE DOCUMENTO que los suscritos, Ernesto José Leal Medal y Andrés M. Sánchez, en su calidad de Directores de la sociedad **ELCOTT TRADING LTD.**, sociedad incorporada y existente de acuerdo con las leyes de las Islas Vírgenes Británicas (en adelante, "el Poderdante"), POR ESTE MEDIO RESUELVEN otorgar PODER amplio y suficiente, como en Derecho se requiere, a favor de **ERNESTO JOSÉ LEAL MEDAL** para que en nombre y en representación del Poderdante, pueda realizar los siguientes actos relacionados con su giro ordinario del negocio, y ejercer las atribuciones que se mencionan a continuación:

- a) Suscribir a nombre del Poderdante un contrato comercial y mercantil, público o privado, para la compra de acciones y acuerdos de sociedad relacionado con Payphone, así como un contrato de autorizaciones de uso de marca.
- b) Celebrar reformas, adendas, aclaratorias, terminación y liquidación, o cualquier tipo de acto que implique modificación de los dos contratos referidos en el literal anterior.

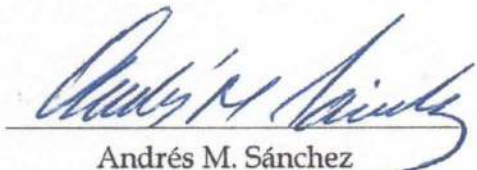
Por este instrumento, el Poderdante inviste al Apoderado de las facultades establecidas en este Poder para que ejecute todos los actos que sean antecedentes, nexos o consecuencia del fin propuesto, de modo de que nadie, por ningún motivo pueda alegar falta o indeterminación de poderes.

EN FE DE LO CUAL, este Poder es firmado hoy, 27 de septiembre de 2017.

ELCOTT TRADING LTD.



Ernesto José Leal Medal
Director



Andrés M. Sánchez
Director

ESTATUTOS
EMPRESA
CESIONARIA

IBC-No. 116190



British Virgin Islands
The International Business Companies Ordinance
(No. 8 of 1984 as Amended)

Memorandum of Association
and
Articles of Association
of

ELCOTT TRADING LTD.

Incorporated the 27th day of April, 1994.

Alemán, Cordero, Galindo & Lee Trust Limited

P.O. Box 3175
Road Town, Tortola
British Virgin Islands



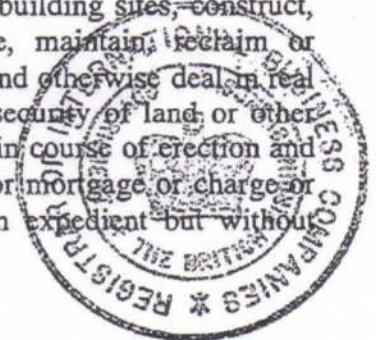
TERRITORY OF THE BRITISH VIRGIN ISLANDS
THE INTERNATIONAL BUSINESS COMPANIES ORDINANCE

(No. 8 of 1984 as Amended)

MEMORANDUM OF ASSOCIATION
OF

ELCOTT TRADING LTD.

1. The name of the company is: **ELCOTT TRADING LTD.**
2. The registered office of the Company will be situated at **P.O. Box 3175, Road Town, Tortola, British Virgin Islands** or at such other place within the British Virgin Islands as the directors may from time to time determine.
3. The registered agent of the Company will be **ALEMAN, CORDERO, GALINDO & LEE TRUST LIMITED, P.O. Box 3175, Road Town, Tortola, British Virgin Islands** or such other person or company being a person or company entitled to act as a registered agent as the directors may from time to time determine.
4. The objects for which the Company is established are:
 - (1) To buy, sell, underwrite, invest in, exchange or otherwise acquire, and to hold, manage, develop, deal with and turn to account any bonds, debentures, shares (whether fully paid or not), stocks, options, commodities, futures, forward contracts, notes, or securities of governments, states, municipalities, public authorities or public or private limited or unlimited companies in any part of the world, precious metals, gems, works of art and other articles of value, and whether on a cash or margin basis and including short sales, and to lend money against the security of any of the aforementioned property.
 - (2) To buy, own, hold, subdivide, lease, sell, rent, prepare building sites, construct, reconstruct, alter, improve, decorate, furnish, operate, maintain, reclaim or otherwise deal with and/or develop land and buildings and otherwise deal in real estate in all its branches, to make advances upon the security of land or other property or any interest therein, and whether erected or in course of erection and whether on first mortgage or charge or subject to a prior mortgage or charge or charges, and develop land and buildings as may seem expedient but without



prejudice to the generality of the foregoing.

- (3) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable), bonds, mortgages, or any other securities founded or based upon all or any of the assets or property of the Company or without any such security and upon such terms as to priority or otherwise as the Company shall think fit.
- (4) To engage, in any other business or businesses whatsoever, or in any act or activity, which are not prohibited under any law for the time being in force in the British Virgin Islands.
- (5) To do all such other things as are incidental to or the Company may think conducive to the attainment of all or any of the above objects.

And it is hereby declared that the intention is that each of the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be an independent main object and be in nowise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

5. The Company has no power to:

- (1) carry on business with persons resident in the British Virgin Islands;
- (2) own an interest in real property situated in the British Virgin Islands, other than a lease of property for use as an office from which to communicate with members or where books and records of the company are prepared or maintained;
- (3) carry on banking or trust business unless it is licensed under the Banks and Trust Companies Act, 1990;
- (4) carry on business as an insurance or a reinsurance company, insurance agent or insurance broker, unless it is licensed under an enactment authorizing it to carry on that business;
- (5) carry on business of company management unless it is licensed under the Company Management Act, 1990; or
- (6) carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.

The Company shall have perpetual existence.

The Company shall be issued in the currency of the United States of

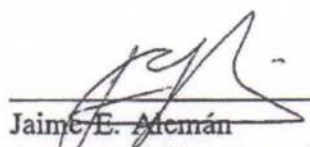


8. The authorized capital of the Company is US\$50,000.00 divided into 50,000 shares with a par value of US\$1.00 each. The directors shall by resolution determine, at their discretion, and from time to time, how many shares thereof are to be issued as registered shares and how many shares thereof are to be issued as bearer shares. Registered shares may be exchanged for shares issued to the bearer, and shares issued to bearer may be exchanged for registered shares.
9. The shares shall be divided into such number of classes and series as the directors shall by resolution from time to time determine and until so divided shall comprise one class and series.
10. The directors shall by resolution have the power to issue any class or series of shares that the Company is authorized to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions.
11. Where shares are issued to bearer, the bearer, identified for this purpose by the number of share certificate, shall be requested to give to the Company the name and address of an agent or attorney for service of any notice, information or written statement required to be given to members, and service upon such agent or attorney shall constitute service upon the bearer of such shares. In the absence of such name and address being given it shall be sufficient for purpose of service for the Company to publish the notice, information or written statement in a newspaper circulated in the British Virgin Islands and in a newspaper in the place where the Company has its principal office.
12. The Company shall by resolution of the directors have the power to amend or modify any of the conditions contained in this Memorandum of Association and to increase or reduce the authorized capital of the Company in any way which may be permitted by law.



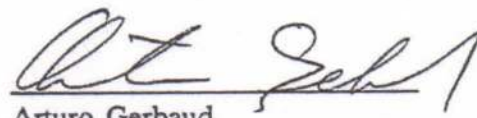
We, **ALEMAN, CORDERO, GALINDO & LEE TRUST LIMITED**, of P.O. Box 3175, Road Town, Tortola, British Virgin Islands, being a licenced trust company, for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to this Memorandum of Association.

FOR: **ALEMAN, CORDERO, GALINDO & LEE
TRUST LIMITED**


Jaime E. Aleman
Authorized Signatory

DATED this *27th* day of *April*, 19*94*.

WITNESS to the above signature:


Arturo Gerbaud
c/o P.O. Box 3175
Road Town, Tortola
British Virgin Islands



FIRMA DEL TITULAR - BEARER'S SIGNATURE

01 JUN/JUN 27



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PASAPORTE
REPRESENTANTE LEGAL
CESIONARIO