

## POWER OF ATTORNEY

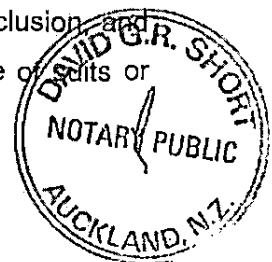
I Karen Anne Marshall acting in my capacity as a director of Premier Stock Investments Limited ("the Company") hereby appoint Carlos Mata of Urbanziacion La Ribera de Batan No. 130, Km 8 Via Samborondon, Guayaquil, Ecuador as my Agent (attorney-in-fact) to act for me in any lawful way with respect to the following subjects and provided that Carlos Mata informs me in writing within 30 days of any reliance being placed on this power of attorney or any powers being exercised pursuant to same:

TO GRANT ALL OF THE FOLLOWING POWERS.

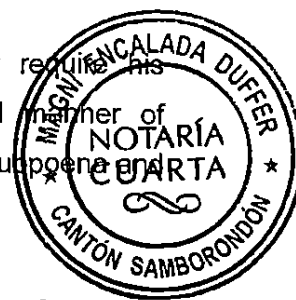
### A) GENERAL POWERS FOR LITIGATION:

**ONE)** To appear before any Courts of Law and Hearings, either ordinary or special, of any level or jurisdiction, and before any other authority, Magistracy, Government Attorney's Office, Notary Public's Office, Public Registry, Tax Authority or Agency, State office or official, Central Government, Autonomous Community, Province, Municipality or any other local entities, autonomous bodies, and other public entities, including international bodies and other Entities established or to be established, in any of their branches, agencies, and services; and to file, follow through and bring to a conclusion before them, as plaintiff, defendant, third party, claimant, or in any other capacity, all manner of actions, lawsuits, and proceedings, whether civil, criminal, administrative, social, contentious-administrative, financial-administrative, labor-related, governmental, notarial, mortgage-related, tax-related, voluntary jurisdiction proceedings or any other type.

**TWO)** In all such cases, to bring, reply to, and follow through all kinds of actions, suits, complaints, proceedings, charges, exceptions and pleas, throughout all their procedures and formalities and up to their conclusion, and to bring any other causes of action and to request discontinuance of suits or



proceedings, exercising such powers in whatever cases may require his personal ratification; to sign and submit writs and attend all manner of proceedings; and to request and receive any service of process, subpoena and summons.



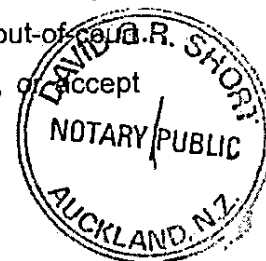
**THREE)** To send, receive and respond to injunctions and service of process; file appeals and any other action prior to proceedings.

**FOUR)** To challenge witnesses; supply and challenge evidence, waive evidence and transfer of proceedings. Reply to interrogatories and testify in lawsuits and in any kind of questioning stipulated by law.

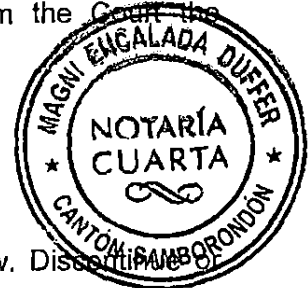
**FIVE)** To request judicial authorizations, file inheritor statements and declarations of title; request accruals, settlements and appraisal of court costs; institute jurisdiction disputes and raise questions of competence; institute pretrial, preparatory or prior proceedings; and carry forth other incidental matters until the relevant court order is issued or ruling rendered.

**SIX)** To prosecute appeals, including governmental and contentious-administrative appeals, and those for reversal, reform, petition, pleading, manifest injustice, reconsideration, grievance, nullity, and lack of jurisdiction; file and prosecute actions for enforcement of constitutional rights before the Constitutional Court, in addition to extraordinary appeals for rescission of judgment or cassation interest and extraordinary appeals for breach of procedure, and others according to law; and, in general, to perform, without limitation, what the respective laws of procedure allow.

**SEVEN)** To request, furnish, lift or pay off embargos, seizures, deposits, foreclosures, injunction as well as to request administration, intervention or any other measure of preservation, security, prevention or guarantee, and modify or terminate them; and to designate experts. Take part in court or out-of-court auctions, and assign rights awarded in an auction to third parties, or accept



assignments or transfers that others may make to the Company; request injunctions, evictions, take possession of goods and chattels or real estate required as the consequence of lawsuits in which they are a party. Furnish securities; make judicial deposits, as well as receive from the Court the amounts deposited as the price of auction.



**B) SPECIAL POWERS FOR LITIGATION:**

**ONE)** To file extraordinary appeals for cassation and review. Discontinue or withdraw from any appeal, including the abovementioned. Institute the disqualification of Judges and Magistrates.

**TWO)** To hold conciliation proceedings, with or without a settlement, where cases of acts of disposal are involved. Negotiate settlements and agreements; submit to arbitration any disputed matters or others that arise subsequently. Grant personal ratifications on behalf of the Company. Waive or acknowledge rights; accept or abide by; waive debated legal action or lawsuit, or abandon them; accept and reject proposals from the debtor, as well as make declarations that may lead to dismissal or discontinuance of the proceedings in view of out-of-court settlement or supervening lack of cause of action.

**THREE)** To receive amounts, whether in compensation or not, resulting from judicial decisions favorable to the Company, whether in the name of the Company or the Attorney.

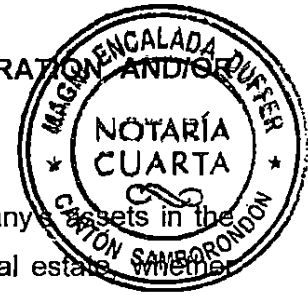
**FOUR)** To secure attestation of notarial certificates of attendance, injunction, service of process, reference, notarization, or others for evidence; remittance of writs, presentation, voluntary deposit or , including taking part in auctions in the presence of a notary public.

**FIVE)** To institute and appear personally in proceedings to stop payment for reduction of amounts or extension of terms of payment, at creditors' meetings.



or bankruptcy proceedings, and to carry them through to their conclusion; and, especially, to take part with full say and voting rights in insolvency proceedings and for approval of the respective intercreditor agreement; and to appoint Trustees and administrators, auditors and members of the court. Settle and adjust credits, collect credits and contest transactions and agreements, accept positions on and appoint members of conciliation bodies.

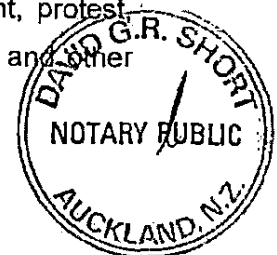
**C) GENERAL POWER OF ATTORNEY FOR ADMINISTRATION AND/OR DISPOSITION IN THE REPUBLIC OF ECUADOR**



**ONE)** To administer, control, govern, dispose of the Company's assets in the Republic of Ecuador and all its goods and chattels and real estate, whether tangible or intangible, present or future, and to sell, acquire, exchange, assign, transfer, mortgage or pledge, payment in kind, and in any other way dispose of said assets, be they exclusively owned or co-owned proindiviso by the Company, or in partnership with individuals or body corporates.

**TWO)** To purchase, sell, or otherwise acquire and dispose of real estate, shares in Ecuadorian Companies, bonds, securities, products, negotiable instruments, and other effects, as well as to discount, guarantee, endorse, draw, and issue promissory notes, bills of exchange, drafts, bonds, and all types of negotiable instruments in general.

**THREE)** To open bank accounts of any kind, performing any type of bank operation and at any institution in Ecuador, whether a private or a government bank; draw on deposited funds that are to be deposited, or not (overdrafts), in checking accounts, savings accounts, or any other form; withdraw current or future cash deposits, securities, objects, merchandise, documents and correspondence from public offices and banking institutions, whether government or private; draw, sign, accept, reject, endorse, discount, protest, and pay off checks, bills of exchange, vouchers, promissory notes, and other commercial or civil credit instruments, receiving their amounts.



**FOUR)** To take out mortgage credits or loans, both chattel and simple, with or without collateral guarantees, real or personal, in cash, in mortgage securities, or otherwise.

**FIVE)** To enter into and make contracts with non-profit organizations and corporations (limited companies), limited partnerships, general partnerships and limited liability companies, joint-stock companies, or of any other nature, as well as to represent the stocks or shares of the Company in the General Stockholders' or Partners' Meetings.

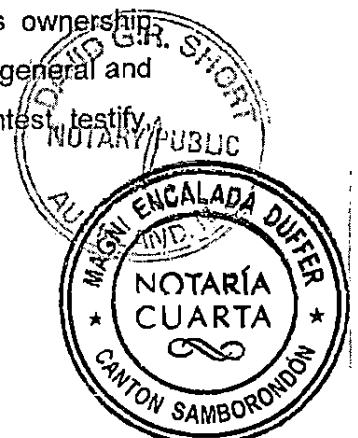
**SIX)** To rent safety boxes, request their opening or the opening of those already rented in the Company's name, and withdraw the contents therein.

**SEVEN)** To initiate, continue, discontinue, and terminate all types of administrative procedures before any government authority or agency in which the company may have a need or interest in acting and enforcing its rights in the Republic of Ecuador. Specially to file annually the required information to local authorities, specially Tax and Corporate authorities.

**EIGHT)** To determine and pay any kind of taxes, fees, or levies; file, claim, reject, make remarks to, accept, or contest tax assessments, appraisals, inventories, taxes, or statements.

**NINE)** To collect and receive, by private or judicial means, any amounts owed to the Company; give and demand receipts or bills of payment, for partial or full amounts; receive all manner of goods in payment of what is owed the Company and in lieu of mortgage or pledge security .

**TEN)** To act as the principal's representative and defend all its ownership rights, and interests of any other kind, the Attorney may use all the general and special powers that are conferred on him herein to file, oppose, contest, testify,



discontinue, accept discontinuances, settle, negotiate and prosecute all types of suits, whether legal, administrative, or of any nature, petitions, actions and exceptions.

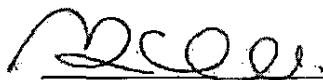
**ELEVEN)** All powers in this power of attorney are granted exclusively in favor of Mr Carlos Mata and Mr Carlos Mata shall have no powers of delegation in relation to any of the powers as outlined in this power of attorney.

THIS POWER OF ATTORNEY IS EFFECTIVE IMMEDIATELY AND WILL CONTINUE UNTIL IT IS REVOKED.


Choice of Law. THIS POWER OF ATTORNEY WILL BE GOVERNED BY THE LAWS OF NEW ZEALAND WITHOUT REGARD FOR CONFLICTS OF LAWS PRINCIPLES.

I am fully informed as to all the contents of this form and understand the full import of this grant of powers to my Agent.

I agree that any third party who receives a copy of this document may act under it. Revocation of the power of attorney is not effective as to a third party until the third party learns of the revocation. Signed this 15<sup>th</sup> day of October, 2013




Karen Anne Marshall, Director  
Premier Stock Investments Limited



David G. R. Short  
Notary Public  
170 Parnell Road  
Auckland, New Zealand

CERTIFICACIÓN DE COPIAS  
DOY FE que el documento compuesto en -8- fojas, es igual al original que se me exhibió y devuelvo al interesado.  
Samborondón, 22 MAY 2015

  
Ab. Magni Encalada Duffer  
NOTARIA

