



POWER OF ATTORNEY

EMPRONORTE OVERSEAS INC. LTD., a British Limited Company numbered **9517189**, whose registered office is situated at the 5B Sandringham Road, E8 2LR, London, United Kingdom (hereinafter referred to as "the Company") herein represented by its Registered Agent, **MARCO GRAUSO** (hereinafter referred to as "the Agent") does hereby grant a **General Power of Attorney** in favor of **GLADYS MARY ELJURI ANTON**, citizen of Ecuador (Passport number 0101083608) and **JUAN GABRIEL ELJURI ANTON**, citizen of Ecuador (Passport number 0100713049), hereinafter referred to as "the Attorneys", to manage the Company's affairs according to the following:

To act as its true and lawful attorneys-in-fact and in its name, place and stead, to do any and every act and exercise any and every power that the Company might or could do and that said attorneys-in-fact for the Company shall deem proper and advisable, intending hereby to vest in them a full and general Power of Attorney, being them able to act individually or joint, including but not limited to the following:

To purchase, alienate, transfer, sell, lease, pledge, mortgage, encumber, or dispose of in any way or manner, the movable or immovable, corporeal or incorporeal, property of the Company; to accept, endorse, collect, deposit and transfer checks, notes and any other negotiable instruments in its name; to open and to close any kind of bank account, to draw from accounts and the banking deposits of the Company, be they checking accounts, time deposits or against overdraft or any other kind of deposits.

To issue notes, sign, bills of exchanges as a drawer, acceptor, endorser or guarantor; accept obligations, be they of a commercial or civil nature; to represent the Company and in matters of disposition administrations as well as in all affairs of management and situations in which the Company has an interest, also in general partnerships or joint ventures; to buy or transfer stock or shares of any kind in other companies; to take part in Assemblies or meetings in order to make any kinds of agreements, including agreements of constitution, transformation, increase of capital and dissolution of companies; to attend, participate and be present in all kinds of Ordinary, Extraordinary or Universal General Meetings held in the company or companies of which **EMPRONORTE OVERSEAS INC. LTD.** is or becomes a partner or shareholder, intervening with voice and vote, signing the minutes and protecting or making protect the rights granted to the represented by law or by the statutes that govern the Company or Companies; to claim and receive in legal, judicial or extrajudicial form, the assets that the represented has or will have in the company or companies, in respect of utilities not received or withdrawn, and in proportion to the shares the represented owns; so, the attorneys-in-fact are authorized to sign any receipt or document related to the utilities or for any other reason; to negotiate, sell, assign or transfer, subscribe, endorse, exchange, pledge, encumber or give in trust, the shares the represented currently owns or will get to possess in the future in Companies of which it



is partner or shareholder, receiving the corresponding titles of shares or certificates of shares, as well as sign endorsements and notarial documents, notes or transfers, receipts and titles of shares or certificates of shares as it is required; to become the legal representative of the company, as plaintiff, defendant, third party or in any other form, in front of any office of the United Kingdom or abroad, be they judicial, administrative, concerning labor, or of any other nature, to substitute this power in whole or partially and to revoke the substitutions, to subscribe documents wherein the Company may be involved, as debtor or creditor; to make agreements using arbitrators or any other type or arrangement whatever and to complete any act or to enter into any contract that may be considered beneficial to the interests of the Company because it is the intention of this Power of Attorney to be exercised without any limitations whatsoever. It is hereby expressed that this Power of Attorney can be exercised inside the territory or in any other country.

The Power of Attorney herein granted may be used and exercised by **GLADYS MARY ELJURI ANTON** and **JUAN GABRIEL ELJURI ANTON**, individually or joint, to act in any part of the world, including any country, state, colony, province, municipality, or political subdivision of any country.

This Power of Attorney shall remain in full force and effect indefinitely, or until such time as expressly revoked by the Company or surrendered by the Attorneys-in-Fact.

Issued and signed on December 2nd, 2015, in the city of London, United Kingdom.

For and on behalf of **EMPRONORTE OVERSEAS INC. LTD.**,

Marco Grauso
Registered Agent
EMPRONORTE OVERSEAS INC. LTD.

NOTARÍA NOVENA DEL CANTÓN CUENCA

De acuerdo con la facultad prevista en el numeral 5 del Art. 78 de la Ley Notarial doy fe que la copia que acompaño en foja(s) es igual al original que me fue presentado para su confrontación.

Cuenca, E - 5 ENE 2016

Dr. Eduardo E. Palacios Sacoto
NOTARIO PUBLICO NOVENO DEL CANTÓN CUENCA

CERTIFICATE OF INCUMBENCY

Of

EMPRONORTE OVERSEAS INC. LTD.



We, VGV (UK) LTD., in our capacity as Registered Agent of **EMPRONORTE OVERSEAS INC. LTD.** (the "Company"), a Company existing under the Laws of the Republic of Panama, do hereby certify the following:

1. The name of the Company is **EMPRONORTE OVERSEAS INC. LTD.**
2. The Company was incorporated under the jurisdiction of the Republic of Panama on June 1st, 1992, numbered 260168, being the Registered Office in the Republic of Panama.
3. On March 30th, 2015, the Company moved its Registered Office to 5B Sandringham Road, E8 2LR, London, United Kingdom.
4. Since then, the Company exists under the provisions of United Kingdom Companies Act 2006 as Company numbered 9517189.
5. The Registered Agent of the Company is VGV (UK) LTD., 18 Soho Square, W1D 3QL, London, United Kingdom.
6. The Registered Office of the Company is 5B, Sandringham Road, E8 2LR, London, United Kingdom.
7. The Company issued 10.000 shares with a par value of £ 1.00 each of ordinary class.
8. In so far as is evidenced by the documents filed at the Registered Office, the Company is in existence and in good standing.
9. According to the documents filed on the Company's file as at December 2nd, 2015, there are no actions, pending or threatened, against the Company and no action has been taken to wind-up the Company or to appoint a receiver or manager.
10. According to our records the Company has not created any charges over its assets.
11. According to the records available at the Registered Office, the Director of the Company is:

Director:
Plutarco Cohen Camarano

Date Appointed:
March 30th, 2015

12. According to the records available at the Registered Office, the Shareholders of the Company are:

Shareholders:
MAGESTIC TRUST

No. of Shares:
10.000 Shares

13. According to the records available at the Registered Office, the Settlers and Beneficiaries of MAGESTIC TRUST are:

Mariano Retana Marín
Daniela Quesada Cordero

London, December 2nd, 2015

Marco Grauso

For and on behalf of
VGV (UK) LTD.
Registered Agent
Marco Grauso
Director

NOTARÍA NOVENA DEL CANTÓN CUENCA
De acuerdo con la facultad prevista en el numeral 5 del Art. 18
de la Ley Notarial doy fe que la copia que antecede en
foja(s) es igual al original que me fue presentado para
su confrontación.
Cuenca, a 6 ENE 2016

Dr. Eduardo E. Palacios Sgco
Dr. Eduardo E. Palacios Sgco
NOTARIO PUBLICO NOVENO DEL CANTON CUENCA

PODER NOTARIAL



EMPRONORTE OVERSEAS INC. LTD., una Sociedad de Responsabilidad Limitada Británica numerada **9517189**, con domicilio social situado en 5B Sandringham Road, E8 2LR, Londres, Reino Unido (en lo sucesivo se referirá como "la Compañía") representada por su agente registrado, **MARCO GRAUSO** (en lo sucesivo se referirá como "el Agente") por este medio concede un Poder Notarial General a favor de **GLADYS MARY ELJURI ANTON**, ciudadana Ecuatoriana (Pasaporte número 0101083608) y **JUAN GABRIEL ELJURI ANTON**, ciudadano Ecuatoriano (Pasaporte número 0100713049), en lo sucesivo se referirá como "Apoderado" para gestionar los asuntos de la Compañía de acuerdo a lo siguiente:

Para que, actúe como su verdadero y legítimo apoderado y en su nombre y lugar para ejercer cualquier acto y poder que la empresa realice y dicho apoderado estime adecuado y conveniente, siendo capaz de actuar de forma individual o conjunta, incluyendo pero no limitándose a lo siguiente:

Para adquirir, enajenar, transferir, vender, arrendar, preñar, hipotecar, gravar o enajenar de cualquier forma, los muebles o inmuebles tangibles o intangibles propiedad de la Compañía; aceptar, endosar, cobrar depósitos y transferencias de cheques, notas y cualquier otro instrumento negociable en su nombre; para abrir y cerrar cualquier tipo de cuenta bancaria; para retirar de las cuentas; depósitos bancarios de la empresa, ya sean cuentas corrientes, depósitos a plazo, sobregiros o cualquier otra clase de trámites.

Para emitir pagarés, letras de cambio como girador, aceptante, avalista o garante; aceptar obligaciones, ya sean de carácter comercial o civil; para representar a la Compañía en asuntos de administración, así como en todos los asuntos y situaciones en las que la Compañía tenga interés, también en asociaciones o empresas conjuntas; compra o transferencia de acciones o participaciones de cualquier tipo en otras empresas; participación en Asambleas o reuniones con el fin de realizar cualquier tipo de acuerdos, incluidos los de constitución, transformación, aumento de capital y disolución de sociedades; asistir, participar y estar presente en todo tipo de reuniones Ordinarias, Extraordinarias o Universales Generales celebradas en la empresa o empresas de las cuales **EMPRONORTE OVERSEAS INC. LTD.** es o será socio; intervenir con voz y voto; firmar actas y proteger los derechos reconocidos a los representados por la ley o por los estatutos que rigen la Compañía o Compañías; reclamar y recibir en forma legal, judicial o extrajudicial los activos que el representado tiene o tendrá en la compañía o compañías con respecto a las utilidades no recibidas o retiradas y en proporción a las acciones que el representado posee; el apoderado está autorizado a firmar cualquier recibo o documento relacionado con las utilidades o cualquier otro motivo; negociar, vender, ceder o transferir, suscribir, endosar, intercambiar, preñar, gravar o dar en fideicomiso las acciones que el representado actualmente posee o llegará a poseer en el futuro en las empresas en las que es socio o accionista; recepción de los correspondiente títulos de acciones o certificados de acciones, así como como endoso de documentos notariales, notas o transferencias, recibos y títulos de acciones o certificados de acciones, como es

requerido; a convertirse en representante legal de la empresa como demandante, demandado, tercero o cualquier otra forma ante cualquier oficina del Reino Unido o en el extranjero, ya sean judiciales, administrativas, en materia de trabajo o de cualquier otra naturaleza; para sustituir este poder en todo o en parte y revocar las sustituciones; a suscribir los documentos en el que la empresa puede estar implicada como deudor o acreedor; para hacer acuerdos utilizando árbitros o cualquier otro tipo o acuerdo; para completar cualquier acto o para participar en cualquier contrato que pueda ser considerado beneficioso para los intereses de la empresa, ya que es la intención de este Poder Notarial poder utilizarse sin limitaciones. Por el presente se expresa que este Poder Notarial puede ser ejercido dentro del territorio o en cualquier otro país.

Este Poder Notarial otorgado en este documento puede ser utilizado y ejercido por **GLADYS MARY ELJURI ANTON** y **JUAN GABRIEL ELJURI ANTON** para actuar individual o conjuntamente en cualquier parte del mundo, incluyendo, estado, colonia, provincia, municipio o subdivisión política de cualquier país.

Este Poder Notarial permanecerá en pleno vigor y efecto indefinidamente, o hasta el momento que sea revocado expresamente por la Compañía o por renuncia del Apoderado.

Expedido y firmado el 2 de diciembre de 2015, en la ciudad de Londres, Reino Unido.

En nombre y representación de **EMPRONORTE OVERSEAS INC. LTD.**,

(firma)

Marco Grauso
Agente Registrado
EMPRONORTE OVERSEAS INC. LTD.

TRANSLATED BY:
Ximena Malo
Date: **03/01/2016**
Signature: **Ximena Malo**

Wall Street

INSTITUTE
Ximena Malo
Firma Autorizada

CERTIFICATE OF INCUMBENCY

Of

EMPRONORTE OVERSEAS INC. LTD.

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Mariano Retana Marín
Daniela Quesada Cordero

London, December 2nd, 2015

Marco Grauso
For and on behalf of
VGV (UK) LTD.
Registered Agent
Marco Grauso
Director

NOTARÍA NOVENA DEL CANTÓN CUENCA
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Cuenca, a - 6 ENE 2016

Dr. Edgardo E. Palacios Sacolo
NOTARIO PÚBLICO NOVENO DEL CANTÓN CUENCA

