DE PINNA
NOTARIES

Yo, el infrascrito, **James Kerr MILLIGAN**, Notario Público de la Ciudad de Londres, Inglaterra, por la Autoridad Real debidamente admitido y juramentado,

CERTIFICO:

QUE la Carta Poder aquí anexa fue firmada y otorgada como el acto de la Sociedad inglesa denominada **"ISS GROUP HOLDINGS LIMITED"**, sociedad privada de responsabilidad limitada debidamente constituída, organizada y existente de acuerdo con la ley inglesa, en actual funcionamiento, e inscrita en la Oficina de Registro de Sociedades de Inglaterra y Gales bajo el número **3650395**, con domicilio social en Units 6-7, Lakeside Business Village, Fleming Road, Chafford Hundred, Essex RM16 6YA, Inglaterra, por los Señores Don **John HORROCKS** y Don **Simon Edward John TORY**, cuyas identidades me constan, uno de los Administradores y el Secretario, respectivamente, de la referida Sociedad;

QUE la referida Carta Poder, así firmada, obliga a la referida Sociedad otorgante y es válida bajo las leyes de Inglaterra;

Y QUE es auténtica la firma suscrita en verificación de la también adjunta copia del Acta de una Reunión del Consejo de Administración de la referida **"ISS GROUP HOLDINGS LIMITED"**, por ser del *puño y letra* del citado Señor Don **Simon Edward John TORY**, Secretario de la referida Sociedad.

Y PARA QUE CONSTE donde y como convenga y fuere necesario expido el presente Certificado que firmo y sello en Londres, el día de hoy cinco de febrero del año dos mil siete.

James Kerr MILLIGAN
Notario Público de Londres, Inglaterra

Es Conforme a su Original
Lo Certifico.

Dr. ... Aycart Vincenzini
Notario Trigésimo Guayaquil

23 ABR 2012

CANTÓN GUAYAQUIL

APOSTILLE
(Hague Convention of 5 October 1961 / Convention de La Haye du 5 octobre 1961)

UNITED KINGDOM OF GREAT BRITAIN AND NORTHERN IRELAND

1. Country: United Kingdom of Great Britain and Northern Ireland
   Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord

This public document / Le présent acte public

2. Has been signed by / a été signé par **James Kerr Milligan**
3. Acting in the capacity of / agissant en qualité de **Notary Public**
4. Bears the seal/stamp of / est revêtu du sceau/timbre de **The Said Notary Public**

Certified/Attesté

5. at London/à Londres
6. the/le **05 February 2007**
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs / par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.
8. Number/sous No **H279271**
9. Stamp: / timbre: Signature: **N. Donkor**

Es Conforme a su Original
Lo Certifico.

Dr. Piero Aycart Vincenzini
Notario Trigésimo Guayaquil

23 ABR 2012

FOREIGN AND COMMONWEALTH OFFICE

For the Secretary of State / Pour le Secrétaire d'Etat

...tion of 5 October

CARTA PODER

Yo, **John Horrocks** en calidad de Director y yo Simon Tory Secretario de la compañía **ISS GROUP HOLDINGS LIMITED** empresa de nacionalidad Inglesa, calidad que legitimamos con la copia del nombramiento, otorgamos por este instrumento Poder a favor del **Sr. Jaime Otero Tassara**, para que a nombre de nuestra representada pueda celebrar todo tipo de actos y contratos, ceder acciones de la compañía en el capital accionario que tiene **INCHCAPE SHIPPING SERVICES S.A. ISS GRUPO**, empresa constituida bajo las leyes del Ecuador, debiendo informar de dicha gestión a los mandantes, y comparecer a juntas generales de accionistas y tomar las resoluciones correspondientes de **INCHCAPE SHIPPING SERVICES S.A. ISS GRUPO**, quedando autorizado para delegar el presente poder.

El ejercicio del mandato aquí conferido representa la aceptación del Poder.

Firma,

p. **ISS GROUP HOLDINGS LIMITED**

Es Conforme a su Original
Lo Certifico.

Dr. Piero Aycart Vincenzini
Notario Trigesimo Guayaquil

23 ABR 2012

ISS GROUP HOLDINGS LIMITED

Minutes of a meeting of the Board of Directors of the Company held at Suite 504, The Chambers Chelsea Harbour London SW10 0XF on 7th September 2006 at 11.30 a.m.

Present: Gary Carpenter (Chairman)
John Horrocks
Claus Hyldager (By telephone)
~~Christopher Whiteside (By telephone)~~ Deleted

1. Appointment of Directors

IT WAS RESOLVED that John Horrocks, having consented so to act be and is hereby appointed as a director of the company with immediate effect.

IT WAS RESOLVED that Christopher Whiteside, having consented so to act be and is hereby appointed as a director of the company with immediate effect.

2. Change of Registered Office

IT WAS RESOLVED that the Registered office of the Company be changed with immediate effect to:

Units 6/7 Lakeside Business Village
Fleming Road
Chafford Hundred
Essex RM16 6YA.

3. Meeting Closure

There being no further business the meeting was closed.

Signed and Approved by the Chairman

Es Conforme a su Original
Lo Certifico.

Dr. Piero Aycart Vincenzini
Notario Trigésimo Guayaquil

2 3 ABR 2012

I hereby certify that this is a true copy of the original

Simon Tory
Company Secretary

19. Internal Audit

The new Internal Audit report was noted and DS commented upon the methodology and the key individuals involved, being Mr Tory and Mr Khadalia.

It was noted that several North American units had failed to comply with the directive that all orders placed for principals services must declare that we act as agent, and must also disclose the name of the principal. SH was requested to ensure that all units comply in future. **SH**

The failure to report a dispute with a principal in San Juan was also noted, and DS undertook to circulate all RFD's, requesting that they remind all units of the necessity to disclose disputes and problems. **DS**

20. Management Changes

JM noted that DS would be resigning from the Board effective 28th of October 1999 and leaving the company on the 31st of October. He thanked DS for his contribution to the company, particularly during the pre-acquisition period.

Consequent to the resignation of DS it would be necessary to appoint a new company secretary for the company and it was resolved that Simon Tory (having consented so to act) be appointed as secretary to the company effective 28th October 1999. **GBC**

21. AOB

21.1 Non-Executive Directors

JM advised that Mr Eryl Morris and Mr Peter Simonis had accepted invitations to join the Board, the former as Non-Executive Chairman, and that they would be appointed at the next meeting.

21.2 Management Share Options

It was proposed and approved that share options for 5,100 shares in ISSH (one quarter of one percent of the total) be offered to each of Claus Hyldager and Henri Versluys, both of whom were ISS managers in Europe, at a price of £1 per share. **SADM**

JM requested that an updated schedule of all shareholders be prepared and circulated. **GBC**

21.3 IBM Contract in North America

JM requested a report on the status of the contract, including any plans to terminate it. **SH**

22. Date of Next Meeting

29th of October 1999 at 15.00. Venue to be Electra offices.

I hereby certify that this is a true copy of the original

Signed and approved by the Chairman

Es Conforme a su Original
Lo Certifico.

Dr. Piero Aycart Vincenzini
Notario Trigesimo Guayaquil

Simon Tory
Company Secretary

23 ABR 2012