

QUELTA LIMITED  
("the Company")



Resolution of the Sole Director

16 December 2011

The undersigned, being the Director of the Company, does hereby adopt the following resolution:

1. To grant a limited power of attorney to Mr Gino Marcelo Icaza Baquerizo ("the Attorney"), a Ecuador national resident in Ecuador, and holder of Ecuador ID Card Number 090930646-6, for the purposes of signing any and all documentation and performing any and all acts necessary to effect the following transactions:
  - a. To purchase shares in FESTANI S.A. (collectively "the Shares"), on behalf of the Company.
  - b. To exercise the voting rights attached to the Shares ("the Voting Rights") either at meetings of the shareholders or by way of a resolution of the shareholders. PROVIDED THAT in order for the Attorney to validly exercise the Voting Rights in his capacity as the Company's proxy, the Company must have been given at least 3 working days' notice of the Attorney's intention to exercise the Voting Rights, and have consented in writing to the Attorney's proposed use of the Voting Rights.
  - c. Executing on behalf of the Company the form required by the Superintendencia de Compañías del Ecuador in order to disclose the identity of the shareholders of the Company.

QUELTA LIMITED

Sally Rebecca CANTRELL, Sole Director

LO CERTIFICO...ES CONFORME  
AL DOCUMENTO QUE ME HA  
SIDO EXHIBIDO.

23 ENE 2012

GUAYAQUIL

F. b. Alexia Aguirre Alomia  
NOTARIO SUPLENTE DECIMO SEXTO  
DE GUAYAQUIL



# APOSTILLE

(Convention de La Haye du 5 octobre 1961)

- Country: New Zealand  
Pays / País:  
This public document  
Le présent acte public / El presente documento público
- has been signed by: David Gould Russell Short  
a été signé par:  
ha sido firmado por:
- acting in the capacity of: Notary Public  
agissant en qualité de:  
quien actúa en calidad de:  
bears the seal / stamp of: David Gould Russell Short  
est revêtu du sceau / timbre de:  
y está revestido del sello / timbre de:

## Certified

Attesté / Certificado

at: Wellington  
à / en:

6. the: 13 January 2012  
le / el día:

by: The Authentication Unit  
par / por:

No: 05613.1  
sous n° / bajo el número:

/ Stamp:  
Timbre:  
Timbre:

10. Signature:  
Signature / Firma:

LO CERTIFICO, ES CONFORME  
AL DOCUMENTO QUE ME HA  
SIDO EXHIBIDO.

23 ENE 2012

GUAYAQUIL

To verify this Apostille certificate go to: [www.dia.govt.nz/apostille](http://www.dia.govt.nz/apostille) and click on the e-Register.  
Pour vérifier ce certificat Apostille, allez sur [www.dia.govt.nz/apostille](http://www.dia.govt.nz/apostille) et cliquez sur e-Register.  
Para verificar esta certificación por apostilla vaya a: [www.dia.govt.nz/apostille](http://www.dia.govt.nz/apostille) y haga clic en e-Register.

The purpose of this certificate is only to confirm that the signature, seal or stamp on the document is genuine. It does not mean that the contents of the document are correct or that the Authentication Unit of the Department of Internal Affairs approves of the contents.

L'objet de ce certificat est uniquement d'attester la véracité de la signature, du sceau ou du timbre sur le document. Cela ne veut pas dire que le contenu du document est correct ou que le service d'authentification du Ministère des Affaires Intérieures en approuve le contenu.

La finalidad de este certificado es simplemente la de confirmar que la firma, sello o timbre del documento es genuina. No indica que el contenido del documento sea correcto ni que la Unidad de Autenticación del Ministerio de Asuntos Interiores apruebe su contenido.



QUELTA LIMITED

CERTIFICATE OF GOOD STANDING

I, **KAREN ANNE MARSHALL**, Barrister and Solicitor, authorised and admitted to practice within New Zealand **CERTIFY** that:

1. **QUELTA LIMITED** (New Zealand Company Number 3689431) ("the Company") is a company registered and subsisting under the Companies Act 1993 of New Zealand ("the Act");
2. **AND** the Company was incorporated under the Act on 15 December 2011.

I further certify that according to the documents on the file of the company, filed in the Companies Office register:

- (a) **Sally Rebecca CANTRELL** is the director of the company;
- (b) **THE** registered office of the company is **Level 3, 280, Parnell Road, Parnell, Auckland, New Zealand;**
- (c) **THE** Company has been in continuous and unbroken existence since the date of its incorporation;
- (d) **NO** action is currently being taken by the Registrar of Companies for striking the company off the register and dissolving it as defunct;
- (e) **THE** Company is not in liquidation or subject to an administration order;
- (f) **NO** receiver or manager of the Company's property has been appointed; and
- (g) **SUBJECT** always to relevant local law, the Company is entitled to carry on any business and undertake any activity throughout the world which it may determine from time to time and to do all ancillary and incidental things required to give efficacy to its business or other activities;


LO CERTIFICO...ES CONFORME  
AL DOCUMENTO QUE ME HA  
SIDO EXHIBIDO...

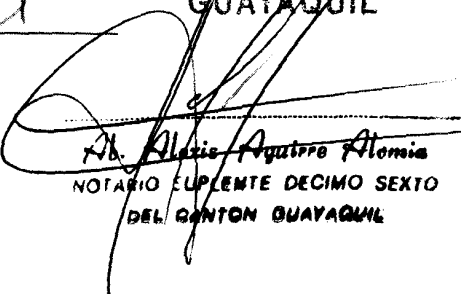
Certified this 11<sup>th</sup> day of January 2012:

23 ENE 2012

GUAYAQUIL

  
KAREN ANNE MARSHALL

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

  
NOTARIO PÚBLICO DECIMO SEXTO  
DEL CANTON GUAYAQUIL

