



CORPORATE
SERVICES

Dr. Eduardo C. Palacios Sacchi
NOTARIO PUBLICO NOVENA
CUENCA - ECUADOR

POWER OF ATTORNEY

EMPRONORTE OVERSEAS INC. LTD., a British Limited Company numbered **9517189**, whose registered office is situated at the 133 Higham Road, N17 6NU, London, United Kingdom (hereinafter referred to as "the Company") herein represented by its Director, **ALEXANDRA MEADE** (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 n. 0101083608), and in favor of **JUAN GABRIEL ELJURI ANTON**, citizen of Ecuador (Passport n. 0100713049) hereinafter referred to as "the Attorney", to manage the Company's affairs according to the following:

To manage, execute and realize, on behalf of the Company, all the transactions related to every movable or immovable, corporeal or incorporeal, property of the Company. The Attorneys will be able to sign forms, contracts, public contracts, declarations, certifications, and every other document that might be necessary to sign in order to achieve the object of this Power of Attorney.

To receive, dispose, transfer every movable or immovable, corporeal or incorporeal, the Company owns, with faculty to sign every kind of document public or private that might be necessary for the negotiation, sale and transfer of movable or immovable (forms, promissory contracts, contracts, public contract of sale, certifications, and petitions to the Municipality).

To purchase, acquire, receive on behalf of the Company every kind of movable or immovable properties for any other reason, being able to sign whatever kind of document public or private that might be necessary for the negotiation, sale and transfer of movable or immovable (forms, promissory contracts, contracts, public contract of sale, certifications, and petitions to the Municipality).

To lease, pledge, mortgage, encumber, donate, sell, rent, or dispose of in any way or manner, the movable or immovable, corporeal or incorporeal, properties of the Company.

To represent the Company in matters of administration 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 stocks or shares of any kind in other companies; to take part in Assemblies or meetings in order to make any kind of agreements, including agreements of constitution, transformation, increase of capital and dissolution of companies; to attend, participate and be present in all kind 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 suggest, accept or deny whatever



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appointment proposed to the Company by the company or companies of which **EMPRONORTE OVERSEAS INC. LTD.** is or becomes a partner or shareholder.

To buy, sell, cede, transfer, subscribe, endorse, permute, pledge, encumber or transfer them to a trust, stocks or shares of any kind in other companies the Company owns or will get to own in the future in the companies of which **EMPRONORTE OVERSEAS INC. LTD.** is or becomes a partner or shareholder, receiving the corresponding share certificates, as well as sign endorsements and subscribe deeds, notes or notifications of transfer, bills or share certificates, in order to achieve the object of this Power of Attorney.

To represent the Company in matters of administration 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 take part in Assemblies or meetings in order to make any kind of agreements, including agreements of constitution, transformation, increase of capital and dissolution of companies; to attend, participate and be present in all kind 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 be able to claim and receive legal, judicial or extrajudicial, the values that the Principal owns or come to possess in the company or companies, by way of profits, and in proportion to the units or shares belonging to it; therefore, she is entitled to sign any receipt or document related to profits or for any other reason.

To open and/or close, manage and operate current or savings account on behalf of their principal. The Attorneys will be able to administer the current or savings account with their sole separate signature, in the name of the Principal.

To realize whichever act on behalf of the Company with whatsoever Financial Institution, to obtain, renew or cancel credits, mortgages or other pending obligation existing or in the future.

To issue notes, signs, bills of exchanges as a drawer, acceptor, endorser or guarantor; accept obligations, be they of a commercial or civil nature. To deliver, pay, cancel or receive money, checks, deposits or whatever other monetary value, with faculty to endorse checks to the bank account the Company owns.

To realize every act or transaction, with the Ecuadorian Service of Internal Revenues (SRI) to obtain, update, cancel the Unique Register of Taxpayers (RUC), to pay whatever kind of tax, tribute, special contribution, among others; to file whatever kind of declaration, consultation or testimony.

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To represent the Principal in any judicial or extra-judicial matter currently pending or appearing in the future, on demand or defend its interests, rights and actions, and may propose and continue demands, answer orally or in writing where appropriate; exercising, desisting, negotiating, extinguishing or running out the rights and actions or exceptions related, in all its incidents and instances, of every nature in front of any competent authority either Courts, Tribunals, Agencies, Corporations, Authorities and officials, either by themselves or through others, and even, in all kinds of acts of judicial or extrajudicial conciliation, until the completion thereof.

To demonstrate, exhibit or declare the express consent of **EMPRONORTE OVERSEAS INC. LTD.** when requested by the Law.

The Power of Attorney herein granted may be used and exercised by **GLADYS MARY ELJURI ANTON** and **JUAN GABRIEL ELJURI ANTON** to act individually 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.

Issued and signed on November 10th, 2017, in the city of London, United Kingdom.

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

ALEXANDRA MEADE

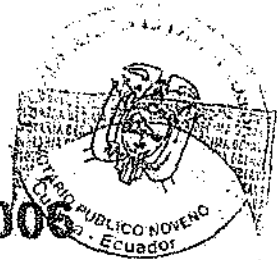
Director

EMPRONORTE OVERSEAS INC. LTD.



THE COMPANIES ACT 2006

Company No. 9517189



The Registrar of Companies for England and Wales hereby certifies that **EMPRONORTE OVERSEAS INC. LTD.** was incorporated under the Companies Act 2006 as a limited company on 30th March 2015.

According to the documents on file and in the custody of the Registrar, the company is up to date with its filing requirements and has at least 1 director, who is a natural person over the age of 16.

The company has been in continuous unbroken existence since its incorporation and no action is currently being taken by the Registrar of Companies to strike the company off the register or to dissolve it as defunct. As far as the Registrar is aware, the company is not in liquidation or subject to an administration order, and no receiver or manager of the company's property has been appointed. *****

Given at Companies House, the 14th December 2015

R J DAVIES

for the Registrar of Companies

This certificate records the result of a search of the information registered by the Registrar. This information derives from filings accepted in good faith without verification. For this reason the Registrar cannot guarantee that the information on the register is accurate or complete.





PODER GENERAL

EMPRONORTE OVERSEAS INC. LTD., una sociedad anónima Británica con el número **9517189**, con domicilio social en 133 Higham Road, N17 6NU, Londres, Reino Unido (en adelante, "la Compañía") representada por su Directora, **ALEXANDRA MEADE** (en lo sucesivo "el Agente") otorga un Poder General a favor de **GLADYS MARY ELJURI ANTON**, ciudadana de Ecuador (Pasaporte n.0101083608) , Y en favor de **JUAN GABRIEL ELJURI ANTON**, ciudadano de Ecuador (Pasaporte n.0100713049), en adelante denominados "el Apoderado", para administrar los asuntos de la Compañía de acuerdo a lo siguiente:

Gestionar, ejecutar y llevar a cabo, en nombre de la Compañía, todas las transacciones relacionadas con cualquier bien mueble o inmueble, materiales o inmateriales, de la Compañía. Los Apoderados podrán firmar formularios, contratos, contratos públicos, declaraciones, certificaciones y cualquier otro documento que sea necesario firmar para lograr el objeto del presente Poder General.

Recibir, disponer, traspasar todo bien mueble o inmueble, materiales o inmateriales, que la Compañía la posea, con facultad de firmar todo tipo de documentos públicos o privados que sean necesarios para la negociación, venta y cesión de bienes muebles o inmuebles (formularios, contratos de promesa, contratos, contratos públicos de venta, certificaciones y peticiones a la Municipalidad).

Comprar, adquirir, recibir por cualquier razón, a nombre de la Compañía toda clase de bienes muebles o inmuebles, pudiendo firmar cualquier tipo de documento público o privado que sea necesario para la negociación, venta y transferencia de bienes muebles o inmuebles (formularios, contratos de promesa, contratos, contratos públicos de venta, certificaciones y peticiones a la Municipalidad).

Alquilar, adquirir compromisos, hipotecar, gravar, donar, vender, alquilar o disponer de cualquier forma o manera, las propiedades muebles o inmuebles, materiales o inmateriales de la Compañía.

Representar a la Compañía en temas de administración, así como en todos los asuntos de administración y en situaciones en que la Compañía tenga interés, adicionalmente en sociedades en general o negocios conjuntos; comprar acciones o participaciones de cualquier tipo en otras empresas; Participar en Asambleas o reuniones con el fin de celebrar cualquier tipo de acuerdos, incluyendo acuerdos de constitución, transformación, aumento de capital y disolución de compañías; Asistir, participar y estar presente en todo tipo de Asambleas Ordinarias, Extraordinarias o Universales celebradas en la o las compañías de las cuales **EMPRONORTE OVERSEAS INC. LTD.** es o se convierte en

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socio o accionista, interviniendo con voz y voto, firmando las actas y protegiendo o protegiendo los derechos por ley otorgados a los representados o por los estatutos que rigen la Compañía o Compañías; sugerir, aceptar o negar cualquier nombramiento propuesto a la Compañía por la compañía o compañías de las cuales **EMPRONORTE OVERSEAS INC. LTD.** es socio o se convierte en socio o accionista.

Comprar, vender, ceder, transferir, suscribir, endosar, permutar, adquirir compromisos, gravar o transferir a un fideicomiso, acciones o participaciones de cualquier clase a otras sociedades que la Compañía posea o llegará a poseer en el futuro en las compañías de las cuales **EMPRONORTE OVERSEAS INC. LTD.** es o se convierte en socio o accionista, recibiendo los correspondientes certificados de acciones, así como firmar endosos y suscribir escrituras, notas o notificaciones de transferencia, facturas o certificados de acciones, a fin de lograr el objeto de este Poder General.

Representar a la Compañía en materias de administración, así como en todos los asuntos de la administración y situaciones en las cuales la Compañía tiene interés, también en sociedades en general o empresas conjuntas.

Participar en Asambleas o reuniones con el fin de celebrar cualquier tipo de acuerdos, incluyendo acuerdos de constitución, transformación, aumento de capital y disolución de compañías; Asistir, participar y estar presente en todo tipo de Asambleas Ordinarias, Extraordinarias o Universales celebradas en la compañía o las compañías de las cuales **EMPRONORTE OVERSEAS INC. LTD.** es o fuere socio o accionista, interviniendo con voz y voto, firmando las actas y protegiendo o hacer proteger por ley los derechos otorgados a los representados o por los estatutos que rigen la Compañía o Compañías.

Para poder reclamar y recibir los valores legales, judiciales o extrajudiciales, los valores que el Mandante posea o llegue a poseer en la compañía o compañías, mediante beneficios, y en proporción a las unidades o acciones que le pertenezcan; Por lo tanto, tiene derecho a firmar cualquier recibo o documento relacionado con las utilidades o por cualquier otro motivo.

Para abrir y/o cerrar, administrar y operar cuentas corrientes o de ahorros en nombre de su Mandante. Los Apoderados podrán administrar la cuenta corriente o de ahorros con su sola firma separada, en nombre del Mandante.

Llevar a cabo cualquier acto en nombre de la Compañía con cualquier Institución Financiera, para obtener, renovar o cancelar créditos, hipotecas u otra obligación pendiente existente o que existiera en el futuro.

Emitir notas, letras de cambio como librador, aceptante, endosante o garante; Aceptar obligaciones, ya sean de carácter comercial o civil. Entregar, pagar, cancelar o recibir dinero, cheques, depósitos o cualquier otro valor monetario, con la facultad de endosar cheques a la cuenta bancaria propiedad de la Compañía.



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Llevar a cabo cada acto o transacción con el Servicio de Rentas Internas del Ecuador (SRI) para obtener, actualizar, cancelar el Registro Único de Contribuyentes (RUC), pagar cualquier tipo de impuesto, tributo, contribución especial, entre otros. Para presentar cualquier tipo de declaración, consulta o testimonio.

Representar al Mandante en cualquier asunto judicial o extrajudicial que se encuentre pendiente o en el futuro, a petición o en defensa de sus intereses, derechos y acciones, pudiendo proponer y continuar demandas, contestar oralmente o por escrito cuando se considere necesario; Ejercer, desistir, negociar, extinguir o cuando se hayan agotado los derechos y acciones o excepciones relacionadas, en todos sus incidentes e instancias, de cualquier naturaleza frente a cualquier autoridad competente, ya sea en Cortes, Tribunales, Agencias, Corporaciones, Autoridades y funcionarios o por medio de otros, e incluso, en todo tipo de actos de conciliación judicial o extrajudicial, hasta su finalización.

Para demostrar, exhibir o declarar el consentimiento expreso de **EMPRONORTE OVERSEAS INC. LTD.** Cuando así lo solicite la Ley.

El Poder General otorgado por éste medio podrá ser utilizado y ejercitado por **GLADYS MARY ELJURI ANTON y JUAN GABRIEL ELJURI ANTON** para actuar individualmente en cualquier parte del mundo, incluyendo cualquier país, estado, colonia, provincia, municipio o subdivisión política de cualquier país.

Este Poder General permanecerá en plena vigencia y efecto indefinidamente, o hasta el momento que sea expresamente revocado por la Compañía o entregado por los Apoderados.

Publicado y firmado el 10 de Noviembre de 2017, en la ciudad de Londres, Reino Unido.

Por y en nombre de **EMPRONORTE OVERSEAS INC. LTD.**,

ALEXANDRA MEADE

Directora

EMPRONORTE OVERSEAS INC. LTD.

SEBASTIAN VERES DEL POSE
TRANSLATOR
AUTORIZATION N° 1715056700

NOTARÍA NOVENA DEL CANTÓN QUITO
De acuerdo con la facultad prevista en el numeral 5 del artículo 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.
Cuenta a 14 DIC 2017

Dr. Eduardo E. Palencia Directo
NOTARIO PUBLICO NOVENO DEL CANTON QUITO

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TRANSLATOR
 AUTHORIZATION IN 1715402/2011

APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Country: Pays / Pais:	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Sunita Kumeri
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal / stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	27 November 2017
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el numero	APO-634181
9. Seal / stamp Sceau / timbre Sello / timbre 	10. Signature Signature Firma 

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Dr. Eduardo L. Torres
NOTARIO PÚBLICO
CUENCA - ECUADOR

BE IT KNOWN that I, Sunita Kumeri of, 18-24 Stoke Road, Slough, Berkshire United Kingdom a duly authorised Notary Public

CERTIFY ONLY that Brian Michael Howes who is well known to me and who is duly authorised by VGV (UK) Ltd ("the Company") to represent it in this matter has today caused the annexed copy Power of Attorney to be produced to me and that he has represented to me on behalf of the Company that the said document is a true copy of the original document.

SIGNED and sealed at 18-24 Stoke Road, Slough, Berkshire aforesaid on 24th November 2017.

Sunita Kumeri
Notary Public
England and Wales

Protocol No. 44/17