

28 NUFARM

PODER ESPECIAL

Yo, Kevin Patrick Martin, en mi calidad de Contador y como tal representante legal de la compañía NUFARM AUSTRALIA LIMITED con domicilio en 103-105 Pipe Road Laverton North VIC 3026, AUSTRALIA, en calidad de MANDANTE, otorgo Poder Especial pero amplio y suficiente cual en derecho se requiere, a favor del Dr. Andrés Fernández-Salvador Chauvet y/o Ab. Alvaro Mejía Salazar, abogados ecuatorianos con domicilio en la ciudad de Quito, República del Ecuador, como el/los MANDATARIO(S), quienes están facultado para, en forma individual o conjunta, a nombre y representación de la compañía MANDANTE, realizar en el territorio y jurisdicción del Ecuador, lo siguiente:

1. Comprar y adquirir 200 acciones de la compañía NUFARM DEL ECUADOR S.A., de un valor nominal de USD 0.04 cada una y equivalentes al 1% del capital social de la señalada compañía, para cuyo efecto el MANDATARIO podrá ofertar, negociar, recibir propuestas, suscribir y celebrar todos los documentos y contratos necesarios para la compra y cesión respectiva a favor de la MANDANTE como cesionaria; remitir las comunicaciones de rigor a las entidades públicas ecuatorianas, endosar Certificados y Títulos de Acción, negociar, acordar y pagar el precio a los cedentes; fijar plazos y formas de pago que se consideren apropiados; registrar la transacción en el Banco Central del Ecuador y obtener el Registro Unico de Contribuyentes (RUC) en caso de así exigirlo las autoridades competentes y, en general, realizar y ejecutar todas aquellas diligencias, contratos y formalidades necesarias para el perfeccionamiento de este mandato.

2. Comparecer con voz y voto a las JuntaS Generales de Accionistas de la compañía NUFARM DEL ECUADOR S.A.; suscribir las actas y resoluciones respectivas y realizar todos los actos y derechos que les corresponde a los accionistas, sin limitación alguna.

SPECIAL POWER OF ATTORNEY

I, Kevin Patrick Martin, in my capacity as Accountant and, as such, the legal representative of NUFARM AUSTRALIA LIMITED company, domiciled at 103-105 Pipe Road Laverton North VIC 3026, AUSTRALIA, in my capacity As MANDATOR grant Special Power of Attorney, as ample and sufficient, as required by law, in favour of Andres Fernandez Salvador Chauvet and/or Attorney Alvaro Mejía Salazar, Ecuadorian Attorneys at Law, domiciled in the city of Quito, Republic of Ecuador, as the MANDATARY (IES), who is/are empowered to, whether individually or jointly, carry out the following, on behalf and in the name of the MANDATOR Company, in the territory and jurisdiction of Ecuador:

1. To purchase and acquire 200 shares of stock of NUFARM DEL ECUADOR S.A. company, for a nominal value of USD 0.04 each one and equivalent to 1% of the capital stock of the aforementioned company, for such a purpose, the MANDATARY may offer, negotiate, receive proposals, subscribe and execute all the necessary documents and contracts for the respective purchase and assignment in favour of the MANDATARY as cessionary, to forward the required communications to the Ecuadorian public entities, to endorse Certificates and Stock Titles, to negotiate, agree upon and pay the price to the transferring party, to set deadlines and forms of payment that are considered appropriate, to register the transaction at the Central Bank of Ecuador and to obtain the Taxpayer Number, if so is required by the competent authorities and, in general, to carry out and execute all those necessary steps, contracts and necessary formalities for the legal validity of this mandate.

2. To attend, with full voting rights, at the General Stockholders Meetings of NUFARM DEL ECUADOR S.A. company; to subscribe the respective minutes and resolutions and to carry out all corporate rights that correspond to the stockholders, without any limitation.



3. Presentar reclamos, quejas, impugnaciones, consultas, demandas y ejercer cualquier acción legal, judicial o extrajudicial, como actora o demandada, ante los tribunales ecuatorianos o extranjeros, incluido tribunales de conciliación, mediación y arbitraje, confiriéndole para el efecto, todas las facultades generales y especiales que la ley ecuatoriana concede en el art. 44 del Código de Procedimiento Civil, quedando facultado para delegar este poder a otra persona o personas y revocar tales delegaciones y sustituciones. Podrán también recusar jueces y reconocer firmas, así como presentar y contestar demandas y reconveniones, realizar todos los actos relacionados con la prosecución del juicio o juicios necesarios para la ejecución del mandato y exigir a terceros el cumplimiento de sus obligaciones; rendir pruebas e impugnar las contrarias, presentar y tachar testigos, nombrar peritos y recusarlos, apelar y presentar los recursos ordinarios o extraordinarios permitidos en derecho y desistir de ellos y demás actos análogos.

4. Podrá el MANDATARIO delegar la ejecución de este mandato, si así lo considera pertinente.

NUFARM AUSTRALIA LIMITED

Firma:
Nombre:
Fecha:

K P MARTIN
DIRECTOR

3. To submit claims, complaints, contestations, consultations, claims and to exercise any legal, judicial or extrajudicial action, as plaintiff or defendant, before Ecuadorian or foreign tribunals, including conciliation, mediation and arbitration tribunals. And for the purpose, he is conferred with all the general and special powers that Ecuadorian Law grants in article 44 of the Civil Procedure Code, and he is empowered to delegate this power of attorney to another person or persons and to revoke such delegations and substitutions. They will also be able to object to judges and to recognise signatures, as well as to submit and reply to complaints and cross actions, to carry out all the acts related with the pursuit of the necessary lawsuit or lawsuits for the execution of the mandate and to demand to third parties the fulfilment of their obligations; to submit proofs and to contest those that are contrary, to submit and to object witnesses, to appoint experts and to object to them, to appeal and to submit the ordinary and extraordinary remedies allowed by law and to desist of them and the rest of analogous acts.

4. The MANDATARY may delegate the execution of this mandate, if he so considers pertinent.

NUFARM AUSTRALIA LIMITED

Signature:
Name:
Date:

K P MARTIN
DIRECTOR

IN WITNESS OF WHICH I HAVE
SIGNED THIS NOTARIAL ACT &
AFFIXED MY SEAL OF OFFICE
THIS 20th DAY OF OCTOBER 2009



Certificate as to Signature of a Document Not Under Seal



TO ALL TO WHOM THESE PRESENTS SHALL COME I, BRENDAN TIMOTHY BLOTT
Notary Public, duly authorised admitted and sworn, residing and
practising in the City of Melbourne in the State of Victoria in
the Commonwealth of Australia DO HEREBY CERTIFY that I was present
at Melbourne aforesaid on the 20th day of October Two thousand and
nine and did see Kevin Patrick Martin a director of Medisup
Securities Limited and being the person named in the annexed duly
sign the same and that the signature "Kevin Martin" subscribed
thereto is of the proper handwriting of the said Kevin Patrick Martin
and that the signature "B T Blott" thereunto subscribed as the
attesting witness thereto is of the proper handwriting of myself.
IN FAITH AND TESTIMONY whereof I the said Notary Public have hereunto
subscribed my name and affixed my Seal of Office this 20th day
October Two thousand and nine


BRENDAN
NOTARY PUBLIC
Notary Public
Melbourne, Victoria,
AUSTRALIA



NOTARIA PRIMERA DE QUITO
EN APLICACION A LA LEY NOTARIAL

DOY FE que la fotocopia que se adjunta es una
copia fiel del ORIGINAL que me fue presentado

-3- (Folios)

13 JUN 2009

Notario Publico
del Poder Judicial de la Quevedo

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: Australia

This public document

2. has been signed by Brendan T Blatt

3. acting in the capacity of Notary Public

4. bears the seal/stamp of Brendan
T. Blatt Notary Public

Certified

5. at Melbourne 6. 26-10-2009

7. by Helen Raines

8. No. M00039411

9. Seal/Stamp:

10. Signature

H. Raines

