

21/07/2015

Tamara Garces Almeida
Notaria Sexta
Quito D. M.

PROTOCOLIZACION No. 2016-17-01-06-P01499

DEL CERTIFICADO DE SECRETARIA DE LA COMPAÑIA SMITH INTERNATIONAL INC. CON UNA SECCION DE ESTATUTOS CON LA RATIFICACION DEL VICEPRESIDENTE DE LA COMPAÑIA Y DEL PODER A FAVOR DE ELEY RUTH MAGDALENA BARRIGA CON SUS RESPECTIVAS TRADUCCIONES.

CUANTIA
INDETERMINADA

Quito, a 28 de Agosto del 2015.

PAZHOROWITZ
ROBALINO GARCÉS

SEÑORA NOTARIA SEXTA DEL CANTÓN QUITO

En el registro de escrituras públicas a su cargo, sírvase protocolizar los documentos referentes a la compañía SMITH INTERNATIONAL INC., la misma que contiene:

1. Certificado de secretaria de la compañía SMITH INTERNATIONAL INC. con una sección de los estatutos de la compañía, mediante el cual se ratifica que el Vicepresidente de la compañía señor MALCOLM THEOBALD tiene la potestad para decidir sobre los negocios de la compañía así como para nombrar apoderados.
2. Poder General a favor de la señora Eley Ruth Magdalena Barriga.

Los documentos se encuentran traducidos y con su apostilla.

Atentamente,

Ab. Mavea Orozco
Mat. 17/2012/275 F.A.P

POWER OF ATTORNEY

SMITH INTERNATIONAL INC., a Corporation organized and incorporated under the laws of Delaware, U.S.A., located in the city of Houston, State of Texas (hereinafter called the "Company"), hereby grants this General Power of Attorney in favor of Mr. Eley Ruth Magdalena Barriga Revelo, with Identification No. 170573029-7, Citizen of Ecuador (hereinafter, the "Attorney"), to act on behalf of and in representation of the company to do the following:

To act as the Company's legal representative and to manage and conduct on behalf of the Company any business undertaken in the Republic of Ecuador nowhereafter, and for that purpose or in connection with it, to act on the Company's name and on its behalf with all such acts that the Attorney may deem fit, including (without prejudice to generality of foregoing) and without limitation, the authorization to:

- a) To direct, conduct, manage and supervise the business and affairs of the undersigned.
- b) To open in any bank or banks one or more deposit or checking accounts; to deposit in such accounts any sum of money that the Attorney may consider necessary and convenient to conduct the business of the undersigned which may now or hereafter be property of the undersigned; to make, sign and deliver checks and drafts or other orders for the payment of money drawn upon or made payable by or at such banks, or drafts against such account, whether drawn to the individual order or tendered in payment of individual obligations of said attorney or otherwise; to accept any and all drafts, bills of exchange, or other orders for the payment of money at any time drawn upon the Company, making the same payable at such banks or otherwise directing the payment thereof by any such bank or banks; and to endorse and deliver for deposit, withdrawal or collection by any such bank or banks or otherwise any and all checks, drafts, promissory notes, certificates of deposit or other orders or instructions for the payment of money.
- c) To appoint and employ any and all such agents and employees that the Attorney may think necessary or proper required to develop the business of the Company, and at such rate or rates of remuneration and upon the terms that the Attorney may think reasonable; to set, amend or limit the respective duties and authorities of the agents and employees; to establish or alter rules and regulations for their control and to dismiss or suspend any of such employees or agents for what ever cause or reason that the Attorney may think sufficient, with or without assigning any cause or reason, indefinitely or for the period or periods that he may deem necessary; all of the above in full compliance by the Attorney with the provisions of any applicable labor laws of the country.
- d) To ask, demand, sue for, recover, receive, and give severances for any and all moneys due him, claims, interests and lawsuits which are or may hereafter become due and payable to the Company in any capacity, whether from any governmental, political, public or civil entity, company or Corporation, public or private, of any description, or any person or persons.
- e) To represent the company in judicial and extrajudicial issues. Additionally, to act on behalf, to commence, prosecute, enforce or defend, answer and appear in any action, suit, trial or legal proceeding in any of the courts of Ecuador; to file all kinds of appeals and other resources; to submit to arbitrators; to accept service of process thereunder; to hire and grant powers of attorney for representation to attorneys and counsels required to represent the Company in any of such proceedings; to discontinue any such action or proceeding; to submit to judgment hereunder or to settle thereof.
- f) To transmit offers, bids and acceptances by the Company to any government, political, public or civil entity, company or Corporation, public or private, of any description, or any person or persons.
- g) To carry on any and all negotiations and business or commercial transactions on behalf of the undersigned in Ecuador with any government, political, public or civil entity, company or Corporation, public or private, or any person or persons concerning the sale of the products or services of the Company, or the purchase or sale of equipment, materials, or supplies incidental thereto to execute and deliver on behalf of the undersigned all necessary documents, contracts, indentures and other instruments, and to take any and all action in connection therewith necessary or proper to the consummation of any and such transactions.
- h) To rent any kind of property or facilities necessary to the activities of the Company in Ecuador and to acquire furniture or equipment necessary for such activities, and to dispose of those acquisitions as are deemed to be no longer needed.
- i) To appear on behalf of the undersigned before any governmental body or official and to execute before it or him any declaration, statement or other instrument required for the conclusion or consummation of any transaction in said country in which the Attorney is authorized herein to consummate or behalf of the Company including, without limitation, the registry of the Company in said country, and to take whatever steps may be required to comply with the requirements of the laws of said country that may exist covering the qualifications of foreign corporations in said country.

nismo político, público o civil, compañía o sociedad anónima pública o privada de cualquier descripción, o cualesquiera personas o personas.

g) Llevar a cabo todas y cualesquiera negociaciones y asuntos, así como transacciones comerciales o representación de la Compañía en el mencionado país con cualquier gobierno, organismo político público o civil, compañía o sociedad anónima pública o privada, o cualesquiera personas o personas respecto de la venta de los productos o servicios de la Compañía, o la compra o venta de equipos, materiales o suministros inherentes a ellos; suscribir y entregar a nombre de la compañía abajo firmante todos los documentos, contratos, escrituras y otros instrumentos necesarios, y emprender todas cualesquiera acciones con relación a ellos necesarias o apropiadas para la consumación de cualquier transacción de esta clase.

h) Alquilar cualquier clase de propiedad o instalaciones necesarias para las actividades de la Compañía en el mencionado país y adquirir muebles o equipos necesarios para dichas actividades y enajenar tales adquisiciones cuando se considere que ya no se las necesita.

i) Comparecer a nombre de la Compañía ante cualquier organismo gubernamental o funcionario susceptible ante esta cualquier declaración o afirmación u otro instrumento necesario para la conclusión o consumación de cualquier transacción en el mencionado país que el Apoderado esté autorizado a este instrumento, a consumar a nombre de la Compañía incluyendo, sin limitación, el registro de la compañía abajo firmante en dicho país, y emprender cualesquiera trámites necesarios para cumplir con los requisitos de las leyes del mencionado país que existan respecto de la calificación de las compañías extranjeras en el mencionado país.

j) Contratar periódicamente seguros de cualquier clase para proteger los bienes o intereses de la Compañía según el Apoderado lo considere necesario y, en caso de siniestro, presentar pruebas de ello cobrar o recibir cualesquiera sumas o suma que se le adeuden a la compañía abajo firmante.

k) Con relación a cualesquiera acciones, fondos, obligaciones, obligaciones no amortizables, velos o inversiones, asistir y votar como representante de la Compañía en juntas de sostenedores, y hacer cumplir, sancionar u oponerse a cualquier ejercicio o modificación de derechos.

l) Presentar, apoyar u oponerse a cualquier petición de liquidación o quiebra; participar en, sancionar u oponerse a, cualquier concordato o arreglo; asistir a y votar en, o delegar a cualquier persona que asista a y vote como representante de las compañías abajo firmante en, cualquier concurso de acreedores; preparar y presentar pruebas de un crédito y, generalmente, representar en cualquier liquidación, quiebra, o insolvencia.

Y, para todos y cualquiera de los propósitos antes mencionados, suscribir, sellar, entregar, celebrar, hacer cualesquiera escrituras, transferencias, documentos, actos y cosas tan eficazmente al estar se personalmente presente, y contratar y remunerar a banqueros, corredores, abogados y agentes.

EN TESTIMONIO DE LO CUAL, la compañía abajo firmante ha dispuesto que este instrumento sea firmado por su Vice Presidente autorizado, designado y sellado con su sello corporativo el día de los 12 de diciembre de 2014

Malcolm Theobald, Vice President
Smith International, Inc.

The State of Texas
Secretary of State

Requested for use in ECUADOR

Not for use within the United States of America

This Apostille only certifies the signature, the capacity of the signer and the seal or stamp it bears. It does not certify the content of the document for which it was issued.

Certificate Validation available at www.sos.state.tx.us

APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

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| 1. Country
This public document | United States of America. |
| 2. has been signed by | JEAN AYNW PRESTENBACH |
| 3. acting in the capacity of | Notary Public, State of Texas |
| 4. and bears the seal/ stamp of | JEAN AYNW PRESTENBACH
Notary Public, State of Texas.
Commission Expires: 03-02-17 |

CERTIFIED

- | | |
|---------------------------------------|-------------------------|
| 5. at Austin, Texas | 6. on December 29, 2014 |
| 7. by the Secretary of State of Texas | |
| 8. Certificate No. 10176794 | |
| 9. Seal | 10. Signature: |

Nandita Berry
Secretary of State

STATE OF TEXAS
COUNTY OF Harris

Before me, the undersigned, a Notary Public in and for the State of Texas on this day personally appeared Malcolm Theobald, personally known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he was the act of the said SMITH INTERNATIONAL, INC., a Corporation, and that he had executed the same as the act of such Corporation for the purpose and consideration therein expressed, and in the capacity therein stated.

Given under my hand and seal of office, this 19 day of December, 2014.

Notary Public

Requiendo para uso en Ecuador

No para uso dentro de los Estados Unidos de América

Esta apostilla solo certifica la firma, y la capacidad de la persona que firma y pone el sello en el documento. La apostilla no certifica el documento y porque fue emitido. Validación del certificado está en www.sos.state.tx.us

APOSTILLA

(Convención de la Haya 5 de octubre de 1961)

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|------------------------------------|---|
| 1. País: Estados Unidos de América | |
| Este documento público | |
| 2. ha sido firmado por | JEAN AYNW PRESTENBACH |
| 3. actuando en capacidad de | NOTARIO PUBLICO DEL ESTADO DE TEXAS |
| 4. lleva la estampilla/sello de | JEAN AYNW PRESTENBACH
NOTARIO PUBLICO DEL ESTADO DE TEXAS SU DESIGNACION TERMINA EL 03/02/17 |