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## Apostille

(Convention de La Haye du 5 octobre 1961)

1. District of Columbia, United States of America
2. This public document has been signed by CAROL COOPER CHADSEY
3. acting in the capacity of NOTARY PUBLIC IN AND FOR THE DISTRICT OF COLUMBIA  
CAROL COOPER CHADSEY, NOTARY PUBLIC IN AND FOR THE
4. bears the seal/stamp of DISTRICT OF COLUMBIA
- CERTIFIED
5. at Washington, D.C.
6. the 7 day of JANUARY 2015
7. by Secretary of the District of Columbia
8. No. 306448
9. Seal/Stamp

10. Signature:



*Cynthia Brock-Smith*

Cynthia Brock-Smith

## PODER ESPECIAL

**OTORGADO POR:**  
**DLAMF II HOLDINGS, L.P.**

**A FAVOR DE:**  
**MARÍA ROSA FABARA VERA**

## PRIMERA.- COMPARECIENTE.-

Richard Frank Jr., en su calidad de Apoderado Autorizado de **DLAMF II HOLDINGS, L.P.**, (en adelante "LA MANDANTE").- El compareciente es de nacionalidad norteamericana, domiciliado en la ciudad de Vienna, Virginia, Estados Unidos de Norteamérica, mayor de edad, hábil para contratar y obligarse y quien actúa por los derechos que representa.

## SEGUNDA.- PODER ESPECIAL.-

LA MANDANTE, en forma libre y voluntaria, otorga el presente Poder Especial a favor de **MARÍA ROSA FABARA VERA** y la nombra como su Apoderada Especial, a quien en adelante se le podrá denominar la "MANDATARIA", para que tenga plenas facultades y atribuciones para realizar a nombre y en representación de LA MANDANTE, lo siguiente:

- a) Representar a LA MANDANTE en los actos que sean necesarios ante entidades públicas, privadas, administrativas o judiciales, única y exclusivamente por su calidad de MANDATARIA, especialmente pero no limitado a: i) La suscripción de cartas de transferencia de acciones y de títulos y talonarios de acciones, así como su endoso, sea que participe como cedente o como cesionario. LA MANDANTE ratifica toda transferencia de acciones que hayan sido cedidas a su favor y que la MANDATARIA haya perfeccionado con la correspondiente suscripción de las cartas de transferencias de acciones y el endoso de

## SPECIFIC POWER OF ATTORNEY

**GRANTED BY:**  
**DLAMF II HOLDINGS, L.P.**

**TO:**  
**MARÍA ROSA FABARA VERA**

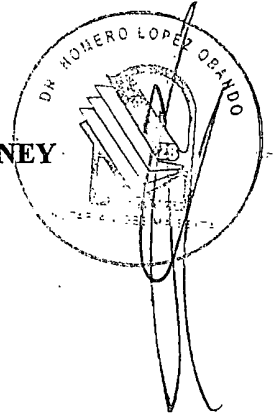
## FIRST.- APPEARER.-

Richard Frank Jr., acting in his capacity as an authorized signatory of **DLAMF II HOLDINGS, L.P.**, (hereinafter "PRINCIPAL").- The appear is of American nationality, of legal age, domiciled in the city of Vienna, Virginia, United States of America, able to execute contracts and assume obligations, acting in his capacity and for the rights he represents.

## SECOND.- SPECIFIC POWER.-

PRINCIPAL, freely and voluntarily hereby grants this Specific and Limited Power of Attorney to **MARÍA ROSA FABARA VERA** and appoints her as "Attorney-in-fact", hereinafter also referred to as "AGENT", so that she shall have the full power and authority, in the name and on behalf of the PRINCIPAL, to undertake and perform only the following acts:

- a) To act on behalf of the PRINCIPAL, in necessary acts before public, private, administrative or legal entities, only and exclusively in its capacity of AGENT, specially but not limited to: i) The subscription of letters of Transfer of shares and securities and record books as well as its endorsement be involved as licensor or as transferee. The PRINCIPAL ratifies any transfer of shares that have been transferred on your favor and that the AGENT has improved with the corresponding subscription of letters of transfer of shares and the endorsement of the titles of shares appropriate; ii) file applications before



los títulos de acciones respectivos; ii) presentar solicitudes a órganos de control ecuatorianos; iii) registrar la inversión en el Banco Central del Ecuador; iv) La MANDATARIA podrá solicitar, suscribir y recibir toda documentación que conduzca a la liquidación del Fideicomiso Tabacarcen Garantía y hacer valer los derechos que le correspondan a LA MANDANTE dentro de él, así como, recibir, a nombre de LA MANDANTE, todo bien o derecho que le corresponda producto de dicha liquidación

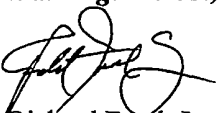
- b) La MANDATARIA están facultado al tenor del Art. 6 de la Ley de Compañías, especialmente, a contestar demandas y cumplir las obligaciones respectivas que eventualmente le correspondan o sean por cuenta de LA MANDANTE.
- c) La MANDATARIA podrán hacer, a nombre de LA MANDANTE, todo aquello que sea necesario para cumplir a cabalidad con el mandato conferido y para proteger los derechos e intereses de LA MANDANTE, por lo que ninguna entidad y/o autoridad pública o privada del Ecuador podrá alegar insuficiencia de poder.

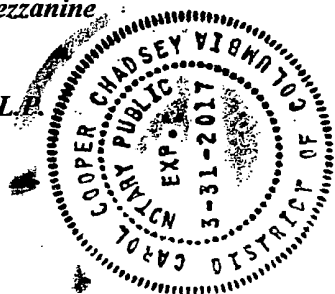
LA MANDANTE, reconoce y acepta que la MANDATARIA no será personalmente responsable de las obligaciones que adquiriera LA MANDANTE.

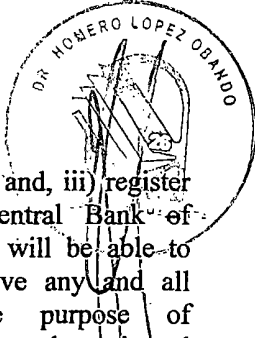
### TERCERA.- PLAZO.-

El presente poder es otorgado por un plazo indeterminado, pero LA MANDANTE podrá revocarlo en cualquier momento.-

Washington D.C., 22 de diciembre de 2014

  
Richard Frank Jr.  
Managing Director de  
Darby Latin American Mezzanine  
Management II, LLC  
socio general de  
DLAMF II HOLDINGS, L.P.



  
Ecuadorian control entities; and, iii) register the investment at the Central Bank of Ecuador; iv) The AGENT will be able to request, execute and receive any and all documentation with the purpose of terminating the trust denominated "Fideicomiso Tabacarcen Garantía", enforcing its rights within, as well as receiving on Principal's behalf, any goods or rights that correspond as a result of the aforementioned termination.

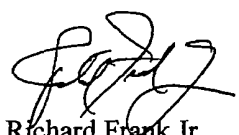
- b) The AGENT is entitled to, under Article 6 of the Companies Law, in particular, reply demands and enforce the obligations may be subject to be charged to THE PRINCIPAL.
- c) On behalf of the PRINCIPAL, the AGENT shall undertake all necessary procedures in order to fully accomplish the assignment conferred within this instrument and safeguard its rights and interests. No Ecuadorian authority, whether governmental or private, may claim lack of legal capacity to handle assigned matters.

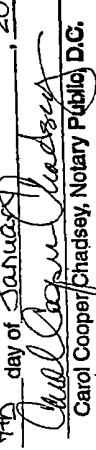
The PRINCIPAL acknowledges and accepts that the AGENT shall not be held personally liable of the responsibilities acquired by the PRINCIPAL.

### THIRD.- TERM.-

This power of attorney is granted for an indefinite period but may be revoked at any time by the PRINCIPAL.-

Washington D.C., December 22, 2014

  
Richard Frank Jr.  
Managing Director of  
Darby Latin American Mezzanine  
Management II, LLC  
General Partner of  
DLAMF II HOLDINGS, L.P.

District of Columbia: SS  
Subscribed and sworn to before me, in my presence,  
this 22 day of December, 2015.  
  
Carol Cooper Chadsey, Notary Public, D.C.  
My commission expires March 31, 2017.

NOTARIA VIGESIMA SEXTA DEL CANTON QUITO  
De acuerdo con la facultad prevista en la Ley  
Notarial doy fé que la FOTOCOPIA que antecede,  
es igual al documento presentado ante mí.

en: - 3 - hojas úti(es)  
Quito, a

29 ENE. 2015

DR. HOMERO LOPEZ OBANDO  
NOTARIO VIGESIMO SEXTO  
DEL CANTON QUITO



ESPACIO  
EN  
LA VIDA