

# State of Florida



Department of State

## APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: **United States of America**

**This public document**

2. has been signed by **Susan Koch**

3. acting in the capacity of **Notary Public of Florida**

4. bears the seal/stamp of **Notary Public, State of Florida**

**Certified**

5. at **Tallahassee, Florida**

6. the **Eighth day of June, A.D., 2018**

7. by **Secretary of State, State of Florida**

8. No. **2018-65788**

9. Seal/Stamp:



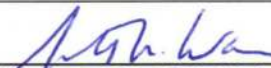
10. Signature:

*Ken Reitzner*

Secretary of State

DSDE 99 (2/12)

| GENERAL POWER OF ATTORNEY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | PODER GENERAL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| <p>In the city of Clearwater, country of the United States of America on the 10th day of May 2018, by means of this instrument, the undersigned, Scott W. Walker, acting in his capacity as Managing Director of TS DivestCo B.V. a company incorporated and organized under the laws of The Netherlands (hereinafter known as The "Company"), according to the requirement set forth in Section 6 of the Companies Act of Ecuador, appoints Dr. Juan David Pólit García, citizen of Ecuador, and having residence in the city of Quito, Ecuador, as its Representative, being authorized to undertake the following actions in the Company's name and to its sole benefit:</p> <ol style="list-style-type: none"> <li>1. Represent the Company in the Republic of Ecuador before public institutions and public or private entities.</li> <li>2. File lawsuits and respond to any lawsuits or claims against The Company. Appoint judicial representatives to act on the Company's behalf on any judicial proceedings.</li> <li>3. Fulfill the legal obligations set forth in Ecuadorian laws applicable to foreign shareholders of Ecuadorian companies, thus the General Representative is authorized to sign and file any forms, declarations, affidavits, or any other document required for this purpose.</li> <li>4. Represent the Company in the Partners Meetings of TDAS Tech Data Ecuador Cia. Ltda. with full voting power fulfilling the instructions given by the Company for each Meeting.</li> </ol> <p>The General Representative must comply with all Ecuadorian laws regarding the representation of foreign companies, always following the Company's instructions. Per the final paragraph of Section 6 of the Companies Act of Ecuador the General Representative shall not be personally liable for the Company's obligations.</p> | <p>En la ciudad de Clearwater, Florida, Estados Unidos de America, hoy 10 de mayo de 2018, por medio del presente instrumento, el suscrito, Scott W. Walker, en su calidad de Managing Director de TS DivestCo B.V. una sociedad constituida y existente bajo las leyes de Holanda (en adelante referida como la "Compañía"), de conformidad con el artículo 6 de la Ley de Compañías del Ecuador, otorga un Poder a favor del Dr. Juan David Pólit García, ciudadano ecuatoriano, domiciliado en la ciudad de Quito, Ecuador, para que en nombre y representación de la Compañía, y para su solo beneficio, realice los siguientes actos:</p> <ol style="list-style-type: none"> <li>1. Representar a la Compañía en la República del Ecuador ante instituciones públicas y privadas.</li> <li>2. Presentar y contestar a cualquier demanda o reclamo interpuesto en contra de la Compañía. Nombrar procuradores judiciales para que actúen a nombre de la Compañía en cualquier proceso judicial.</li> <li>3. Cumplir con las obligaciones legales establecidas en las leyes ecuatorianas aplicables a los accionistas extranjeros de compañías ecuatorianas, por lo tanto, el Apoderado General queda autorizado para firmar y presentar cualesquier formulario, declaración o documento que se requiera para este propósito.</li> <li>4. Representar a la Compañía en las Reuniones de la Junta General de Socios de TDAS Tech Data Ecuador Cia. Ltda., con poder para votar, cumpliendo las instrucciones que reciba de la Compañía para cada reunión.</li> </ol> <p>El Apoderado General deberá cumplir con todas las leyes del Ecuador</p> |

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| <p>The General Representative must periodically inform the Company of the fulfillment of this general power of attorney, in order to receive any necessary instructions from the Company.</p> <p>Each and every one of the functions carried out by the General Representative by means of this general power of attorney shall retain their full validity even after this delegation of authority has expired or been revoked.</p> <p>The company expressly sets forth that it shall defend and protect its General Representative against any legal claim, administrative claim or judicial proceedings of any nature whatsoever arising from or in connection to any action taken or omitted by the General Representative on behalf of The Company even when said claim arises after the expiration of this general power of attorney; however, in the understanding that said misconduct, gross negligence or substantial non-compliance of the General Representative's obligations under this special power of attorney.</p> <p>This power of attorney shall remain in full force and effect until the moment in which it is specifically revoked at the Company's discretion, or until the concurrence of any of the conditions envisioned under Ecuadorian Law for the delegation of authority's termination.</p> | <p>referentes a la representación de compañías extranjeras, siguiendo siempre las instrucciones de la Compañía. De conformidad con el último párrafo del Artículo 6 de la Ley de Compañías, el Apoderado Especial no será personalmente responsable de las obligaciones de la Compañía.</p> <p>El Apoderado General deberá informar en forma periódica a la Compañía del cumplimiento de este Poder Especial para poder recibir las instrucciones necesarias.</p> <p>Todos y cada uno de los actos realizados o ejecutados por el Apoderado General a través de este Poder Especial conservarán su plena validez aún después de concluido o revocado este mandato.</p> <p>La Compañía expresamente reconoce que defenderá y protegerá a su Apoderado General contra cualquier reclamo legal, judicial o administrativo de cualquier naturaleza que se inicie como consecuencia o en conexión con cualquier acción tomada u omitida por el Apoderado Especial a nombre de la Compañía, inclusive cuando dicha acción o reclamo se inicie luego de la terminación de este poder especial; siempre y cuando dichos reclamos o acciones no sean consecuencia de la negligencia o dolo o del incumplimiento substancial de este poder.</p> <p>Este poder será válido hasta que sea revocado expresamente y por escrito a la sola discreción del Mandante o hasta la concurrencia de alguna de las condiciones establecidas en las leyes ecuatorianas para la terminación del Mandato.</p> |
| <p>By: <br/> Name: Scott W. Walker<br/> Title: Managing Director</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <p>Por: <br/> Nombre: Scott W. Walker<br/> Cargo: Managing Director</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

STATE OF FLORIDA        )

COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of June, 2018,  
by Scott W. Walker, as Managing Director of TS DivestCo B.V., who is personally  
known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Signature: \_\_\_\_\_

Name: Susan Koch  
Notary Public – State of Florida

