

THE SCYLLA LIMITED PARTNERSHIP

Resolution of the Partnership

Granting a Limited Power of Attorney

22<sup>nd</sup> March 2011



The undersigned, being the duly authorised signatories of the general partner of the Scylla Limited Partnership, do hereby adopt the following resolution:-

**Whereas:**


- (a) The Scylla Limited Partnership ("the Partnership") is a New Zealand Limited Partnership created and registered under the provisions of the Limited Partnerships Act 2008 ("the Act"), with its registered office at Level 3, 280 Parnell Road, Parnell, Auckland, New Zealand.
- (b) By virtue of section 47 of the Act, General Partner Limited, as general partner of the Partnership, is fully empowered to exercise signatory authority on behalf of the Partnership.
- (c) The Partnership wishes to grant a limited power of attorney to José Miguel Ordóñez Ortiz ("the Attorney"), an Ecuadorian national resident in Guayaquil, and holder of Ecuadorian National Identity Card Number 091704442-3, for the purposes of acquiring certain shares on behalf of the Partnership.

**It is hereby resolved that:**

- 1. The Partnership grants to the Attorney a limited power to act as its attorney-in-fact for the following purposes:
  - (i) To purchase shares in Aerovic C.A., Cartonera Andina S.A., Rey Banano del Pacífico C.A., Fertilizantes Terminales y Servicios S.A., Ferpaco S.A., Tentucell S.A. and Tabule S.A. (collectively, "the Shares"), on behalf of the Partnership.
  - (ii) To execute any and all documents and perform all such acts as are required under the laws of Ecuador in order to fully effect transfer of the beneficial and legal title to the Shares to the Partnership.

SCYLLA LIMITED PARTNERSHIP

(By its general partner, General Partner Limited)

  
Karen Anne Marshall

  
Geoffrey Peter Cone

LO CERTIFICO, ES CÓPIA  
AL DOCUMENTO QUE SE  
SIDO EXHIBIDO.

23 ENE 2012

GUAYAQUIL

ALVARO CURRIENTE DECIMO SEXTO  
CANTON GUAYAQUIL