



The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 34210680

Page 1 (of 3)

Legal entity

RSIN	813403789
Legal form	Private Limited Liability Company (Besloten Vennootschap)
Statutory name	Ecuador Cellular Holdings B.V.
Corporate seat	Amsterdam
First entry in Commercial Register	27-07-2004
Date of deed of incorporation	27-07-2004
Issued capital	EUR 18.000,00
Paid-up capital	EUR 18.000,00
Filing of the annual accounts	The annual accounts for the financial year 2012 were filed on 31-07-2013.

Company

Trade name	Ecuador Cellular Holdings B.V.
Company start date	27-07-2004
Activities	SBI-code: 6420 - Financial holdings
Employees	0

Establishment

Establishment number	000019526717
Trade name	Ecuador Cellular Holdings B.V.
Visiting address	Zuidplein 112, Twr H 13e verd., 1077XV Amsterdam
Telephone numbers	+310203337788 +310203337794
Fax number	+310205753373
Date of incorporation	27-07-2004
Activities	SBI-code: 6420 - Financial holdings For further information on activities, see Dutch extract.
Employees	0

Sole shareholder

Name	Telefónica S.A.
Visiting address	Gran Vía 28 Planta 3, E- 28013 Madrid, Spain
Registered in	Registro Mercantil Madrid, Spain under number M-6164
Sole shareholder since	29-07-2006

Board members

Name	Aleix Arguelles, Alfredo Javier
Date and place of birth	08-09-1974, Tarragona, Spain

Waarmark
KvK

A certified extract is an official proof of registration in the Commercial Register. Certified extracts issued on paper are signed and contain a microtext and UV logo printed on 'optically dull' paper.





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Date of entry into office

01-02-2011 (registration date: 13-04-2011)

Title

Directeur A

Powers

Authorised jointly (with other board member(s), see articles)

Name

Gaspar Sintes, Ignacio Luis

Date and place of birth

23-09-1970, Mahon, Spain

Date of entry into office

14-12-2012 (registration date: 18-01-2013)

Title

Directeur B

Powers

Authorised jointly (with other board member(s), see articles)

Authorised representatives

Name

Guillot-Vignot, Laurence

Date and place of birth

24-10-1981, Lyon, France

Date of entry into office

12-04-2011 (registration date: 19-04-2011)

Contents of power of attorney

There are other restrictions. See Dutch extract.

Name

Soffe, Nardia Aimee

Date and place of birth

26-08-1981, Hamilton, New Zealand

Date of entry into office

25-05-2012 (registration date: 26-06-2012)

Contents of power of attorney

There are other restrictions. See Dutch extract.

Name

Hernandez Rabbat, Jose Miguel

Date and place of birth

11-11-1980, Murcia, Spain

Date of entry into office

25-05-2012 (registration date: 26-06-2012)

Contents of power of attorney

There are other restrictions. See Dutch extract.

Name

Ariza Garrote, Francisco Javier

Date and place of birth

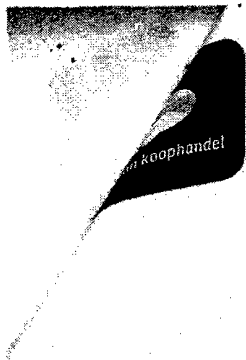
22-10-1966, Madrid, Spain

Date of entry into office

05-03-2013 (registration date: 28-03-2013)

Contents of power of attorney

Limited power of attorney. Consult file for restrictions.



The Netherlands Chamber of Commerce Commercial Register extract

Commercial Register No. 34210680

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Extract was made on 18-02-2014 at 10.38 hours.
For extract

mw. Hankie van Baasbank, Raad van Bestuur

APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
This public document
2. Has been signed by: H. van Baasbank
3. Acting in the capacity of: lid Raad van Bestuur,
Kamer van Koophandel
4. Bears the seal/stamp of:

Certified

5. At Amsterdam
6. On 11 maart 2014
7. By the clerk of the Court of Amsterdam
8. No: 10414
9. Seal/Stamp:

10. Signature
mw. H.H.S. Verhagen

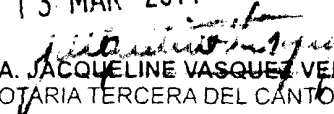


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NOTARÍA TERCERA DEL CANTÓN QUITO

De acuerdo con la facultad prevista en el numeral 5 del Art. 18 de la Ley Notarial, doy fé que la COPIA que antecede en DOS foja(s) es igual al documento original presentado ante mí
Quito, 13 MAR 2014


DRA. JACQUELINE VASQUEZ VELASTEGUI
NOTARIA TERCERA DEL CANTÓN QUITO

2014 17 01 03 D 17 32



11 March 2014

2014JHE60009815 G044

True copy certification

relating to

a copy of the shareholders' register of Ecuador Cellular Holdings B.V.

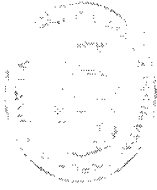
Simmons & Simmons

Simmons & Simmons LLP

PO Box 79023 1070 NB Claude Debussylaan 247 1082 MC Amsterdam The Netherlands

T +31 20 722 2500 F +31 20 722 2599





Simmons & Simmons

-1-

True copy certification

THE UNDERSIGNED:

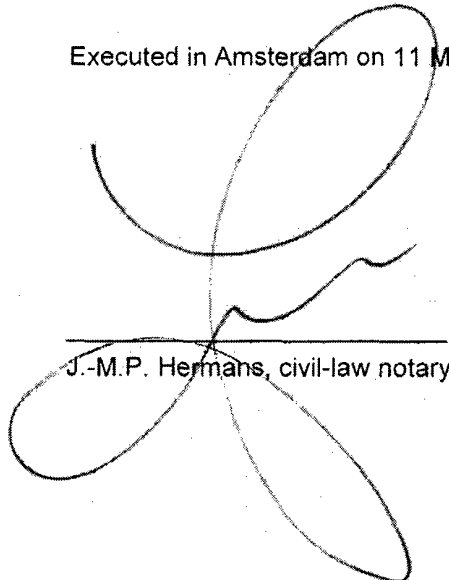
Jan-Mathijs Petrus Hermans, civil-law notary in Amsterdam, the Netherlands

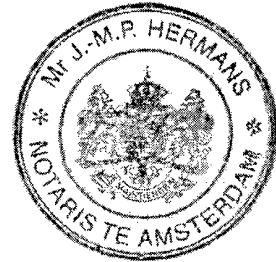
based on my authority as defined in Article 49, Paragraph 3 of the Civil-Law
Notaries Act (*Wet op het notarisambt*),

CERTIFY:

That attached is a certified copy of the shareholders' register of **Ecuador
Cellular Holdings B.V.**

Executed in Amsterdam on 11 March 2014.

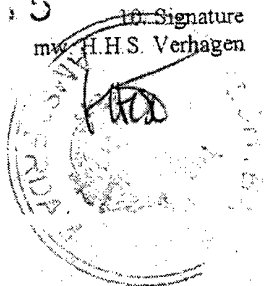


J.-M.P. Hermans, civil-law notary

APOSTILLE

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS
2. This public document
3. Has been signed by: mr. J.M.P. Hermans
3. Acting in the capacity of: civil law notary in
Amsterdam
4. Bears the seal/stamp of:
mr. J.M.P. Hermans
Certified
5. At Amsterdam
6. On 11 maart 2014
7. By the clerk of the Court of Amsterdam
8. No: 10415
9. Seal/Stamp: 10. Signature
mr. H.H.S. Verhagen



REGISTER OF SHAREHOLDERS

of the
private company with limited liability*
~~company limited by shares*~~

Ecuador Cellular Holdings B.V.

name changed to :
name changed to :
registered office : Amsterdam, the Netherlands
rgd. off. changed to :
rgd. off. changed to :
incorporated by deed : of incorporation
executed on : 27 July 2004
before : a substitute of H.J. Portengen
notary in : Rotterdam, the Netherlands
dept.no. ~~NV~~/B.V.* : 1286666

The Articles of Association were amended:

by deed executed on :	by deed executed on :
before :	before :
notary in :	notary in :
by deed executed on :	by deed executed on :
before :	before :
notary in :	notary in :

**This register comprises twenty-six numbered and initialled pages,
containing particulars of shareholders, usufructuaries and pledgees of
shares and holders of depositary receipts issued for shares.**

This register contains the particulars of the Company

*** from the date of its incorporation**

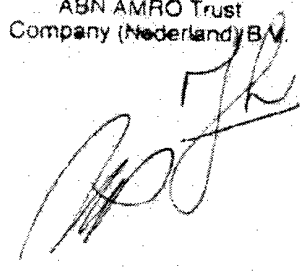
~~* from~~ xxxxxxxxxxxxxxxxxxxxxxxx

Signature(s) of Director(s)
Member(s) of Supervisory Board

ABN AMRO Trust
Company (Nederland) B.V.

* delete as appropriate

AUTHORISED CAPITAL

currency shares:		* USD /EUR*		
Number (and class) of shares identifying numbers, if any	nominal value per share	total amount (per class)	initials director(s)/supvr.director(s)	
5	18,000	90,000	ABN AMRO Trust Company (Nederland) B.V. 	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Authorised capital as at 27 July 2004		total 0 90,000		
Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Authorised capital as at		total 0		
Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Authorised capital as at		total 0		
Authorised capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Authorised capital as at		total 0		

* delete as appropriate



ISSUED CAPITAL

currency shares:		NLG/EUR*		
Number (and class) of shares identifying numbers, if any	nominal value per share	total amount (per class)	initials director(s)/supvr.director(s)	
1	18,000	18,000	ABN AMRO Trust B.V. Company (Netherlands) B.V. 	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Issued capital as at 27 July 2004	total	18,000		
Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Issued capital as at	total	0		
Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Issued capital as at	total	0		
Issued capital following increase or reduction of capital, or following change of the nominal value or the class of the shares, or following change of the currency			initials director(s)/supvr.director(s)	
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
	0	0		
Issued capital as at	total	0		

* delete as appropriate

PARTICULARS OF EACH SHAREHOLDER
(fully paid shares)

page 1

SHAREHOLDER

name : BellSouth International Latin America, Inc.
address : Suite 900, 300 Delaware Avenue
Wilmington, Delaware 19801, United States
change of address/name* : of America
change of address/name* :
change of address/name* :
change of address/name* :

FIRST REGISTRATION

event or instrument underlying the acquisition : deed of incorporation, executed on 27 July 2004 before a substitute of H.J. Portengen, civil law notary in Rotterdam, the Netherlands
date of acquisition : 27 July 2004
date of acknowledgment/service* : not applicable
concerns the shares
number (and class) : 1 ordinary share
each of a nominal value of : 18,000 EUR
identifying nos. (if any) :

date of registration :

SPECIAL DETAILS

signature(s)

ABN AMRO Trust
Company (Nederland) B.V.

CHANGE**

event or instrument underlying acquisition/alienation* : deed of transfer, executed on 14 October 2004 before a substitute of F.P. Rosendaal, notary in Amsterdam

date of acquisition/alienation* : 14 October 2004

date of acknowledgment/service* :

concerns the shares

number (and class) : 0

each of a nominal value of :

identifying nos. (if any) :

shares held following change

number (and class) :

each of a nominal value of :

identifying nos. (if any) :

date of registration

SPECIAL DETAILS

signature(s)

ABN AMRO TRUST COMPANY (NEDERLAND) B.V.

CHANGES CONTINUED OVERLEAF

* delete as appropriate

** for examples see **SPECIMEN REGISTER** at the back of the register

ABN AMRO Trust
Company (Nederland) B.V.

INITIALS TO AUTHENTICATE
PAGE 1



PARTICULARS OF EACH SHAREHOLDER
(fully paid shares)

page 2

SHAREHOLDER

name : Telefónica Móviles, S.A
address : 28001 Madrid, Spain, Goya 24
change of address/name* : Telefonica SA
Gran Vía 28 Planta 3
Madrid, MA 28013, Spain
change of address/name* : _____

FIRST REGISTRATION

event or instrument
underlying the acquisition : deed of transfer, executed on 14 October
2004, before a substitute of F.P. Rosendal,
notary in Amsterdam
date of acquisition : 14 October 2004
date of acknowledgment/service* : _____
concerns the shares : _____
number (and class) : 1 ordinary share
each of a nominal value of : EUR 10.000
identifying nos. (if any) : _____
date of registration : _____

SPECIAL DETAILS

signature(s)

ABN AMRO TRUST (COMPANY GUERNSEY) B
Jhuco Ben

CHANGE**

event or instrument underlying
acquisition/alienation* : _____
date of acquisition/alienation* : _____
date of acknowledgment/service* : _____
concerns the shares : _____
number (and class) : _____
each of a nominal value of : _____
identifying nos. (if any) : _____
shares held following change : _____
number (and class) : _____
each of a nominal value of : _____
identifying nos. (if any) : _____
date of registration : _____

SPECIAL DETAILS

NOTARIA TERCERA DEL CANTÓN QUITO
De acuerdo con la facultad prevista en el numeral 5 del
Art. 18 de la Ley Notarial, doy fé que la COPIA que
antecede en CUATRO foja(s) es igual al documento
original presentado ante mí
Quito, 13 MAR 2014

CHANGES CONTINUED OVERLEAF

Dr. JACQUELINE VASQUEZ VELASTEGUI
NOTARIA TERCERA DEL CANTÓN QUITO

PAGE 2

* delete as appropriate

** for examples see SPECIMEN REGISTER at the back of the register