



Simmons & Simmons

20 November 2015

2015JHE60009998 G194

# True copy certification

relating to

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

Simmons & Simmons

Simmons & Simmons LLP

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Simmons & Simmons

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## True copy certification

### THE UNDERSIGNED:

Oscar Willem Jan Hoefnagels, associated civil-law notary (*toegevoegd notaris*) of Jan-Mathijs Petrus Hermans, civil-law notary in Amsterdam, the Netherlands

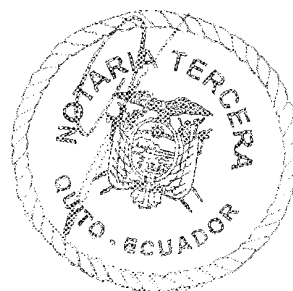
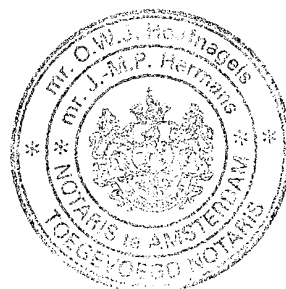
based on my authority as defined in Article 49, Paragraph 3 of the Civil-Law Notaries Act (*Wet op het notarisambt*),

### CERTIFY:

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

Executed in Amsterdam on 20 November 2015.

O.W.J. Hoefnagels, toegevoegd notaris



# 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. ~~N.V.~~/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

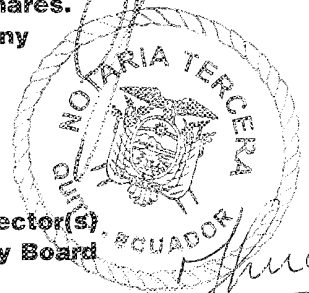
\* from the date of its incorporation

\* ~~from~~XXXXXXXXXXXXXXXXXXXXX

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

ABN AMRO Trust  
Company (Nederland) B.V.

\* delete as appropriate



# AUTHORISED CAPITAL

| currency shares:                                                                                                                                                        |                            | XLS/EUR*                    |                                                                                                                                     |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------|--|
| Number (and class) of shares<br>identifying numbers, if any                                                                                                             | nominal value<br>per share | total amount<br>(per class) | initials<br>director(s)/supvr.director(s)                                                                                           |  |
| 5                                                                                                                                                                       | 18,000                     | 90,000                      | ABN AMRO Trust<br>Company (Netherlands) B.V.<br> |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
| Authorised capital as at 27 July 2004                                                                                                                                   | total                      | 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<br>director(s)/supvr.director(s)                                                                                           |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
| Authorised capital as at                                                                                                                                                | total                      |                             |                                                                                                                                     |  |
| 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<br>director(s)/supvr.director(s)                                                                                           |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
| Authorised capital as at                                                                                                                                                | total                      |                             |                                                                                                                                     |  |
| 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<br>director(s)/supvr.director(s)                                                                                           |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
|                                                                                                                                                                         | 0                          | 0                           |                                                                                                                                     |  |
| Authorised capital as at                                                                                                                                                | total                      |                             |                                                                                                                                     |  |



# ISSUED CAPITAL

| currency shares:                                                                                                                                                    |                            | NLG/EUR*                    |                                                                                                                                                                                                                              |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| Number (and class) of shares<br>identifying numbers, if any                                                                                                         | nominal value<br>per share | total amount<br>(per class) | initials<br>director(s)/supvr.director(s)                                                                                                                                                                                    |  |
| 1                                                                                                                                                                   | 18,000                     | 18,000                      | ABN AMRO TRUST B.V.<br>Company (Netherlands) B.V.<br>  |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 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<br>director(s)/supvr.director(s)                                                                                                                                                                                    |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 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<br>director(s)/supvr.director(s)                                                                                                                                                                                    |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 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<br>director(s)/supvr.director(s)                                                                                                                                                                                    |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| 0                                                                                                                                                                   | 0                          | 0                           |                                                                                                                                                                                                                              |  |
| Issued capital as at                                                                                                                                                |                            | total 0                     |                                                                                                                                                                                                                              |  |



**APOSTILLE**

Convention de La Haye du 5 octobre 1961

1. Country: THE NETHERLANDS  
This public document
2. Has been signed by: mr. O.W.J. Hoefnagels
3. Acting in the capacity of: associated civil law  
notary in Amsterdam
4. Bears the seal/stamp of:  
mr. O.W.J. Hoefnagels  
Certified
5. At Amsterdam
6. On 20 november 2015
7. By the clerk of the Court of Amsterdam
8. No:
9. Seal/Stamp: 52572

10. Signature  
mv. J.W. Pollet

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 6 foja(s) es igual al documento  
presentado ante mí.  
Quito, 06 ENE. 2016

*Jacqueline Vasquez Velastegui*  
DRA. JACQUELINE VASQUEZ VELASTEGUI  
NOTARIA TERCERA DEL CANTON QUITO

**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\* :

**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)

**CHANGE\*\***

event or instrument underlying  
acquisition/alienation\* : deed of transfer, executed on 14 October 2004  
before a substitute of F.D. Rosenblau,  
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)

**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 : Telefonica 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)

APN AMRO TRUST COMPANY (NEEDERLAND) B.V.  
J. Lucas  
J. Jansen

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 (9) 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 - 2 - foja(s) es igual al documento  
presentado ante mí  
Quito, 06 ENE 2016

DR. JACQUELINE VASQUEZ VELASTEGUI  
NOTARIA TERCERA DEL CANTÓN QUITO

CHANGES CONTINUED OVERLEAF

\* delete as appropriate

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

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