

## PODER ESPECIAL

OTORGADO POR:  
PFIZER PHARMACEUTICALS B.V.

A FAVOR DE:  
FYC REPRESENTACIONES CÍA. LTDA.

### PRIMERA - COMPARECIENTE.

El Sr. David Reid, en su calidad de Director de Pfizer Pharmaceuticals B.V. y como tal Representantes Legales de Pfizer Pharmaceuticals B.V., (en adelante "MANDANTE").- El compareciente David Reid es de nacionalidad estadounidense, mayor de edad, domiciliado en esta ciudad de Nueva York, Nueva York, Estados Unidos de América; hábiles para contratar y obligarse y quienes actúan por los derechos que representan.

### SEGUNDA - PODER ESPECIAL.

El Sr. David Reid, a nombre y representación de la MANDANTE, en forma libre y voluntaria, otorga el presente Poder Especial FYC REPRESENTACIONES CÍA. LTDA. y le nombra como sus apoderado especial, a quien en adelante se le podrá denominar el/la "MANDATARIO/A", para que tenga plenas facultades y atribuciones para realizar, a nombre y en representación del/la MANDANTE, lo siguiente:

- d) Representar al/la MANDANTE, en todos los actos que sean necesarios ante entidades públicas, privadas, administrativas o judiciales, por su calidad de socia de PFIZER CÍA. LTDA. especialmente pero no limitado a: i) la suscripción de títulos de acción ó certificados de aportación; ii) comparecer a las Juntas Generales que se celebren, pudiendo proponer, discutir y votar sobre los puntos a tratarse iii) presentar solicitudes a órganos de control ecuatorianos; iv) registrar la inversión en el Banco Central del Ecuador.
- e) Contestar y presentar demandas,

## SPECIFIC POWER OF ATTORNEY

GRANTED BY:  
PFIZER PHARMACEUTICALS B.V.

TO:  
FYC REPRESENTACIONES CÍA. LTDA.

### FIRST - APPEARER.

Mr. David Reid, in his capacity as Director of Pfizer Pharmaceuticals B.V. and as such Legal Representatives of Pfizer Pharmaceuticals B.V. (hereinafter "PRINCIPAL").- The appearer, David Reid, is a national of Great Britain, of legal age, domiciled in the city of New York, New York; able to execute contracts and assume obligations, acting in their capacity and for the rights they represent.

### SECOND - SPECIFIC POWER.

Mr. David Reid, in the name and on behalf of the PRINCIPAL, freely and voluntarily hereby grants this Specific and Limited Power of Attorney to FYC REPRESENTACIONES CÍA. LTDA. Ecuadorian national, and appoints it as "Attorney-in-fact", hereinafter also referred to as "AGENT", so that he shall have the full power and authority, in the name and on behalf of the PRINCIPAL, to undertake and perform only the following acts:

- d) To act on behalf of the PRINCIPAL, in all necessary acts before public, private, administrative or legal entities, in its capacity of shareholder of PFIZER CÍA. LTDA., especially, but not limited to: i) subscription of Shares or Certificates of Contribution; ii) attend to the General Shareholders Meetings that might be held, being capable to propose, discuss and vote on the matters to be known; iii) file applications before Ecuadorian control entities; and iv) register the investment at the Central Bank of Ecuador.
- e) Reply and file claims, whether judicial and

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BLANCO**

representar judicial y extrajudicialmente para defender los derechos e intereses del/la MANDANTE.

- f) El/la MANDATARIO/A, podrá hacer, a nombre del/la MANDANTE, todo aquello que sea necesario para cumplir a cabalidad con el mandato conferido y para proteger los derechos e intereses del/la MANDANTE, por lo que ninguna entidad y/o autoridad pública o privada del Ecuador podrá alegar insuficiencia de poder.

El/la MANDANTE, reconoce y acepta que el/la MANDATARIO/A no será personalmente responsable de las obligaciones que adquiera el/la MANDANTE.

### TERCERA - PLAZO.

El presente poder:

- (a) Tendrá validez desde la fecha del presente;
- (b) Terminará automáticamente ante el primero de (i) plazo de dos años; o, (ii) notificación por escrito del MANDANTE al MANDATARIO de la revocación del presente poder; y,
- (c) Sólo podrá ser modificado o enmendado por escrito.

### CUARTO - LEY APLICABLE

El presente poder estará regido por las leyes del Estado de Nueva York, Estados Unidos de América.

Dated: October 21, 2009

Pfizer Pharmaceuticals B.V.

By: \_\_\_\_\_

Name: David Reid  
Title: Director

extra-judicial, in order to safeguard the rights and interests of the PRINCIPAL.

- f) On behalf of the PRINCIPAL, the AGENT shall undertake all necessary procedures in order to fully accomplish the purpose 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 will not be liable for wrongful acts from the PRINCIPAL.

### THIRD - TERM.

This power of attorney:

- (a) shall have effect from the date hereof;
- (b) shall terminate automatically on the earlier of (i) two years or (ii) notification in writing by the PRINCIPAL to the Attorney that this power of attorney is revoked; and
- (c) may not be amended or modified in any manner other than by an instrument in writing.

### FOURTH - GOVERNING LAW

This power of attorney is governed by and construed in accordance with the laws of the State of New York, United States of America.

Dated: October 21, 2009

Pfizer Pharmaceuticals B.V.

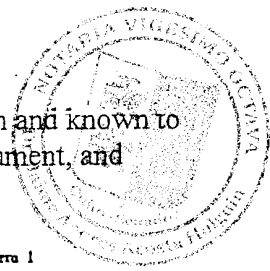
By: \_\_\_\_\_

Name: David Reid  
Title: Director

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BLANCO

State of New York )  
County of New York ) ss.:  
United States of America )

On this 21<sup>st</sup> day of October 2009 ~~County~~ came Mr. David Reid, to me known and known to me to be the individual described ~~as Clerk~~ and who executed the foregoing instrument, and acknowledged that he executed the same



State of New York }  
County of New York, } ss.:

NEW YORK  
COUNTY

738877 Form 1

I, NORMAN GOODMAN, County Clerk and Clerk of the Supreme Court of the State of New York, in and for the County of New York, a Court of Record, having by law a seal,  
DO HEREBY CERTIFY pursuant to the Executive Law of the State of New York, that

*Gary Ross Gerasci*

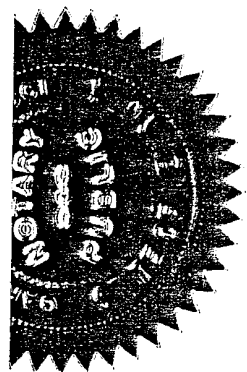
whose name is subscribed to the annexed affidavit, deposition, certificate of acknowledgment or proof, was at the time of taking the same a NOTARY PUBLIC in and for the State of New York duly commissioned, sworn and qualified to act as such; that pursuant to law, a commission or a certificate of his official character, with his autograph signature has been filed in my office; that at the time of taking such proof, acknowledgment or oath, he was duly authorized to take the same; that I am well acquainted with the handwriting of such NOTARY PUBLIC or have compared the signature on the annexed instrument with his autograph signature deposited in my office, and I believe that such signature is genuine.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal this

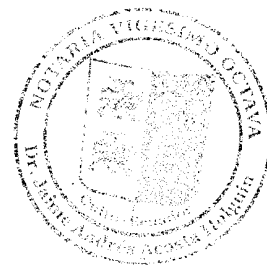
OCT 23 2009

FEE PAID \$3.00

*Norman Goodman*  
County Clerk and Clerk of the Supreme Court, New York County



(Convention de La Haye du 5 Octobre 1961)



- This public document

5. At New York, New York      6. the 23rd day of October 2009

7. by Special Deputy Secretary of State, State of New York

8. No. NYC-10716740A

9. Seal/Stamp      10. Signature



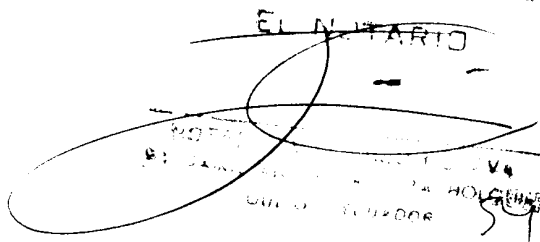
James Byrne

James Bizzarri  
Special Deputy Secretary of State

Que lo presente es el mismo que el  
que en cuarta  
seguida le dio la  
Octava archivada una le  
Octava actualmente a mi c

Quito a. 18 Enero de 2014

EL NOTARIO

  
NOTARIO  
HOLGHERS  
QUITO ECUADOR

