



# Apostille

(Convention de La Haye du 5 Octobre 1961)

1. Country: United States of America  
This public document
2. has been signed by **Norman Goodman**
3. acting in the capacity of **County Clerk**
4. bears the seal/stamp of the **county of New York**

Certified

5. at New York City, New York
6. the 6th day of February 2014
7. by Special Deputy Secretary of State, State of New York
8. No. NYC-150838
9. Seal/Stamp
10. Signature

*Sandra J. Tallman*

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Sandra J. Tallman  
Special Deputy Secretary of State



## PODER ESPECIAL

**OTORGADO POR:**  
**C.P. PHARMACEUTICALS**  
**INTERNATIONAL C.V.**

**A FAVOR DE:**  
**FABARA & COMPAÑÍA ABOGADOS C. L.**

### PRIMERA.- COMPARECIENTE.-

Los señores Brian Byala y Brian McMahon, en sus calidades de Vicepresidentes Senior de los Socios y como tal Representantes Legales de C.P. Pharmaceuticals International C.V. (en adelante "MANDANTE").- El compareciente Brian Byala es de nacionalidad estadounidense, mayor de edad, domiciliado en esta ciudad de New York, Estados Unidos de América y el compareciente Brian McMahon es de nacionalidad irlandesa, mayor de edad, domiciliado en esta ciudad de Nueva York, Estados Unidos de América; hábiles para contratar y obligarse, quienes actúan por los derechos que representan.

### SEGUNDA.- PODER ESPECIAL.-

La MANDANTE, en forma libre y voluntaria, otorga el presente Poder Especial a **FABARA & COMPAÑÍA ABOGADOS C. L.**, y la nombra como su apoderada 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:

- a) Representar a la MANDANTE, en los actos que sean necesarios ante entidades públicas, privadas, administrativas o judiciales, única y exclusivamente por su calidad de MANDATARIA, especialmente pero no limitado a: i) la suscripción de títulos de acción; 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.
- b) Contestar y presentar demandas, representar judicial y extrajudicialmente para defender los derechos e intereses de la MANDANTE.
- c) La MANDATARIA, podrá hacer, a

## SPECIFIC POWER OF ATTORNEY

**GRANTED BY:**  
**C.P. PHARMACEUTICALS**  
**INTERNATIONAL C.V.**

**TO:**  
**FABARA & COMPAÑÍA ABOGADOS C. L.**

### FIRST.- APPEARER.-

Messrs. Brian Byala and Brian McMahon, in their capacity as Senior Vice Presidents of the General Partners of C.P. Pharmaceuticals International C.V., (hereinafter "PRINCIPAL").- The appearer, Brian Byala, is national of United States of America, of legal age, domiciled in the city of New York, and the appearer Brian McMahon is a national of the Republic of Ireland, of legal age, domiciled in the city of New York, able to execute contracts and assume obligations, acting in their capacity and for the rights they represents.

### SECOND.- SPECIFIC POWER.-

PRINCIPAL, freely and voluntarily hereby grants this Specific and Limited Power of Attorney to **FABARA & COMPAÑÍA ABOGADOS C. L.**, and appoints it as "Attorney-in-fact", hereinafter also referred to as "AGENT", so that it shall have the full power and authority, in the name and on behalf of the PRINCIPAL, to undertake and perform only the following acts:

- a) To act on behalf of the PRINCIPAL, in necessary acts before public, private, administrative or legal entities, only and exclusively in its capacity of AGENT, specially but not limited to: i) subscription of Shares; 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.
- b) Reply and file claims, whether judicial and extra-judicial, in order to safeguard the rights and interests of the PRINCIPAL.
- c) On behalf of the PRINCIPAL, the AGENT shall undertake all necessary procedures in order to fully accomplish the assignment





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

La MANDANTE, reconoce y acepta que la MANDATARIA no será personalmente responsable de las obligaciones que adquiera la MANDANTE.

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 shall not be held personally liable of the responsibilities acquired by the PRINCIPAL.

### TERCERA.- PLAZO.-

El presente poder :

- (a) Tendrá Validez desde la fecha del presente,
- (b) Terminará automáticamente ante el primero de los siguientes sucesos: (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.

Fecha: Enero 31 de 2014

Por y en representación de C.P. Pharmaceuticals International C.V.

Brian Byala

En calidad de Vicepresidente Senior por y representación de Pfizer Manufacturing LLC, entidad que actúa como representante por y en representación de C.P. Pharmaceuticals International C.V.

Brian McMahon

En calidad de Vicepresidente Senior por y representación de Pfizer Production LLC, entidad que actúa como representante por y en representación de C.P. Pharmaceuticals International C.V.

### THIRD.- TERM.-

This power of attorney:

- (a) Shall have effect from the date hereof;
- (b) Shall terminate automatically on the earliest event: (i) two years period 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: January 31, 2014.

For and on behalf of C.P. Pharmaceuticals International C.V.,

By: Brian Byala

As Senior Vice President for and on behalf of Pfizer Manufacturing LLC, which latter entity acts as general partner for and on behalf of C.P. Pharmaceuticals International C.V.

Brian McMahon

As Senior Vice President for and on behalf of Pfizer Production LLC, which latter entity acts as general partner for and on behalf of C.P. Pharmaceuticals International C.V.

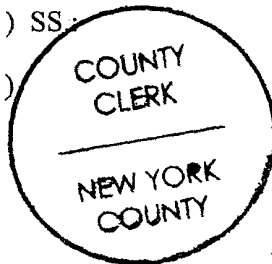


ACKNOWLEDGEMENT

Country of U.S.A. )

State of New York ) SS:

County of New York )



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

58348

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

MAHON to  
d the

*Andrew J. Muratore*

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

FEB 06 2014

FEE PAID \$3.00

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





# ACKNOWLEDGEMENT

Country of U.S.A. )

State of New York ) SS:

County of New York )

COUNTY  
CLERK

On this 31st day of January 2014 before me came BRIAN BYALA and BRIAN MCMAHON to me known and known to me to be the individuals described herein, and who executed the foregoing instrument, and acknowledged that he executed the same.

Notary Public

ANDREW J. MURATORE  
NOTARY PUBLIC, State of New York  
No. 02MU6193820  
Qualified in New York County  
Commission Expires 1/14/2017



NOTARIA VIGESIMA SEXTA DEL CANTON QUITO  
De acuerdo con la facultad prevista en la Ley  
Notarial, doy fe que la FOTOCOPIA que antecede,  
es igual al documento presentado ante mi.  
en: -5- fojas:util (ss).  
Quito, a 12 FEB 2014

DR. HOMERO LOPEZ OBANDO  
NOTARIO VIGESIMO SEXTO  
DEL CANTON QUITO

