

SEÑOR NOTARIO:

Sírvase autorizar en el registro de Escrituras Públicas a su cargo una de la que conste el Poder General que otorga Howard William Nicholson, por los derechos que representa de Kellogg Latin America Holding Company (TWO) Limited, de acuerdo con las declaraciones y cláusulas siguientes:

COMPARECIENTE: Interviene al otorgamiento y suscripción del presente poder general, Howard William Nicholson, nacional de England, de ocupación Senior Finance Director, con domicilio en The Old Dairy, Reddish Lane, Lymm, WA13 9RY.

PRIMERA: ANTECEDENTE.- La compañía Kellogg Latin America Holding Company (TWO) Limited es actualmente socia de la compañía de nacionalidad ecuatoriana "Kellogg Ecuador C. LTDA." (ECUAKELLOGG) y, de acuerdo con las disposiciones legales vigentes de la Ley de Compañías, específicamente la reforma expedida por la Asamblea Nacional, publicada en el Registro Oficial 591 del 15 de mayo de 2009, dispone la obligación de tener en la República del Ecuador un apoderado o representante.

SEGUNDA: MATERIA.- Con este antecedente, Howard William Nicholson, por los derechos que representa de Kellogg Latin America Holding Company (TWO) Limited, tiene a bien conferir poder general, amplio y suficiente cuanto en derecho se requiere en favor del Dr. Miguel Ángel Puente Asquet y de Verónica Elizabeth Meza Aguirre, para que puedan actuar de forma individual o conjunta a nombre y representación de Kellogg Latin America Holding Company (TWO) Limited, de conformidad con lo dispuesto en la antes mencionada Ley Reformatoria a la Ley de Compañías, así como en lo dispuesto en los artículos 2020 y siguientes del Código Civil ecuatoriano.

En el ejercicio del presente Poder General que otorga Kellogg Latin America Holding Company (TWO) Limited a favor del Dr. Miguel Ángel Puente Asquet y de Verónica Elizabeth Meza Aguirre, éstos podrán a nombre y representación de su representada, intervenir en todos los actos y negocios jurídicos, así como comparecer ante cualquier autoridad judicial o administrativa de la República del Ecuador, en defensa de los intereses del mandante, quien atendiendo a la importancia y/o cuantía de tales actos, para los

MISTER NOTARY:

Please authorize the registration in the Register of Public Deeds under your responsibility, one of which establishes the General Power of Attorney granted by Howard William Nicholson on behalf of Kellogg Latin America Holding Company (TWO) Limited, in accordance with the following statements and clauses:

THE APPEARING PARTY: Acting in the authorization and recording of this general power of attorney appears Howard William Nicholson, citizen of England, Senior Finance Director, residing at The Old Dairy, Reddish Lane, Lymm, WA13 9RY.

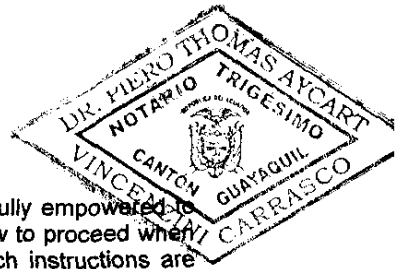
FIRST: PREAMBLE.- Kellogg Latin America Holding Company (TWO) Limited is a partner in the Ecuadorean company "Kellogg Ecuador. C. LTDA." (ECUAKELLOGG) and, in accordance with the existing provisions of the Companies Act, specifically the amendment passed by the National Assembly, which was published in the Official Registry 591 of May 15, 2009, it has the obligation to have an appointed agent or representative in the Republic of Ecuador.

SECOND: SUBJECT.- According to the Preamble, Howard William Nicholson, acting on behalf of Kellogg Latin America Holding Company (TWO) Limited hereby bestow a general power, broad and sufficient as required by law in favor of Dr. Miguel Ángel Puente Asquet and the Verónica Elizabeth Meza Aguirre, so they may act on behalf of and represent the rights of Kellogg Latin America Holding Company (TWO) Limited in accordance with the aforementioned law amending the Companies Act, and in accordance with the provisions of Article 2020 et seq. of the Civil Code of Ecuador.

In the exercise of this Power of Attorney granted by Kellogg Latin America Holding Company (TWO) Limited in favor of Dr. Miguel Ángel Puente Asquet and Verónica Elizabeth Meza Aguirre, the appointees may act on the name and on behalf of the principal to intervene in all acts and legal matters, and appear before any judicial or administrative authority of the Republic of Ecuador defending the interests of the principal, depending upon the relevance of such matters



Carla Ann Smith



que queda plenamente facultada la mandataria, dará las instrucciones escritas, cuando lo estime pertinente. Si no da tales instrucciones, queda bien entendido que la mandataria o apoderada podrá actuar de acuerdo a su buen criterio y su leal saber y entender.

TERCERA: PLAZO.- El plazo del Poder es de un año. La Apoderada no podrá delegarlo a terceras personas.

Agregue usted, señor Notario, las demás formalidades de estilo para el perfeccionamiento y validez del presente instrumento.

KELLOGG LATIN AMERICA HOLDING
COMPANY (TWO) LIMITED

Executed as a Deed by Kellogg Latin America
Holding Company (Two) Limited

Acting by a Director

In the presence of:

Signature of witness:
Name (In block capitals):
Address:

and/or acts, the appointee is fully empowered to give written instructions on how to proceed when deemed appropriate. If no such instructions are given, it is well understood that the attorney in fact may act according to the best of her knowledge.

THIRD: TERM.- The term of this power of attorney is one year. This representation cannot be delegated to third parties.

You may add, Mr. Notary, other formalities for the refinement and manner to ensure the validity of this instrument.

KELLOGG LATIN AMERICA HOLDING
COMPANY (TWO) LIMITED

Howard William Nicholson
Director - Howard William Nicholson

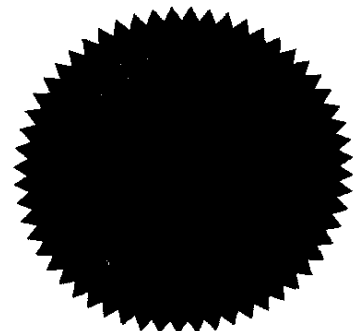
William Richardson
WILLIAM RICHARDSON
TALBOT ROAD
MANCHESTER
M16 0PU

I Colin Rowe of Pall Mall Court, 61-67 King Street, Manchester M2 4PD United Kingdom, a duly authorised notary public CERTIFY the authenticity of the signature of Howard William Nicholson affixed to this attached document.

SIGNED and sealed at Manchester, United Kingdom on 2 December 2013

Colin Rowe
Notary Public
England and Wales

protocol number 433.13

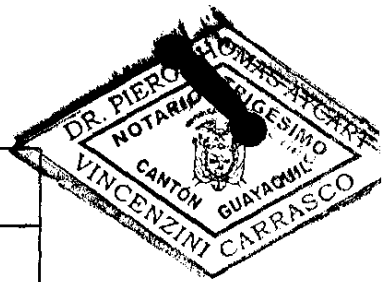


APOSTILLE (Convention de La Haye du 5 octobre 1961)		
1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland	
This public document Le présent acte public / El presente documento público		
2. Has been signed by a été signé par ha sido firmado por	Colin Rowe	
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public	
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public	
Certified Attesté / Certificado		
5. at à / en	London	6. the 03 December 2013 le / el día
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs	
8. Number sous no / bajo el número	J867979	
9. Seal / stamp: Sceau / timbre: Sello / timbre:	10. Signature: P. Forbes Signature: Firma: 	



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If this document is to be used in a country which is not party to the Hague Convention of 5th October 1961, it should be presented to the consular section of the mission representing that country.



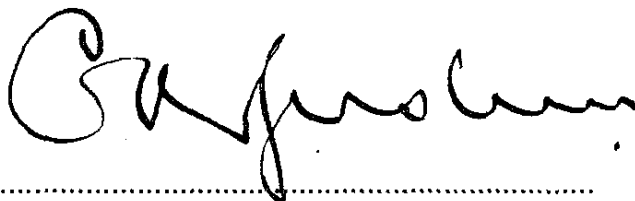
Dr. Piero Thomas Aycart Vincenzini Carrasco Notario Trigesimo del Cantón Guayaquil, de conformidad con el numeral 5 del artículo 18 de la Ley Notarial vigente DOY FE Que la fotocopia precedente compuesta de 08 hojas, es igual al documento original
Guayaquil, 15 ENE 2014

Dr. Piero Thomas Aycart Vincenzini Carrasco
NOTARIO TRIGESIMO CANTÓN GUAYAQUIL

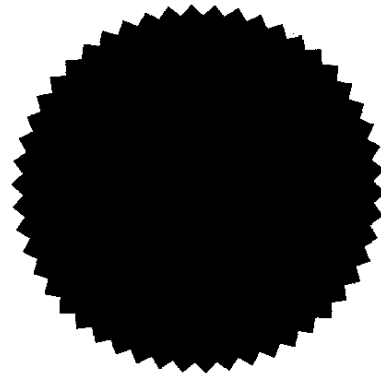
I, GAVIN RICHARD BUSHELL, Public Notary, of 58 Mosley Street, Manchester, England, by Royal Authority duly admitted and sworn, **HEREBY CERTIFY AND ATTEST** that the document attached hereto dated 25 July 2012 and marked GRB4 bears the true and authentic signature of Ben Goodman (whose full name is Benjamin Gordon Goodman) in his capacity as Company Secretary of Kellogg Latin America Holding Company (Two) Limited ("the Company") and being so signed is valid and binding on the Company.

IN WITNESS of which I have hereunto set my hand and affixed my Seal of Office at 58 Mosley Street, Manchester, England.

Date: 25 July 2012



.....
Gavin Richard Bushell, Public Notary
Manchester, England
GRB/136/12/Ecuador



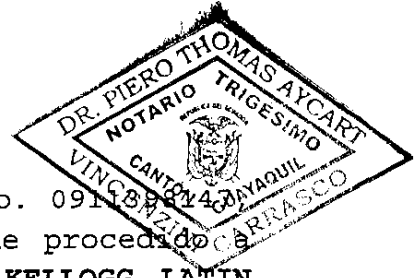
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1. Country: Pays/Pais	United Kingdom of Great Britain and Northern Ireland
This public document Le présent acte public / El presente documento público	
2. Has been signed by a été signé par ha sido firmado por	Gavin Richard Bushell
3. Acting in the capacity of agissant en qualité de quien actúa en calidad de	Notary Public
4. Bears the seal/stamp of est revêtu du sceau / timbre de y está revestido del sello / timbre de	The Said Notary Public
Certified Attesté / Certificado	
5. at à / en	London
6. the le / el día	26 July 2012
7. by par / por	Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number sous no / bajo el número	J328228
9. Seal / stamp: Sceau / timbre: Sello / timbre:	10. Signature: J Horne Signature: Firma:



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Señor notario:



Isabel Parada Arias, con cédula de ciudadanía No. 091139874, plena conocedora del idioma Inglés- Español, he procedido a traducir la Certificación de que la compañía **KELLOGG LATIN AMERICA HOLDING COMPANY (TWO) LIMITED**, no cotiza en bolsa, y su correspondiente razón notarial, cuya traducción es la siguiente:

"Yo, **GAVIN RICHARD BUSHELL**, Notario Público de 58 Mosley Street, Manchester, Inglaterra, por Autoridad Real debidamente reconocido y jurado, **EN ÉSTE INSTRUMENTO CERTIFICO Y ATESTIGUO** que el documento que se adjunta de fecha 25 de julio de 2012 y marcado GRB4 lleva la firma auténtica y verdadera de Ben Goodman (cuyo nombre completo es Benjamin Gordon Goodman) en su calidad de secretario de la compañía Kellogg Latin America Holding Company (Two) Limited ("La Compañía") y por estar así firmado es válido y vinculante para la compañía.

EN TESTIMONIO de lo que he puesto aquí firmo y estampo el sello de oficina en 58 Mosley Street, Manchester, Inglaterra.

Fecha: 25 de julio de 2012

GAVIN RICHARD BUSHELL, Notario Público
Manchester, Inglaterra
GRB/136/12/Ecuador