

SEÑOR NOTARIO:

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

COMPARECIENTE: Interviene al otorgamiento y suscripción del presente poder general, Howard Nicholson, nacional de United Kingdom, de ocupación Director, con domicilio en The Kellogg Building, Talbot Road, Manchester, M16 0PU.

PRIMERA: ANTECEDENTE.- La compañía Kellogg Latin America Holding Company (One) 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 Nicholson, por los derechos que representa de Kellogg Latin America Holding Company (One) Limited, tiene a bien conferir poder general, amplio y suficiente cuanto en derecho se requiriere en favor del Dr. Miguel Angel Puente Asquet, Guillermo Javier Córdova Villegas 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 (One) 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 (One) Limited a favor del Dr. Miguel Angel Puente Asquet, Guillermo Javier Córdova Villegas y de Verónica Elizabeth Meza Aguirre, éstos podrá 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

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 Nicholson on behalf of Kellogg Latin America Holding Company (One) 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 Nicholson, citizen of United Kingdom, Director, residing at The Kellogg Building, Talbot Road, Manchester, M16 0PU.

FIRST: PREAMBLE.- Kellogg Latin America Holding Company (One) 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 Nicholson, acting on behalf of Kellogg Latin America Holding Company (One) Limited hereby bestow a general power, broad and sufficient as required by law in favor of Dr. Miguel Angel Puente Asquet, Guillermo Javier Córdova Villegas and the Verónica Elizabeth Meza Aguirre, so they may act on behalf of and represent the rights of Kellogg Latin America Holding Company (One) Limited in accordance with the aforementioned law amending the Companies Act, and I 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 (One) Limited in favor of the Dr. Miguel Angel Puente Asquet, Guillermo Javier Córdova Villegas 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



Notary Public England and Wales
protocol number N009.16

Colin Rowe

SIGNED and sealed at Manchester, United Kingdom on 6 January 2016

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 Nicholson affixed to this document.

Date	Date
Howard Nicholson Director	Howard Nicholson Director
<i>H. V. Nicholson</i>	<i>16 / 11 / 15</i>
Howard Nicholson Director	Date

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

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

KELLOGG LATIN AMERICA HOLDING COMPANY (ONE) LIMITED

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 (ONE) LIMITED

APOSTILLE (Convention de La Haye du 5 octobre 1961)	
United Kingdom of Great Britain and Northern Ireland	
signed by Colin Rowe	
the capacity of Notary Public	
seal/stamp of The Said Notary Public	
Certified Attesté / Certificado	
6. the 14 January 2016	London
Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs	
K816215	
10. Signature: M. O Dell Signature:  Firma:	
	

not to be used in the UK and only confirms the authenticity of the signature, seal or stamp on public document. It does not confirm the authenticity of the underlying document. Apostilles documents that have been photocopied and certified in the UK confirm the signature of the UK notary who conducted the certification only. It does not authenticate either the signature on the original document or the contents of the original document in any way.

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.

To verify this apostille go to www.verifyapostille.service.gov.uk

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