

SEÑOR NOTARIO:

Sirase autorizar en el registro de Escrituras Públicas a su cargo, una de la que conste el Poder General que otorga Philip Knowles, 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, Philip Knowles, 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 (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, Philip Knowles, 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 requiera en favor del Dr. Miguel Angel Puentes 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 (TWO) Limited, de conformidad con lo dispuesto en 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 Angel Puentes Asquet, Guillermo Javier Córdova Villegas 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

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 Philip Knowles 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 Philip Knowles, citizen of United Kingdom, Director, residing at The Kellogg Building, Talbot Road, Manchester, M16 0PU.

FIRST: PREAMBLE.- Kellogg Latin America Holding Company (TWO) Limited is a partner in the Ecuadorian 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, Philip Knowles, 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 Angel Puentes 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 (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 Angel Puentes Asquet, Guillermo Javier Córdova Villegas and the 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



protocol number N009.16

Notary Public England and Wales

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 Philip Knowles affixed to this document.

Philip Knowles
Philip Knowles
Director
16th November 2015
(date)

Philip Knowles
Philip Knowles
Director
(date)

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

importancia y/o cuantía de tales actos, para los 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

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 Colin Rowe	3. Acting in the capacity of Notary Public
4. Bears the seal/stamp of The Said Notary Public	5. at London
6. the 14 January 2016	7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs
8. Number K816216	9. Seal / stamp: Sceau / timbre: Sello / timbre:
10. Signature: M. O Dell	Signature: Firma:

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exercise of this Power of Attorney granted to the Latin America Holding Company Limited in favor of Dr. Miguel Angel Puen Guillermo Javier Córdova Villegas and Verónica Elizabeth Meza Aguirre, the company may act on the name and on behalf of the principal to intervene in all acts and legal and appear before any judicial authority of the Republic of Ecuador, defending the interests of the principal upon the relevance of such matter.

SUBJECT.- According to the Latin America Holding Company (TWO) hereby bestow a general power, bro agent as required by law in favor of Angel Puente Asquet, Guillermo Javier Villegas and the Verónica Elizabeth Aguirre, so they may act on behalf of the rights of Kellogg Latin America Company (TWO) Limited in accordance with the aforementioned law amending the Act, and I accordance with the of Article 2020 et seq. of the Civil Code of Ecuador.

PREAMBLE.- Kellogg Latin America Company (TWO) Limited is a partner in the Ecuadorian company "Kellogg Ecuador, (EQUAKELLOGG) and, in accordance with the existing provisions of the Company (TWO) Limited, which was published in the Registry 591 of May 15, 2009, it has the right to have an appointed agent to intervene in the Republic of Ecuador.

PEARING PARTY: Acting in the name and recording of this general power of attorney, appears Philip Knowles, citizen of the United Kingdom, residing at The Kellogg, Talbot Road, Manchester, M16 0P.

Deeds under your responsibility, on behalf of Philip Knowles on behalf of Kellogg Latin America Holding Company (TWO) Limited, with the following statements: