

PODER

En la ciudad de Woerden, a los 9 días del mes de diciembre del 2010, el señor D. F. Heinis y el señor J. W. van den Broek, a nombre y en representación de **Roche Pharmholding B.V.** manifiesta:

PRIMERA.- COMPARECIENTES.-

Comparece el señor D. F. Heinis y el señor J. W. van den Broek, como representantes legales de **Roche Pharmholding B.V.** legalmente constituida bajo las leyes de Países Bajos con domicilio principal en la ciudad de Woerden, a la que en adelante se la denominará simplemente "LA MANDANTE", quien en forma libre y voluntaria a través del presente otorga (i) un poder a favor de el señor MIGUEL PAREDES y JAIME ARELLANO, a quienes en adelante se los podrá denominar simplemente "MANDATARIOS", para que de forma conjunta representen a la MANDANTE en sus funciones como accionista de **ROCHE ECUADOR S.A.** en la República del Ecuador. (ii) un poder a favor de el Sr. MIGUEL PAREDES para actuar individualmente y para representar al MANDANTE en reuniones de Junta General de Accionistas de **ROCHE ECUADOR S.A.**

SEGUNDA.- ÁMBITO DEL MANDATO.-

Los MANDATARIOS están facultados para representar conjuntamente a la MANDANTE en todos los actos y contratos que se deriven de la calidad de accionista de **ROCHE ECUADOR S.A.** con domicilio ecuatoriano, en la cual la MANDANTE posee acciones. Para el cumplimiento de este encargo podrán realizar todos los actos necesarios para ejercer los derechos y cumplir con las obligaciones que le correspondan a la MANDANTE en su calidad de accionista, en especial: presentar peticiones al Superintendente de Compañías; presentar la información a la que esté obligada según la legislación ecuatoriana, en calidad de accionista; registrar las inversiones que realice la MANDANTE en el Banco Central del Ecuador.

El señor MIGUEL PAREDES tiene la capacidad de representar al MANDANTE individualmente en reuniones de Junta General de Accionistas.

En general, los MANDATARIOS podrán hacer, a 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. Los MANDATARIOS por ningún motivo serán personalmente responsables de las obligaciones de la MANDANTE.

PROXY

In the city of Woerden, on 9 December 2010, Mr. D. F. Heinis and Mr. J. W. van den Broek on behalf and in representation of **Roche Pharmholding B.V.** declare:

FIRST.- APPEARERS.-

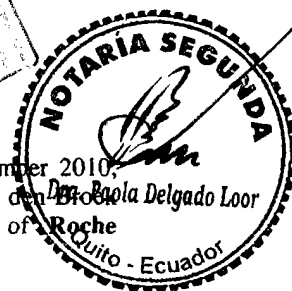
Mr. D.F. Heinis and Mr. J. W. van den Broek appear as legal representatives of **Roche Pharmholding B.V.**, legally formed under the laws of the Netherlands, with principle address in the city of Woerden, which hereinafter will be simply called "THE MANDANT", who freely and by own will through the present hereby grants (i) a proxy to Mr. MIGUEL PAREDES AND MR. JAIME ARELLANO, who hereinafter will be simply called "REPRESENTATIVES", for acting jointly, to represent the MANDANT in its function as shareholder of **ROCHE ECUADOR S.A.** in the Republic of Ecuador and (ii) a proxy to Mr. MIGUEL PAREDES for acting individually, to represent the MANDANT in meetings of the General Shareholders Board of **ROCHE ECUADOR S.A.**

SECOND.-SCOPE OF THE MANDANT.-

The REPRESENTATIVES have the capacity of representing jointly the MANDANT within all the acts and contracts derived from its capacity as shareholder of **ROCHE ECUADOR S.A.** of Ecuadorian domicile in which the MANDANT has shares. For the fulfillment of this task, the REPRESENTATIVES will be able to carry out the necessary acts for executing all the rights and fulfill the obligations that correspond to the MANDANT as shareholder, specially: file petitions to the Superintendent of Companies; present the information which they are obliged to according to the Ecuadorian laws, and as shareholders; register investments made by the MANDANT in the Central Bank of Ecuador.

Mr. MIGUEL PAREDES has the capacity of representing the MANDANT individually in meetings of the General Shareholders Boards.

In general, the REPRESENTATIVES will be able to carry out, on behalf of the MANDANT, everything that is necessary for fulfilling the granted mandate and for protecting the rights and interests of the MANDANT, for which no public nor private authority of Ecuador could allege insufficiency of proxy. The REPRESENTATIVES for no reason will be personally responsible of the obligations of the MANDANT.

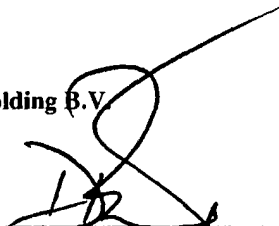


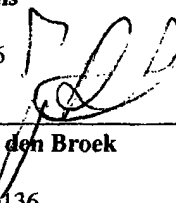
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TERCERO.-DURACION.-

El presente poder se confiere y tendrá validez hasta 31 de diciembre 2011.

Roche Pharmholding B.V.

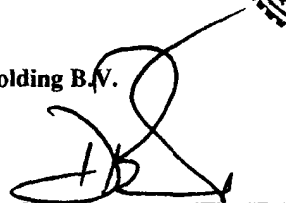
By: 
Name: **D.F Heinis**
Position: Director
Passport no: F0113446

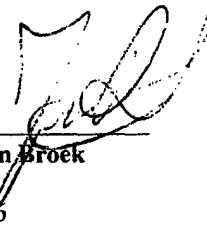
By: 
Name: **J.W. van den Broek**
Position: Director
Passport no: NRBC0D136

THIRD.-TERM.-

The present proxy is granted and will be valid until December 31, 2011.

Roche Pharmholding B.V.

By: 
Name: **D.F Heinis**
Position: Director
Passport no: F0113446

By: 
Name: **J.W. van den Broek**
Position: Director
Passport no: NRBC0D136



The undersigned Simone Dinant-de Haan, as legally appointed substitute Arjen Jacob Fanoy, civil-law notary, practising in De Ronde Venen, The Netherlands, hereby certifies:



1. that the signatures appearing overleaf are the true and genuine signatures of:
Mr Johannes Wilhelmus van den Broek, born in Delft, The Netherlands, on December 13, 1955, of Dutch nationality, identified by means of a Dutch passport with number NRBC0D136; and
Mr Dieter Fridolin Heinis, born in Basel BS, Switzerland, on September 19, 1953, of Swiss nationality, identified by means of a Swiss passport with number F0113446;
2. that according to the information filed under filenumber 30134669 with the Trade Register of the Chamber of Commerce for Midden-Nederland, The Netherlands, provided to the undersigned today, Mr Johannes Wilhelmus van den Broek and Mr Dieter Fridolin Heinis, as managing directors of the Dutch private company with limited liability (B.V.): Roche Pharmholding B.V., having its statutory seat in Woerden, The Netherlands, and its registered office in (3446 GR) Woerden, The Netherlands, Beneluxlaan 2 a, are fully entitled to represent the said company jointly;
3. that these statements explicitly contain no judgement as to the contents of this document.

Mijdrecht, The Netherlands, 15th of December, 2010.



2. has been signed by:
Mr. S. Dinant-de Haan
3. acting in the capacity of:
candidate notary
4. bears the seal/stamp of:
MR. A.J. FANOY
NOTARIS TE DE RONDE VENEN
5. at Utrecht, 6. 15 December 2010
7. by the registrar of the courts of first instance of Utrecht
8. no. 10/2941
9. Stamp
10. Signature

Authenticated



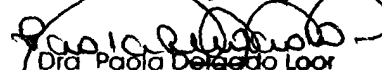
Convention de La Haye du 5 octobre 1961
Apostille



H.M. van den Heuvel-van Daalen

NOTARIA SEGUNDA DEL CANTON QUITO

De conformidad a lo dispuesto en el artículo 18 de la Ley Notarial, doy fe y CERTIFICO que el presente documento es fiel compulsa del documento que obra de 03 folios (es) que me fue presentado para este efecto y que acto seguido devolvi al interesado. Quito a 18-02-2012


Dra. Paola Delgado Loor
NOTARIA SEGUNDA DEL CANTON QUITO

