

THE SCYLLA LIMITED PARTNERSHIP

Resolution of the Partnership

Granting a Limited Power of Attorney

28 December 2012

The undersigned, being the duly authorised signatories of the general partner of the Scylla Limited Partnership, do hereby adopt the following resolution:-

Whereas:

- (a) The Partnership wishes to grant a limited power of attorney to Raúl Alberto Feraud Ramirez ("the Attorney"), an Ecuadorian national resident in Guayaquil, and holder of Ecuadorian National Identity Card Number 091266840-7, for the purposes of representing the Partnership at certain shareholders meetings, and executing certain official forms required by the *Superintendencia de Compañías de Ecuador* ("the Authorities").

It is hereby resolved that:

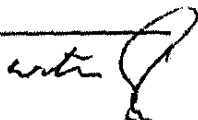
1. The Partnership grants to the Attorney a limited power to act as its attorney-in-fact for the following purposes:
 - (i) To exercise the voting rights attached to any and all shares held by the Partnership in Aerovic C.A., Cartonera Andina S.A., ReyBanpac, Rey Banano del Pacífico C.A., Fertisa, Fertilizantes Terminales I Servicios S.A., Ferpaco S.A., Tentucell S.A. and Tabule S.A. Tabulesa (collectively, "the Companies"), at meetings of the shareholders of the Companies or by way of a resolution of the shareholders.
 - (ii) To execute any and all documents required by the Authorities in order to demonstrate the Partnership's holding of shares in the Companies.

SCYLLA LIMITED PARTNERSHIP

(By its general partner, Haepuru 2008 Limited)



Geoffrey Peter Cone

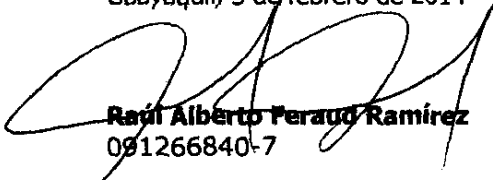


David G. R. Short
Notary Public
170 Parnell Road
Auckland, New Zealand



DECLARACIÓN.- Declaro bajo juramento que conozco los idiomas ESPAÑOL e INGLÉS; y que la traducción que antecede es una interpretación verdadera y exacta del documento que se acompaña.

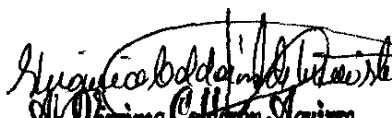
Guayaquil, 3 de febrero de 2014

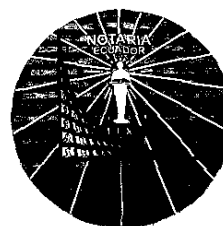

Raúl Alberto Feraud Ramírez
091266840-7

R. del E.
NOTARIA DEL CANTÓN SAMBORONDÓN
PROVINCIA DEL GUAYAS

En la ciudad de Samborondón, Parroquia Satélite La Puntilla, Provincia del Guayas, República del Ecuador, el día de hoy 3 de febrero de 2014, en el despacho de la **Notaría Segunda del Cantón Samborondón**, ante la suscrita Notaria del Cantón, **ABOGADA VIRGINIA MAGDALENA CALDERON AGUIRRE**, comparece el señor **Raúl Alberto Feraud Ramírez** portador de la cédula de ciudadanía No. **091266840-7**, residente y domiciliado en la ciudad de Guayaquil y de tránsito por esta ciudad, con el objeto de reconocer su firma y rúbrica que ha estampado en el documento que antecede.- El compareciente es mayor de edad, ecuatoriano, capaz para obligarse y contratar.- Al efecto, púéstole a la vista del compareciente el indicado documento y la firma y rúbrica, manifestó que es la misma que usa en todos sus actos públicos y privados; en consecuencia la reconoce como suya propia.- Leída la presente acta al compareciente quien se afirma y ratifica en lo expuesto, firmando para constancia en unidad de acto con la suscrita Notaria que doy fe de lo actuado.-




Ab. Virginia Calderón Aguirre
Notaria Segunda del Cantón Samborondón



INTERNAL AFFAIRS

Te Tari Taiwhenua

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: New Zealand
Pays / País:
This public document
Le présent acte public / El presente documento público
2. has been signed by: David Gould Russell Short
a été signé par :
ha sido firmado por:
3. acting in the capacity of: Notary Public
agissant en qualité de :
quien actúa en calidad de:
4. bears the seal / stamp of: David Gould Russell Short
est revêtu du sceau / timbre de :
y está revestido del sello / timbre de:

Certified
Attesté / Certificado

5. at: Wellington
à / en:
6. the: 15 February 2013
le / el día:
7. by: The Authentication Unit
par / por:
No: 07300.4
sous n° / bajo el número:
10. Signature:
Signature / Firma:

Seal / Stamp:
Sceau / Timbre:
Sello / Timbre:

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y está revestido del sello / timbre de:

Certified

Attesté / Certificado

5. at: Wellington

à / en:

6. the: 28 January 2014

le / el día:

7. by: The Authentication Unit

par / por:

No: 06300.4

sous n° / bajo el número:

Seal / Stamp:

Sceau / Timbre :

Sello / Timbre:

10. Signature:

Signature / Firma:

W Ashwell

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CERTIFICATE OF GOOD STANDING

SCYLLA LIMITED PARTNERSHIP

I, **GEOFFREY PETER CONE**, Barrister and Solicitor, authorised and admitted to practice within New Zealand CERTIFY that:

1. **SCYLLA LIMITED PARTNERSHIP** ("the LP") is a limited partnership registered and subsisting under the Limited Partnerships Act 2008 of New Zealand ("the Act");
2. **AND** the LP was registered at the New Zealand Companies Office on 12 January 2011 (New Zealand LP Number 2543457).

I further certify that according to the documents on the file of the company, filed in the Companies Office register:

- (a) **THE** registered office of the LP is located in Auckland, New Zealand;
- (b) **THE** LP has been in continuous and unbroken existence since the date of its Incorporation;
- (c) **NO** action is currently being taken by the Register of Companies for striking the LP off the register and dissolving it as defunct;
- (d) **THE** LP is not in liquidation or subject to an administration order;
- (e) **NO** receiver or manager of the LP's property has been appointed; and
- (f) **SUBJECT** always to relevant local law, the LP is entitled to carry on any business and undertake any activity throughout the world which may determine from time to time and to do all ancillary and incidental things required to give efficacy to its business or other activities.

Certified on 22 January 2014.



Geoffrey Peter Cone


David G. R. Short
Notary Public
170 Parnell Road
Auckland, New Zealand

