

SCYLLA LIMITED PARTNERSHIP

Resolución de Sociedad

Otorgamiento de Poder

28 de diciembre de 2012

Los suscritos, siendo firmantes debidamente autorizados del socio general de la SCYLLA LIMITED PARTNERSHIP, por medio de la presente adopta la siguiente resolución:-

Considerando:

- a) La compañía desea otorgar un poder a Raúl Alberto Feraud Ramírez ("el Apoderado"), de nacionalidad ecuatoriana y residente en Guayaquil, portador del documento de identidad ecuatoriano 091266840-7, con el objeto de representar a la compañía en ciertas juntas generales de accionistas, y suscribir y presentar formularios requeridos por la Superintendencia de Compañías del Ecuador ("las Autoridades").

Se resuelve que:

1. La compañía otorga al apoderado, poder especial para actuar como su apoderado para los siguientes efectos:
 - I. Para ejercer el derecho a voto en virtud de la titularidad de acciones que tenga la compañía en Aerovic C.A., Cartonera Andina S.A., Rey Banano del Pacifico C.A., Fertilizantes Terminales i Servicios S.A., Ferpaco S.A., Tentucell S.A. y Tabule S.A. (colectivamente "las Compañías"), en las juntas generales de accionistas de las Compañías o en resoluciones de accionistas.
 - II. Suscribir cualquier y todos los documentos requeridos por las Autoridades con el objeto de demostrar la titularidad que tiene la Compañía de las acciones de las Compañías.

SCYLLA LIMITED PARTNERSHIP

(Por su socio general, Haepuru 2008 Limited)

(Firma ilegible).

Geoffrey Peter Cone

(Firma ilegible)
David G.R. Short
Notario Público
170 Parnell Road, Auckland, Nueva Zelanda

Sello redondo que dice:
David G.R. Short
Notario Público.
Auckland N.Z.

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



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 Ramírez ("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 Pacifico 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

