

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF  
MT HOLDINGS CAPITAL INC.**

THE UNDERSIGNED, being all of the members of the Board of Directors of MT HOLDINGS CAPITAL INC., a British Virgin Islands corporation (hereinafter "the Company"), hereby consent to and adopt the following resolutions:

WHEREAS, the company is the sole shareholder of Perlino Internacional, S.A. ("Perlino") and Granflora Internacional, S.A. ("Granflora"); and

WHEREAS, Perlino and Granflora are the shareholders of Central Agro Industrial Guatemalteca, S.A. ("Central"); and


NOW, THEREFORE, IT IS

RESOLVED, that the Board of Shareholders of Perlino and Granflora authorize any of their Directors to grant a proxy in favor of RAMON CAMPOLLO CODINA in behalf of Perlino and RICARDO CAMPOLLO CODINA in behalf of Granflora, to request a syndicated loan with Banco de América Central, Sociedad Anónima, BAC Bank Inc., Banco Reformador, Sociedad Anónima and Transcom Bank (Barbados) Limited, up to US\$40,000,000 for Central Agro Industrial Guatemalteca, S.A.

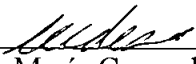
RESOLVED, to authorize the General Manager and Legal Representative of Central, to take any and all legal actions to request the syndicated loan.

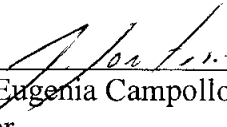
FURTHER RESOLVED, that this consent may be executed in two or more counterparts and transmitted by facsimile or electronic mail, which shall constitute an original, with this consent being effective at such time as an original executed copy, facsimile copy or electronic mail copy signed by directors is delivered to the Company.

IN WITNESS WHEREOF, the undersigned hereby adopt the foregoing resolution as of the 27<sup>th</sup> day of July, 2015.

  
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Ricardo Campollo Codina  
Director

  
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Ramón Campollo Codina  
Director

  
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Rosa María Campollo de García  
Director

  
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María Eugenia Campollo de Bonifasi  
Director