



# La Empresa Pública de Exploración y Explotación de Hidrocarburos Petroamazonas EP

(a public company, *empresa pública*, organized under the laws of the Republic of Ecuador)

**U.S.\$315,339,980**

**4.625% Notes due 2020**

unconditionally and irrevocably guaranteed by



## The Republic of Ecuador

In February 2017, La Empresa Pública de Exploración y Explotación de Hidrocarburos Petroamazonas EP (the "Issuer") issued U.S.\$315,339,980.55 aggregate principal amount of 4.625% Notes due 2020 (the "Notes"), pursuant to an indenture (the "Indenture") between the Issuer, the Republic of Ecuador and The Bank of New York Mellon (the "Trustee"), dated February 16, 2017 (the "Issue Date"). The Notes were issued to original holders at an issue price of 100%. This Remarketing Circular relates to a remarketing of U.S.\$315,339,980 aggregate principal amount of those Notes (the "Remarketed Notes") whose original holders (the "Selling Securityholders") have elected to participate in the remarketing. The Remarketed Notes will be governed by the same Indenture as, and have substantially the same terms as the Notes, with the exception of certain restrictions on transfer of the Notes which will not apply to the Remarketed Notes. Interest on the Notes is payable monthly in arrears on the 16th day of each month. The first interest payment occurred on March 16, 2017 and the first interest payment on the Remarketed Notes will be made on June 16, 2017. Principal on the Remarketed Notes is payable in monthly arrears on the 16<sup>th</sup> day of each month. The first principal payment on the Remarketed Notes will be made on March 16, 2019. The Notes will mature on February 16, 2020. Petroamazonas will not receive proceeds from the remarketing of the Remarketed Notes. The Notes are unconditionally and irrevocably guaranteed (the "Guarantee") by the Republic of Ecuador (the "Guarantor"). The obligations of the Guarantor under the Guarantee constitute the general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor, are backed by the full faith and credit of the Guarantor and rank equally in terms of priority only with the External Indebtedness (other than Excluded Indebtedness) (each term as defined herein under "Description of the Notes and the Guarantee") of the Guarantor; provided that such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness.

The Notes contain provisions, commonly known as "collective action clauses," regarding acceleration of the Notes and voting on future amendments, modifications and waivers to the terms and conditions of the Notes. These provisions, which are described in the sections entitled "Description of the Notes and the Guarantee—Events of Default" and "Description of the Notes and the Guarantee—Modifications—Collective Action," differ from those applicable to certain of the Republic's outstanding External Indebtedness (as defined herein). Under such provisions, the Issuer and the Republic may: (a) amend the payment provisions of the Notes and certain other reserved matters with the consent of the holders of 75% of the aggregate amount of the outstanding Notes and other non-reserved matters with the consent of the holders of 66⅔% of the aggregate amount of the outstanding Notes; (b) make reserved matter modifications affecting two or more series of debt securities with the consent of (x) holders of at least 66⅔% of the aggregate principal amount of the outstanding debt securities of all series that would be affected by that reserved matter modification (taken in aggregate) and (y) holders of more than 50% of the aggregate principal amount of the outstanding debt securities of each affected series (taken individually); or (c) make reserved matter modifications affecting two or more series of debt securities with the consent of holders of at least 75% of the aggregate principal amount of the outstanding debt securities of all affected series (taken in aggregate), provided that the Uniformly Applicable condition is satisfied, as more fully described in "Description of the Notes and the Guarantee—Modifications—Collective Action."

Except as described herein, payments on the Notes will be made without deduction for or on account of withholding taxes imposed by the Issuer and the Republic. There is currently no public market for the Notes. Application has been made to the Irish Stock Exchange plc (the "Irish Stock Exchange") for the Remarketed Notes to be admitted to the Official List (the "Official List") and to trading on the Global Exchange Market of the Irish Stock Exchange (the "Global Exchange Market"). This Remarketing Circular constitutes listing particulars for the purpose of this application and has been approved by the Irish Stock Exchange. The Remarketed Notes are in registered form and, in limited circumstances, definitive form in minimum denominations of U.S.\$200,000 and integral multiples of U.S.\$1.00 in excess thereof.

See "Risk Factors" beginning on page 39 regarding certain risk factors you should consider before investing in the Notes.

### Remarketing Price: 90.984%

Delivery of the Remarketed Notes will be made on or about May 16, 2017.

**The Notes have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"). The Notes may not be sold within the United States or to U.S. persons except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and offered and sold to certain persons in offshore transactions in reliance on Regulation S under the Securities Act ("Regulation S"). You are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A under the Securities Act.**

The Remarketed Notes will be represented by one or more permanent global notes in fully registered form without interest coupons, deposited with a common depository for Euroclear Bank S.A./N.V. ("Euroclear") and Clearstream Banking, *société anonyme* ("Clearstream"). Beneficial interests of Euroclear participants in the global notes will be shown on, and transfers thereof between Euroclear participants will be effected only through, records maintained by Euroclear and its direct and indirect participants, including Clearstream Banking, *société anonyme*. See "Book-Entry Settlement and Clearance."

ANY OFFER OR SALE OF NOTES IN ANY MEMBER STATE OF THE EUROPEAN ECONOMIC AREA (THE "EEA") THAT HAS IMPLEMENTED DIRECTIVE 2003/71 EC (THE "PROSPECTUS DIRECTIVE") MUST BE ADDRESSED TO QUALIFIED INVESTORS (AS DEFINED IN THE PROSPECTUS DIRECTIVE).

Remarketing Agent and Initial Purchaser

**Citigroup**

The date of this Remarketing Circular is May 16, 2017.

**IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND OF THE REPUBLIC AND THE TERMS OF THE REMARKETING, INCLUDING THE MERITS AND THE RISKS INVOLVED.**

**You should rely only on the information contained in this Remarketing Circular or to which the Issuer and the Republic of Ecuador have referred you. The Issuer and Ecuador have not, and the Remarketing Agent has not, authorized anyone to provide you with information that is different from the information contained in this Remarketing Circular. This Remarketing Circular may only be used where it is legal to sell these Notes. The information in this Remarketing Circular may only be accurate on the date of this Remarketing Circular.**

This Remarketing Circular may only be used for the purposes for which it has been published.

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The Notes are general, direct, unsecured, unsubordinated and unconditional obligations of the Issuer, and will rank equally in terms of priority with the Issuer's External Indebtedness, as defined in "Description of the Notes and the Guarantee", provided that, such ranking is in terms of priority only and does not require that the Issuer make ratable payments on the Notes with payments made on its other External Indebtedness. The obligations of the Guarantor under the Guarantee are general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor, are backed by the full faith and credit of the Guarantor and rank equally in terms of priority with the Guarantor's External Indebtedness (other than Excluded Indebtedness), as defined in "Description of the Notes and the Guarantee", provided, that, such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Notes with payments made on its other External Indebtedness.

The Remarketed Notes are in registered form only. Notes sold in offshore transactions in reliance on Regulation S under the Securities Act will be represented by one or more permanent global notes in fully registered form without interest coupons (the "Regulation S Global Note") and Remarketed Notes sold in the United States to qualified institutional buyers (each a "qualified institutional buyer") as defined in, and in reliance on, Rule 144A under the Securities Act (the "Rule 144A") and will be represented by one or more permanent global notes in fully registered form without interest coupons (the "Restricted Global Note" and, together with the Regulation S Global Note, the "Global Notes"), in each case deposited with a common depository for, and registered in the nominee name of a common depository for Euroclear for the respective accounts at Euroclear as such subscribers may direct. Beneficial interests of Euroclear participants (as defined under "Book-Entry Settlement and Clearance") in the Global Notes will be shown on, and transfers thereof between Euroclear participants will be effected only through, records maintained by Euroclear and its direct and indirect participants, including Clearstream. See "Book-Entry Settlement and Clearance." Except as described herein, definitive Remarketed Notes will not be issued in exchange for beneficial interests in the Global Notes. See "Description of the Notes and the Guarantee—Definitive Notes." For restrictions on transfer applicable to the Notes, see "Transfer Restrictions" and "Subscription and Sale."

Each of the Issuer and Guarantor accepts responsibility for the information contained in this Remarketing Circular and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Remarketing Circular is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

This Remarketing Circular does not constitute an offer by, or an invitation by or on behalf of, the Issuer, the Guarantor or the Remarketing Agent to subscribe to or purchase any of the Remarketed Notes. Each recipient shall be deemed to have made its own investigation and appraisal of the financial condition of the Issuer and the Guarantor. The distribution of this Remarketing Circular or any part of it and the offering, possession, sale and delivery of the Remarketed Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Remarketing Circular comes are required by the Issuer, the Guarantor and the Remarketing Agent to inform themselves about and to observe any such restrictions. See "Subscription and Sale" and "Transfer Restrictions" for a description of further restrictions on the offer, sale and delivery of Notes, the distribution of this Remarketing Circular, and other offering material relating to the Remarketed Notes.

Each purchaser of Remarketed Notes sold outside the United States in reliance on Regulation S will be deemed to have represented that it is not purchasing Remarketed Notes with a view to distribution thereof in the United States.

Each person purchasing Remarketed Notes pursuant to Rule 144A will be deemed to:

- represent that it is purchasing the Remarketed Notes for its own account or an account with respect to which it exercises sole investment discretion and that it or such account is a qualified institutional buyer (as defined in Rule 144A); and
- acknowledge that the Remarketed Notes have not been and will not be registered under the Securities Act or any State securities laws and may not be reoffered, resold, pledged or otherwise transferred except as described under "Transfer Restrictions."
- Each person purchasing Remarketed Notes pursuant to Rule 144A also acknowledges that:

- it has been afforded an opportunity to request from the Issuer and the Guarantor and to review, and it has received, all additional information considered by it to be necessary to verify the accuracy of the information herein and acknowledges that the preliminary and final remarketing circulars supersede any other information or presentation regarding the Issuer and the Guarantor;
- it has not relied on the Remarketing Agent or any person affiliated with the Remarketing Agent in connection with its investigation of the accuracy of the information contained in this Remarketing Circular or its investment decision; and
- no person has been authorized to give any information or to make any representation concerning the Issuer, the Guarantor or the Notes other than those contained in this Remarketing Circular and, if given or made, such information or representation should not be relied upon as having been authorized by the Issuer, the Guarantor or the Remarketing Agent.

**IN CONNECTION WITH THIS OFFERING OF NOTES, THE REMARKETING AGENT MAY, ITSELF OR THROUGH ITS AFFILIATES, OVERALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE REMARKETED NOTES AT A LEVEL WHICH MIGHT NOT OTHERWISE PREVAIL IN THE OPEN MARKET, TO THE EXTENT PERMITTED BY APPLICABLE LAWS. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.**

### **PRESENTATION OF INFORMATION**

Unless otherwise specified or the context requires, references to “U.S. dollars,” “\$” and “U.S.\$” are to United States dollars.

References to the “Republic” and “Ecuador” are to the Republic of Ecuador, references to the “Government” are to the Government of the Republic of Ecuador and the use of the term “Governmental” shall be with regards to the Government of the Republic of Ecuador.

References to “FOB” are to exports free on board and to “CIF” are to imports including cost, insurance and freight charges.

References to “Petroamazonas”, and the “Company” are to La Empresa Pública de Exploración y Explotación de Hidrocarburos PetroAmazonas EP.

References to laws that are “published” are to laws that have been approved by the National Assembly and confirmed by the President.

Certain figures included in this Remarketing Circular have been rounded for ease of presentation. Percentage figures included in this Remarketing Circular have not in all cases been calculated on the basis of such rounded figures but on the basis of such amounts prior to rounding.

Certain economic and financial data in this Remarketing Circular is derived from information previously published by *Banco Central del Ecuador* (the “Central Bank”), other Governmental entities of Ecuador and Petroamazonas. This data is subject to correction and change in subsequent publications.

### **FORWARD-LOOKING STATEMENTS**

This Remarketing Circular contains certain forward-looking statements (as such term is defined in the Securities Act) concerning Petroamazonas and the Republic. These statements are based upon beliefs of certain Government and Petroamazonas officials and others as well as a number of assumptions and estimates that are inherently subject to significant uncertainties, many of which are beyond the control of Petroamazonas and the Republic. Future events may differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include information contained in the sections “Remarketing Circular Summary and

Recent Developments,” “Description of the Business,” “The Republic of Ecuador,” “The Ecuadorian Economy,” “Balance of Payments and Foreign Trade,” “Monetary System,” “Public Sector Finances” and “Public Debt” as well as:

Factors external to Ecuador, such as:

- lower petroleum and mineral prices, which could adversely affect Petroamazonas’ business and Ecuador’s economy, fiscal accounts and International Reserves (defined herein);
- damage to and volatility in the international capital markets for emerging markets issuers caused by economic conditions in other emerging markets and the international capital markets generally, which could affect Petroamazonas’ and Ecuador’s ability to engage in planned borrowing;
- changes in import tariffs and exchange rates of other countries, which in the case of Petroamazonas could harm its oil production and in the case of Ecuador, could harm Ecuador’s exports and, as a consequence, have a negative impact on the growth of Petroamazonas’ business and Ecuador’s economy;
- recession or low growth in the economies of Ecuador’s trading partners, particularly of the United States and the European Union, which could lead to less oil production and affect Petroamazonas’ growth and in the case of the Republic, could lead to fewer exports and affect Ecuador’s growth;
- a deterioration in relations between Ecuador and other countries in the region or other disruptions to Ecuador’s international relations;
- changes in credit rating of Petroamazonas and the Republic;
- the impact of changes in the international price of commodities and in particular, oil, with respect to Petroamazonas;
- higher international interest rates, which could increase Petroamazonas’ and Ecuador’s debt service requirements and require a shift in budgetary expenditures toward additional debt service; and
- terrorist attacks in the United States or elsewhere, acts of war, or any general slowdown in the global economy.

Factors internal to Ecuador, such as:

- social and political unrest in Ecuador;
- Ecuador’s ability to continue to attract foreign investment;
- continued public support for Ecuador’s current economic policies;
- Ecuador’s level of domestic debt;
- general economic and business conditions in Ecuador; and
- other factors identified or discussed under “Risk Factors.”

In addition, in those and other portions of this Remarketing Circular, the words “anticipates,” “believes,” “contemplates,” “estimates,” “expects,” “plans,” “intends,” “projections” and similar expressions, as they relate to Petroamazonas and the Republic, are intended to identify forward-looking statements.

Undue reliance should not be placed on forward-looking statements, which are based on current expectations. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. Future results may differ materially from those expressed in forward-looking statements. Many of the factors that will determine these results and values are beyond Petroamazonas' and the Republic's ability to control or predict. Because of the risks and uncertainties involved, an investment decision based on the estimates and forward-looking statements should not be made. All forward-looking statements and risk factors included in this Remarketing Circular are made as of the date on the front cover of this Remarketing Circular, based on information available to Petroamazonas and the Republic as of such date, and neither Petroamazonas nor Ecuador assumes any obligation to update any forward-looking statement or risk factor.

## ARBITRATION AND ENFORCEABILITY

The Issuer is a public company wholly owned by the Guarantor and the Guarantor is a sovereign state. Consequently, it may be difficult for investors to obtain or realize upon judgments in the courts of the United States or otherwise to enforce the Issuer's obligations under the Notes and the Guarantor's obligations under the Guarantee. Under its Constitution, the Guarantor recognizes arbitration, mediation and other alternative dispute resolution proceedings for the resolution of controversies. Neither the Issuer nor the Guarantor has consented to the jurisdiction of any court in connection with actions arising out of relating to or having any connection with the Notes. Instead, they have each submitted to arbitration under the LCIA Rules (as defined below). This submission to arbitration has been approved by the Office of the Attorney General as the competent body of the Republic which allow state courts to decide certain matters as described below. See "Description of the Notes and the Guarantee—Sovereign Immunity." The Issuer and the Guarantor have agreed to the following arbitration provisions (which shall be governed by English law) as part of the terms and conditions of the Notes:

- (a) Any dispute, controversy or claim of any nature arising out of, relating to or having any connection with the Indenture, including any dispute as to the existence, validity, interpretation, performance, breach, termination or consequences of the nullity of the Indenture (a "Dispute") where the Issuer or Guarantor is a party, claimant, respondent or is otherwise necessary thereto, will not be referred to a court of any jurisdiction and will instead be referred to and finally resolved by arbitration under the Rules of the London Court of International Arbitration ("LCIA") ("LCIA Rules") as at present in force and as modified by the Indenture, in which LCIA Rules are deemed to be incorporated by reference. In particular:
  - (i) There will be three arbitrators;
  - (ii) Each arbitrator will be an English or New York qualified lawyer of at least 15 years' standing with experience in relation to international banking or capital markets disputes. At least one of those arbitrators will be a lawyer qualified in New York; and
  - (iii) If there are two parties to the Dispute, each party will be entitled to nominate one arbitrator. If there are multiple claimants and/or multiple respondents, all claimants and/or all respondents will attempt to agree upon their respective nomination(s) such that the claimants will together be entitled to nominate one arbitrator and the respondents will together be entitled to nominate one arbitrator. If any such party or multiple parties fail to nominate an arbitrator within 30 days from and including the date of receipt of the relevant request for arbitration, an arbitrator will be appointed on their behalf by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above. In such circumstances, any existing nomination or confirmation of the arbitrator chosen by the party or parties on the other side of the proposed arbitration will be unaffected, and the remaining arbitrator(s) will be appointed in accordance with the LCIA Rules;
- (b) The third arbitrator and chairman of the arbitral tribunal will be appointed by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above;
- (c) The seat, or legal place, of arbitration will be London, England;
- (d) The language to be used in the arbitration will be English. The arbitration provisions contained in the Indenture will be governed by English law; and
- (e) Without prejudice to any other mode of service allowed by law, each of the Issuer and the Guarantor hereby appoints Law Debenture Corporate Services Limited, with its registered office at 5/F, 100 Wood Street, EC2V 7EX, London, England (the "Process Agent") as its agent under the Indenture for service of process in relation to any proceedings before the English courts in relation to any arbitration contemplated by the Indenture or in relation to recognition or enforcement of any such arbitral award obtained in accordance with the Indenture.



If the Process Agent is unable to act as the Issuer and/or the Guarantor's agent under the Indenture for the service of process, the Issuer and/or the Guarantor, as applicable, must immediately (and in any event within ten days of the event taking place) appoint another agent (a "Replacement Agent") on terms acceptable to the Trustee.

The Issuer and the Guarantor agree that failure by the Process Agent or, as applicable, a Replacement Agent, to notify the Republic of the process will not invalidate the proceedings concerned.

Under the terms of the Notes, each holder of the Notes is deemed to have agreed to the use of arbitration under the LCIA Rules to resolve any dispute, controversy or claim of any nature arising out of, relating to or having any connection with the Notes. Accordingly, any court proceedings brought against the Issuer and/or the Guarantor by a holder of the Notes (other than to enforce an arbitration award) may be stayed in favor of arbitration.

The Issuer has not waived sovereign immunity in relation to the Notes and the Guarantor has not waived sovereign immunity in relation to the Guarantee. However, the Issuer has undertaken not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets, which do not constitute "Immune Property" in respect of legal actions or proceedings in connection with the Notes and the Guarantor has undertaken not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets, which do not constitute "Immune Property" in respect of legal actions or proceedings in connection with the Guarantee.

"Immune Property," in accordance with the provisions of the laws of the Republic, means:

- (a) any property which is used or designated for use in the performance of the functions of the diplomatic mission of Ecuador or its consular posts;
- (b) aircraft, naval vessels and other property of a military character or used or designated for use in the performance of military functions;
- (c) property forming part of the cultural heritage of Ecuador or part of its archives;
- (d) unexploited natural non-renewable resources in Ecuador;
- (e) funds managed in the National Treasury Account (defined herein);
- (f) assets and resources comprising available monetary reserves of Ecuador;
- (g) public domain assets used for providing public services in Ecuador;
- (h) national assets located in the territory of Ecuador and belonging to the Republic, such as streets, bridges, roads, squares, beaches, sea and land located over 4,500 meters above sea level;
- (i) accounts of the Central Bank, whether they are held abroad or locally; and
- (j) public entities' deposits with the Central Bank, whether they are maintained abroad or locally.

The decision of any arbitral tribunal shall be final to the fullest extent permitted by law. The Issuer and the Guarantor submit to the jurisdiction of any Ecuadorian court or of any court outside the Republic in connection with a properly obtained arbitral award, and such an arbitral award may be enforced in any jurisdiction in accordance with the New York Convention on the Recognition and Enforcement of Arbitral Awards 1958. The Issuer and the Guarantor also submit to the jurisdiction of the English courts in connection with any proceedings invoking the supervisory jurisdiction of those courts in relation to an arbitration conducted pursuant to the Indenture.

Any award rendered by an arbitral tribunal properly constituted under the Remarketing Agreement, the Indenture or the Notes (as the case may be), would be enforceable against the Issuer and/or the Guarantor after an homologation process before a Provincial Civil Court of Justice, without re-examination of the issues, provided that it complies with the requirements established in the treaty between Ecuador and the country in which such award

has been rendered, or in the absence of such treaty, when the formalities set forth in Articles 104, 105 and 106 and other relevant provisions of the General Code of Procedure are met.

The Indenture contains a further provision which provides that any dispute between the Trustee and the holders of the Notes only, will be subject to the non-exclusive jurisdiction of the courts of New York. This provision is as follows:

Any Dispute between the Trustee and any holders or holders only and where the Issuer and/or the Guarantor is not a party, claimant, respondent or otherwise is necessary thereto, will be subject to the non-exclusive jurisdiction of any New York state or United States federal court sitting in the Borough of Manhattan, the City of New York, and any appellate court from any thereof, in any action or proceeding arising out of or relating to the Indenture (except actions or proceedings arising under or in connection with U.S. federal and state securities laws), and the Trustee and the holders hereby irrevocably submit to such jurisdiction and agree that all claims in respect of such Dispute may be heard and determined in such New York state or United States federal court.

## EXCHANGE RATE INFORMATION

In January of 2000, following several weeks of severe exchange-rate depreciation of the sucre, the Republic announced that it would dollarize the economy. On March 1, 2000, the Ecuadorian Congress approved the *Ley para la Transformación Económica del Ecuador* (“Ecuadorian Economic Transformation Law”, or the “Dollarization Program”), which made the U.S. dollar the legal tender in Ecuador. The Ecuadorian Economic Transformation Law provided for the Central Bank to exchange, on demand, sucres at a rate of 25,000 sucres per U.S.\$1.00. In addition to providing an official basis to dollarize the economy, the law contained reforms aimed at strengthening fiscal stability, improving banking supervision and establishing rules to encourage direct investment. Since the passage of the Ecuadorian Economic Transformation Law, the U.S. dollar has been the legal tender in Ecuador. Due to the Dollarization Program, the ability of the Republic, and/or the Central Bank to adjust monetary policy and interest rates in order to influence macroeconomic trends in the economy is limited.

## SUMMARY

*The following summary does not purport to be complete and is qualified in its entirety by, and is subject to, the detailed information appearing elsewhere in this Remarketing Circular.*

### Petroamazonas

Petroamazonas is a public company (*empresa pública*) organized under the laws of Ecuador, established by the Ecuadorian government pursuant to Executive Decree No. 314 on April 6, 2010, to manage exploration and production operations undertaken by the Republic in the strategic hydrocarbons sector. Petroamazonas is wholly-owned by Ecuador and performs its operations directly and through its subsidiaries and joint ventures. Before November 2012, Petroamazonas carried out exploration and production (“**upstream**”) oil and gas operations, along with state-owned company Empresa Pública de Hidrocarburos del Ecuador, EP Petroecuador (“**Petroecuador**”), which, in addition to its upstream operations, also carried out sales, marketing, refining, transportation, infrastructure, storage and shipping (“**downstream**”) oil and gas operations in Ecuador. In November 2012, however, President Rafael Correa signed Executive Decree No. 1351-A (the “**Consolidation Decree**”), allocating upstream operations to Petroamazonas and downstream operations to Petroecuador. Executive Decree No. 1351-A became effective as of January 2, 2013, and consequently, as of the date hereof, Petroamazonas is the only state-owned enterprise that carries out upstream operations in Ecuador.

All hydrocarbon reserves in Ecuador are owned by the Republic. As a result, neither Petroamazonas nor any other entity owns such reserves. Under the Ley de Hidrocarburos (the “**Hydrocarbons Law**”), every activity relating to the exploration and production of hydrocarbons and their derivatives is reserved to the Republic, which may undertake such activities through state-owned companies.

Petroamazonas is the leading producer of hydrocarbons in Ecuador according to the Central Bank’s Monthly Bulletin for March 2017. It explores and produces light, medium, heavy and extra heavy crude oil, as well as natural gas, in Ecuador. As of December 31, 2016, the Republic’s proven reserves of crude oil in exploratory blocks where Petroamazonas operates were approximately 1.503 billion barrels, representing an increase of 7.9% as compared to the Republic’s proven reserves of crude oil in such blocks as of December 31, 2015, which were approximately 1.393 billion barrels. The Republic’s proven reserves of crude oil in such blocks as of December 31, 2015 represent a decrease of 0.4% as compared to the Republic’s proven reserves of crude oil in such blocks as of December 31, 2014, which were approximately 1.398 billion. As of December 31, 2016, the Republic’s proven, probable and possible reserves of crude oil in exploratory blocks where Petroamazonas operates were approximately 2.429 billion barrels representing an increase of 28.3% as compared to the Republic’s proven, probable and possible reserves of crude oil in such blocks as of December 31, 2015, which were approximately 1.894 billion. The Republic’s proven, probable and possible reserves of crude oil in such blocks as of December 31, 2015 represent a decrease of 7.2% as compared to the Republic’s proven, probable and possible reserves of crude oil in such blocks as of December 31, 2014, which were approximately 2.040 billion.

### *Results of Operations*

In the first quarter of 2017 and the years 2016, 2015 and 2014, Petroamazonas achieved an average production in terms of barrels of crude oil per day (“**bpd**”) of 423,765 bpd, 431,981bpd, 422,783 bpd and 433,060 bpd, respectively, on a consolidated basis with its subsidiary Operaciones Río Napo CEM (“**Río Napo**”). Petroamazonas’ average production of bpd in 2016 increased 2.2% as compared to its average production of bpd in 2015. This increase in average production of bpd in 2016 as compared to 2015 is primarily attributable to the commencement of operations in exploratory block 43, as well as increased investments in the optimization and development of its operations in 2016, particularly in connection with certain of its new service agreements with national and international participation. Petroamazonas’ average production of bpd in 2015 decreased 2.4% as compared to its average production of bpd in 2014. This decrease was primarily due to budgetary constraints that limited its ability to make addition investments in its operations.

In addition, in the first quarter of 2017 and the years 2016, 2015 and 2014 Petroamazonas produced approximately 46.9 million square feet per day (“**msfd**”), 50.9 msfd, 48.1 msfd and 55.9 msfd of natural gas, respectively, without taking into account natural gas that was re-injected into its operations. Its average production

of natural gas in 2016 increased 5.9% as compared to its average production of natural gas in 2015. This increase was primarily attributable to a decision by Petroecuador to increase commercialization of Petroamazonas' natural gas in order to meet demand. Petroamazonas' average production of natural gas in 2015 decreased 14.0% as compared to its average production of natural gas in 2014. This decrease was primarily attributable to work stoppages at the Corporación Eléctrica del Ecuador CELEC EP ("CELEC"), the Republic's public company responsible for the supply of energy, and the resulting decrease of the commercialization of Petroamazonas' natural gas by Petroecuador.

### ***General Budget***

All hydrocarbons that Petroamazonas produces are commercialized by Petroecuador. As of the date hereof, the Republic has not defined an income model in order to compensate Petroamazonas directly for its production efforts. Instead, the majority of Petroamazonas' operations are funded through an annual contribution from the Ministry of Finance in an amount equal to the general budget (the "**General Budget**") approved by Petroamazonas' board of directors and accepted by the Ministry of Finance. The Ministry of Finance contributes funds to Petroamazonas on a monthly basis based on the proceeds received by the Republic from the commercialization of hydrocarbons by Petroecuador. The table below sets forth the aggregate amount of the General Budget for each of the years indicated below, as well as the portion of each General Budget that has not been funded by the Ministry of Finance as of April 30, 2017.

	<u>2017</u>	<u>2016</u>	<u>2015</u>
	(U.S.\$ in millions)		
Aggregate General Budget.....	2,223.0	2,684.0	3,533.1
Portion of General Budget Not Funded .....	1,356.0	1,593.2	1,814.7

In 2017, Petroamazonas' General Budget is 18.7% lower than its aggregate General Budget for 2016 after giving effect to approved increases. As of the date hereof, there have been no increases or decreases to Petroamazonas' General Budget for 2017. On July 29, 2016 and October 25, 2016, Petroamazonas' board of directors approved budget increases of U.S.\$250.0 million and U.S.\$261.0 million, respectively. Its aggregate General Budget for 2016 represented a 22.6% decrease as compared to its aggregate General Budget for 2015, which was decreased from U.S.\$4.670 billion to U.S.\$3.533 billion due primarily to decreasing oil prices. The ability of the Ministry of Finance to accept Petroamazonas' General Budget and make contributions to it is subject to the appropriations process under the General State Budget (*El Presupuesto General del Estado*, the "General State Budget"). See "Business—Regulatory Overview—Budget and Appropriations." Petroamazonas' other sources of funds are derived from delay penalties that it is entitled to impose pursuant to its service agreements, as well as amounts received from the Hydrocarbons Secretariat of Ecuador (*Secretaría de Hidrocarburos del Ecuador*, the "Hydrocarbons Secretariat") and other entities for the transportation of hydrocarbons through its RODA pipeline network (*Red de Oleoductos Amazonas*, the "RODA").

### ***Recent Developments***

On August 1, 2016, Petroamazonas took over upstream operations in exploratory block 60 (known as the Sacha oilfield) from its subsidiary Río Napo. Since then, production in that block in terms of bpd has exceeded 72,000 bpd. For more information regarding Río Napo, see "Business—Business Overview—Subsidiaries." Petroamazonas estimates that exploratory block 60 has proven crude oil reserves of approximately 311.1 million barrels and proven, probable and possible crude oil reserves of approximately 434.9 million barrels.

On September 7, 2016, exploratory block 43 (known as the Ishpingo-Tambococha-Tiputini ("ITT") oilfield), which is located near the border with Peru in the Orellana province, began operation. This block is expected to reach full production capacity in six years at a level of approximately 300,000 bpd. As of the date hereof, only platform Tiputini C is in operation, with 19 drilled wells, and is producing over 30,000 bpd. Over 45 domestic companies provide services, supplies and workers to the exploratory block. Petroamazonas expects that exploratory block 43 has proven crude oil reserves of approximately 90.1 million barrels and proven, probable and possible crude oil reserves of approximately 635.9 million barrels.

During the fourth quarter of 2016 and January 2017, Petroamazonas entered into negotiations with certain of its service providers and vendors, including the Selling Securityholders, to restructure certain of its accounts payable with respect to capital expenditures. On January 17, 2017, Petroamazonas successfully entered into debt recognition and repayment agreements with 16 of those vendors and service providers (collectively, the “Debt Repayment Agreements”) pursuant to which it has restructured approximately U.S.\$670.5 million in accounts payable. Vendors and service providers have agreed not to exercise any rights or remedies they may have in respect of their portion of those accounts payable in exchange for the issuance by Petroamazonas of two series of notes, which are guaranteed by the Republic. On February 16, 2017, in connection with the closing of such restructuring, Petroamazonas issued U.S.\$355.2 million aggregate principal amount of 2.00% senior notes due 2019 (the “PAM 2019 Notes”) and U.S.\$315.3 million aggregate principal amount of the Notes. Selling Securityholders who purchased the Notes had the option to participate in the Remarketing. As of May 2, 2017, accounts payable to Petroamazonas’ primary vendors and service providers (including certain of the Selling Securityholders) were equal to approximately U.S.\$613.6 million. As of the date hereof and in relation to such outstanding accounts payable, the Company has made cash payments, from funds received as part of its General Budget, in order to satisfy approximately U.S.\$129.6 million in accounts payable, and has provided Central Bank certificates (Títulos del Banco Central), which serve as tax credits in Ecuador, in order to satisfy approximately U.S.\$190.9 million in accounts payable.

### **The Republic of Ecuador**

Ecuador is one of the smallest countries in South America, covering an area of approximately 99,054 square miles (256,549 square kilometers). Located on the north-western coast of the continent, it shares a 950-mile border with Peru to the south and the east, a 373-mile border with Colombia to the north, and a 1,452-mile coastline to the Pacific Ocean to the west. The country encompasses a wide range of geographic areas and climates, including the Pacific coastal plains, the Sierra (consisting of the Andean highland region), the Oriente (characterized by the Amazonian tropical rain forest) and the Galapagos Islands region located in the Pacific Ocean approximately 600 miles from the coast.

In 2006, current president Rafael Correa was elected with 56.67% of the vote. Prior to President Correa taking office, protests in Quito contributed to the mid-term ouster of three of Ecuador’s last four democratically elected Presidents. President Correa was re-elected in general elections held in February 2013 with 57.17% of the vote.

Upon taking office, President Correa believed that significant reforms were necessary to rectify years of corruption, especially in regards to economic and financial matters. To do so, President Correa called for a referendum to write a new constitution, which was approved by the electorate and the National Assembly (the “2008 Constitution”). The 2008 Constitution provided the foundation for the economic and financial reform initiatives of the Correa administration. These reforms were consistent with the Correa administration’s objective to promote economic growth, while reducing poverty and inequality and fostering social progress.

On June 26, 2014, the President of the National Assembly submitted a request to the *Corte Constitucional* (the “Constitutional Court”) soliciting their opinion as to whether certain proposals, including one that would allow for re-election of the President of Ecuador for an indefinite number of terms, were constitutional amendments or constitutional reforms. Constitutional amendments require only the approval of two-thirds of the National Assembly while constitutional reforms require both the approval of a two-thirds vote in the National Assembly and a majority of the population eligible to vote in a popular referendum. On November 1, 2014, the Constitutional Court ruled that the proposals were constitutional amendments and therefore did not require a popular referendum. In December 2015, the National Assembly approved the proposals, including an amendment allowing for the indefinite re-election of the president. However, a transitional provision was included stating that the amendment will not be effective before May 24, 2017, and thus it did not apply to President Correa, whose term will finish on May 23, 2017.

On February 19, 2017 (the “2017 Election”) the presidential election was held with eight candidates. Lenin Moreno of President Correa’s Alianza PAIS came in first with 39.36% of the vote and Guillermo Lasso of the CREO - SUMA party, came in second with 28.09% of the vote. Also, on February 19, a congressional election was

held with Alianza PAIS preserving control of the legislative assembly by winning the majority of seats with 74 seats, CREO-SUMA with 28 seats and PSC with 15 seats, respectively. Since no candidate gained an outright victory of 50% of the vote or at least 40% of the vote with an additional ten points of advantage over the candidate in second place for the presidential election, a run-off election between Mr. Moreno and Mr. Lasso was held on April 2, 2017. Mr. Moreno was elected President with 51.15% of the vote. The Consejo Nacional Electoral (the “National Electoral Council” or “CNE”) declared Mr. Moreno as president elect on April 4, 2017. Both the Organization of American States (“OAS”) and the Union of South American Nations (“UNASUR”) monitored the elections and recognized the transparency of the electoral process and the election results. On April 13, 2017, CNE approved the recount of approximately 11.2% of the total ballots cast in the run-off election due to a claim of alleged inconsistencies by CREO-SUMA and Alianza PAIS. On April 18, CNE broadcast a live recount of the ballots subject to the claim. International observers, political delegates of Alianza PAIS and representatives of social organizations monitored the recount. The recount ratified Mr. Moreno as the winner of the run-off election with 51.16% of the votes.

On April 16, 2016, a 7.8 magnitude earthquake struck the northern coast of Ecuador, (the “Pedernales Earthquake”). The Pedernales Earthquake and its aftershocks caused severe damage to Ecuador’s infrastructure in that region, including its roads and ports. An evaluation conducted by *Secretaría Nacional de Planificación y Desarrollo* (the “National Secretary of Planning and Development” or “SENPLADES”), *Instituto Nacional de Estadística y Censos* (“National Institute of Statistics” or “INEC”) and various government ministries estimates that the cost of reconstructing the infrastructure damaged by the Pedernales Earthquake is approximately U.S.\$3.3 billion (approximately 2-3% of Ecuador’s GDP), and that, without taking into account the cost of reconstruction, damage from the earthquake had an impact of -0.7% on the growth of Ecuador’s gross domestic product (the “GDP”) in 2016, and, as of December 2016, an impact of -9.8% on the growth of GDP in Manabí, the province in which 95% of the damage caused by the earthquake is concentrated. In response to the earthquake, President Correa empowered the Ministry of Finance to reallocate public funds, other than those allocated toward health and education, toward reconstruction efforts through Article 3 of Executive Decree No. 1001 and proposed a series of measures to help finance reconstruction pursuant to his authority under Articles 120 and 140 of the 2008 Constitution.

On May 20, 2016, the *Ley Orgánica de Solidaridad y de Corresponsabilidad Ciudadana para la Reconstrucción de las Zonas Afectadas por el Terremoto de 16 de Abril de 2016* (the “Law of Solidarity”) was published and became effective. The Law of Solidarity includes the following measures:

- increasing the value added tax by 2% (from 12% to 14%) for one year from June 1, 2016, of which an additional 2% may be refunded if payments are made with electronic money (i.e. a 4% VAT reimbursement applies in payments made with electronic money);
- a one-time contribution by natural persons equal to 0.9% of an individual’s total assets for individuals whose total assets exceed U.S.\$1 million;
- a one-time contribution by corporations equal to 3% of their 2015 taxable income; and
- a one-time contribution of a day’s salary for one month for those earning more than U.S.\$1,000 a month; a one-time contribution of a day’s salary for two months for those earning more than U.S.\$2,000 a month; and similarly until a limit of a one-time contribution of one day’s salary for five months for those earning more than U.S.\$5,000 a month.

Existing contingent credit lines include a U.S.\$150 million credit line with the World Bank, a U.S.\$240 million credit line with Inter-American Development Bank (“IDB”), and a U.S.\$100 million with Corporación Andina de Fomento (the “CAF”), and would explore the possibility of selling certain assets of the Republic, including the Sopladora 487 MW hydroelectric plant, Banco del Pacífico S.A., the Corporación Nacional de Telecomunicaciones, and other state owned utilities. Additionally, on July 8, 2016, the International Monetary Fund (the “IMF”) approved a U.S.\$364 million disbursement for the Republic under the IMF rapid financing instrument. On July 8, 2016, the Executive Board of the IMF concluded its annual Article IV consultation with Ecuador. The financial support was granted to the Republic in order to make up for financial shortfalls and finance reconstructions resulting from the Pedernales Earthquake. The IMF announced the financial support in July 8, 2016 by a press

release, which is available on the IMF website. The IMF disbursed the U.S.\$364 million loan through a single, upfront disbursement with no conditionality. Ecuador received the funds under the IMF rapid financing instrument. The funds from the IMF financing arrangement contributed to the increase in international reserves from March 31, 2016 to March 31, 2017. On July 8, 2016, the Executive Board of the IMF concluded its annual Article IV consultation with Ecuador.

To date, four sources of financing are being used to address relief and restoration efforts in relation to the Pedernales Earthquake, the General State Budget, proceeds from the Law of Solidarity, contingent lines of credit and national and international donations. On August 15, 2016, Fausto Herrera, former Minister of Finance, allocated U.S.\$888 million for immediate attention to relief and restoration efforts in relation to the Pedernales Earthquake.

In 2006, Chevron brought arbitration proceedings against the Republic under the arbitration rules of the United Nations Commission on International Trade Law (the “UNCITRAL”) alleging the Republic’s breach of certain “denial of justice” provisions under the U.S.-Ecuador Bilateral Investment Treaty. In August 2011, the arbitral tribunal established that Ecuador had breached that treaty and should pay Chevron U.S.\$96 million plus compound interest calculated from September 1, 2011 until the date of payment. The District Court of the District of Columbia (Washington, DC) confirmed the award in favor of Chevron, and the United States Court of Appeals for the District of Columbia Circuit affirmed the District Court’s decision. Accordingly, the arbitral award granted to Chevron was due and payable in the United States with the same force and effect as a judgment in a judicial action. The total amount due under the award, (U.S.\$96.4 million plus U.S.\$16.4 million in interest) was paid by Ecuador to Chevron in satisfaction of the arbitral award.

### **The Ecuadorian Economy**

The U.S. dollar is the legal tender in Ecuador. In each of the four years from 2012 through 2015 the Ecuadorian economy registered positive rates of growth, in real terms, while in 2016, the Ecuadorian economy decreased in real terms as described below. In 2015 the economy of Ecuador grew by 0.2% in real terms, compared to 7.9%, 5.6%, 4.9% and 4.0% for 2011, 2012, 2013, and 2014, respectively. This decreased level of growth when compared with prior years was mainly due to decreased revenues resulting from the decline in the price of oil. On April 10, 2017, the Central Bank published information regarding GDP for 2016. Real GDP for 2016 was U.S.\$69,321 million, compared to U.S.\$70,354 million in 2015, representing a decrease of 1.5% in real terms. This decrease is mainly due to the decline in the price of oil, a stronger dollar and the impact of the Pedernales earthquake. From 2011 to 2016, the average real GDP growth of Ecuador was 3.5% compared to the 1.6% average real GDP growth of other Latin American and Caribbean countries. From 2012 to 2015, the Ecuadorian economy grew from a nominal GDP of U.S.\$87,925 million in 2012 to U.S.\$100,177 million in 2015. In 2016, the nominal GDP reached U.S.\$97,802 million representing a decrease from the U.S.\$100,177 million in 2015. For 2017, the Central Bank estimates a nominal GDP of U.S.\$100,599 million. From 2012 to 2015, nominal GDP per capita grew from U.S.\$5,665 in 2012 to U.S.\$6,154 in 2015. In 2016, nominal GDP per capita decreased to U.S.\$5,917.

Inflation for the 12-month period ending in December 31, 2016 decreased to 1.1% from 3.4% for the 12-month period ending December 31, 2015. This decrease is due to a decrease in the price of certain garments, motor vehicles and fruits and vegetables as a result of competition from Peruvian agricultural products entering the market, the impact on the price of imported goods as a result of a stronger dollar and the application of certain additional tariffs. Inflation decreased from 2.3% for the 12-month period ended March 31, 2016 to 0.96% for the 12-month period ended March 31, 2017 due to a decrease in price of certain products including large household appliances, sound and image recording equipment, garments for women, motor vehicles and frozen or refrigerated fresh poultry, as a result of a stronger dollar and the application of certain additional tariffs.

The rate of unemployment decreased from 4.2% in 2011 to 3.8% in 2014 due to increased job creation in the services and commerce industries. The rate of unemployment increased from 3.8% in 2014 to 4.8% in 2015 due to a general slowdown of the economy in 2015 that led to job losses in both the private and public sectors. The rate of unemployment increased to 5.20% as of December 31, 2016 because of an increase in the labor force participation rate as previously economic inactive members of society joined the labor force. The rate of unemployment decreased from 5.7% as of March 31, 2016 to 4.4% as of March 31, 2017.



In 2016, manufacturing was the largest sector of the economy measured by percentage of GDP (13.93%), followed by trade (10.15%), construction (9.64%), community services (8.94%) and agriculture (8.62%). In 2015, manufacturing, construction, trade, community services and agriculture were the largest sectors of the economy measured by percentage of GDP, respectively accounting for 13.79%, 10.70%, 10.48%, 8.66% and 8.44% of GDP.

According to the Central Bank's Monthly Bulletin for March 2017, oil field crude production, including that of private and state-owned companies, reached 200.7 million barrels for the year 2016, averaging 548,000 bpd. This represents a 1.2% increase from the 198,230 million barrels produced for the year 2015, or an average production of 543,000 bpd. This increase was principally due to the commencement of operations at new oilfields, such as the Ishpingo-Tambococha-Tiputini (the "ITT") field in Yasuni National Park. For more information regarding ITT, see "Petroamazonas—Recent Developments."

Crude oil exports as measured in U.S. dollars steadily increased from 2011 to 2013. Ecuador's crude oil exports totaled U.S.\$13,016 million in 2014, a 3.0% decrease from U.S.\$13,412 million in 2013. Crude oil exports in 2015 totaled U.S.\$6,355 million, a 51.2% decrease from U.S.\$13,016 million in 2014. Both decreases were due to the decline in the price of oil beginning in late 2014 and continuing through 2015. In 2016, crude oil exports reached U.S.\$5,054 million, a 20.4% decrease from U.S.\$6,355 million in 2015. This decrease was due to a decrease in the average price of petroleum per barrel from U.S.\$45 in 2015 to U.S.\$34 in 2016. The Esmeraldas Refinery underwent a period of preventative maintenance up until the end of 2015. In 2016, the fully-operational Esmeraldas Refinery processed larger quantities of refined petroleum, temporarily reducing the average price of petroleum per barrel up to the third quarter of 2016, when the price of petroleum began to increase once more.

The Government of the Republic considers the water, telecommunications, natural resources, and electricity sectors to be the most important sectors of the economy. In 2014, the Government invested U.S.\$7,017 million in these strategic sectors, compared to U.S.\$6,536 million in 2013. In 2015, investment in Ecuador's principal economic sectors decreased by 18% to U.S.\$5,736 million. This decrease was due to the Government's decision to decrease investment in the oil sector in 2015 as a result of expected lower revenues from oil sales. Investment in the oil and mining sector decreased from U.S.\$3,014 million in 2015 to U.S.\$2,533 million in 2016. In 2016, the Government invested U.S.\$4,386 million in the strategic sectors, compared to U.S.\$5,736 million in 2015. In 2016, the Government invested in water, telecommunications, natural resources and electricity, including investments made by the state-owned company that administers all infrastructure projects carried out by the Ministerio Coordinador de Sectores Estratégicos (the "Ministry of Coordination of Strategic Sectors" or "MICSE") ("Ecuador Estratégico"), and other areas of investments including those made by Ministerio de Ambiente (the "Environment Ministry") and the Public Enterprise Administrator of the Special Economic Development Zone Eloy Alfaro ZEDE.

The Government has targeted the electricity sector for significant capital investment. In 2016, the Government invested U.S.\$1,348 million in the electricity sector, a 17.4% increase from 2012, when the Government invested U.S.\$1,148 million in the sector. As of 2014, hydroelectric plants supplied approximately 46% of the power in Ecuador. As of 2015, hydroelectric plants supplied 56% of the power in Ecuador. By year-end 2016, hydroelectric plants generated 66% of the power in Ecuador. Ecuador's objective in developing hydroelectric power is to reduce its consumption of oil through oil-based generators, thereby decreasing oil imports and electric energy imports and improving energy independence.

On July 21, 2016, the *Ley Orgánica de Prevención, Detección y Erradicación del Delito de Lavado de Activos y del Financiamiento de Delitos* (the "Law to Eliminate Money Laundering and the Financing of Crimes") was published and became effective. This law is intended to prevent, detect, and eliminate money laundering and the financing of crimes by creating a registry of "unusual" and "unjustified" financial operations and transactions. In addition to the institutions that are part of the financial and insurance systems of Ecuador, the law requires certain other entities and institutions to report to the *Unidad de Análisis Financiero y Económico* (the "Financial and Economic Analysis Unit"), the Government entity responsible for compiling information and producing reports relating to money laundering.

On August 22, 2016, President Correa signed a decree effectuating the merger of Ecuador's Public TV and Radio Company ("E.P. RTVEcuador") with the state owned newspaper, El Telégrafo, to form the *Empresa Pública de Medios Públicos de Comunicación del Ecuador—Medios Públicos EP* ("Public Media and Communications

Company of Ecuador”) . This consolidation decree was issued for the purpose of eliminating duplicative functions of media entities.

On August 24, 2016, the Central Bank of Ecuador and the Central Bank of Iran (Bank Markazi Jomhuri Islami Iran) signed a memorandum of understanding and a banking and payment arrangement. The two documents provide for mechanisms to set up accounts, netting of payments and other payment arrangements between the two central banks to facilitate future payments of exports between Iran and Ecuador. A third document was signed by the *Agencia Ecuatoriana de Aseguramiento de Calidad del Agro de la República del Ecuador* (the “Agency for the Quality Assurance of Agriculture of Ecuador”) and the Plant Protection Organization of the Islamic Republic of Iran. The document is a memorandum of understanding that establishes a framework for bilateral cooperation in plant quarantine methods in accordance with the International Plant Protection Convention.

Ecuador previously entered into two other cooperative agreements with Iran. The first, signed in October 2011, is a memorandum of understanding that establishes a framework for bilateral cooperation on health initiatives. The second, signed in June 2012, is a commercial agreement that establishes a framework for any future commercial trade between Iran and Ecuador.

On October 12, 2016, the *Ley Orgánica de Incentivos Tributarios para Varios Sectores Productivos e Interpretativa del Artículo 547 del Código Orgánico de Organización Territorial, Autonomía y Descentralización* (the “Law on Tax Incentives”) was published and became effective. The Law on Tax Incentives is intended to encourage productivity by extending tax incentives to additional sectors of the economy. The law establishes income tax deductions for micro, small and medium sized businesses that provide private health insurance to their employees and income tax deductions for public and commercial transport operators equal to the value of the vehicles owned by such operators.

On October 17, 2016, the *Ley Orgánica que Regula a las Compañías que Financien Servicios de Atención Integral de Salud Prepagada y a las de Seguros que Oferten Cobertura de Seguros de Asistencia Médica* (the “Law to Regulate Companies that Finance Pre-paid Health Services and Health Insurance Companies”) was published and became effective. The law is intended to regulate health service companies and health insurance companies and to provide clear legal requisites for the establishment and operation of those entities.

On October 21, 2016, the *Ley de Fortalecimiento a los Regímenes Especiales de Seguridad Social de las Fuerzas Armadas y de la Policía Nacional* (the “Law to Strengthen the Social Security System of the Armed Forces and National Police”) was published and became effective. The law is intended to make the national system of social security more sustainable over time by making adjustments and improvements to the pensions of public servants from Ecuador’s Armed Forces and National Police.

On December 13, 2016, the *Ley Orgánica para Evitar la Especulación sobre el Valor de las Tierras y Fijación de Tributos* (the “Law to Eliminate Speculation and Tax Fixing”) was published and became effective. This law is intended to create a more equal distribution of wealth and resources in Ecuador. This law imposes a tax of 75% on capital gains obtained from the sale of real estate in excess of an amount equal to 24 basic unified wages, or U.S.\$9,000 as of the time the minimum wage for the year 2017 went into effect. The Law to Eliminate Speculation and Tax Fixing also imposes more stringent property record keeping obligations on the Autonomous Centralized Governments.

On December 20, 2016, the *Ley Orgánica Reformativa a la Ley Orgánica de Servicio Público y al código de trabajo* (“Law to Reform the Organic Law of Public Service and Labor Code”) was published and became effective. Under this law, a public servant who ceases to work for a public institution receives full remuneration up until the last day worked on the last month of work without receiving payment for the remaining days not worked on that month. The aim is to not overcompensate those employees partially working during a month as opposed to those who work the full month.

On April 18, 2017, the *Ley para la Reestructuración de Deudas de Banca Pública, Banca Cerrada y Gestión del Sistema Financiero Nacional y Régimen de Valores* (the “Law to Restructure Debt of Public Banks and Closed Banks”) was published and became effective. This law is intended to restructure and forgive debt (the “Debt”) arising

from the 1999 financial crisis in Ecuador which prompted the closure of seventeen banks. The Law to Restructure Debt of Public Banks and Closed Banks forgives Debt of up to U.S.\$150,000 that is owed by surviving spouses and surviving cohabiting partners of deceased debtors as well as by debtors who are incapacitated. In addition, the Law to Restructure Debt of Public Banks and Closed Banks forgives expenses, surcharges, and interest payments of debtors of the Banco Nacional de Fomento (“BNF”) so long as the debtors make payment of at least 5% of the principal owed to BNF.

### **Balance of Payments and Foreign Trade**

Between 2012 and 2016, Ecuador experienced fluctuations between balance of payment deficits and surpluses. While there were surpluses in 2013 and 2016, there were deficits in 2012, 2014 and 2015. An increase in Government investment contributed to a deficit of U.S.\$581.9 million in 2012. In 2013, an improvement in the financial account that was the result of an increase in bilateral debt and corresponding loan disbursements contributed to a balance of payments surplus of U.S.\$1,845.9 million. However, the current account deficit of U.S.\$923.3 million registered in 2013 represents a decrease compared to the U.S.\$165.7 million current account deficit registered in 2012. This deficit is the result of an increase in imports, particularly with respect to imported capital goods and raw materials.

In 2014, Ecuador experienced a balance of payment deficit of U.S.\$424.5 million as a result of a decrease in the capital and financial account, which decreased from U.S.\$2,914.5 million in 2013 to U.S.\$323.8 million in 2014 as a result of a decrease in investment for the year. However, the current account improved from a deficit of U.S.\$923.3 million in 2013 to a deficit of U.S.\$522.9 million in 2014. This improvement was due to the improvement in the trade balance from a deficit of U.S.\$528.6 million in 2013 to a deficit of U.S.\$63.5 million in 2014. This improvement resulted from an increase in non-petroleum exports in 2014, particularly banana and shrimp exports.

In 2015, Ecuador’s balance of payment deficit grew to U.S.\$1,488.4 million as a result of a decrease in the current account. The current account decreased from a deficit of U.S.\$522.9 million in 2014 to a deficit of U.S.\$2,114.0 million in 2015. The expansion of the deficit in the current account was due to an increase in the deficit in the balance of trade from U.S.\$63.5 million in 2014 to a deficit of U.S.\$1,649.8 in 2015, which resulted mainly from a decline in the price of oil. In 2016, there was a balance of payment surplus of U.S.\$1,206.7 million, an increase compared to the U.S.\$1,488.4 million deficit in 2015. The balance of payment surplus was due to an increase in the current account. The current account increased from a deficit of U.S.\$2,114.0 million in 2015 to a surplus of U.S.\$1,418.6 million in 2016. The surplus in the current account was mainly due to an improvement in the trade balance from a deficit of U.S.\$1,649.8 million to a surplus of U.S.\$1,569.9 million, which was due to a decrease in imports particularly with respect to imported fuel and lubricants as well as capital goods.

In Ecuador, total direct foreign investment reached U.S.\$567.5 million, U.S.\$727.1 million, and U.S.\$772.3 million, in 2012, 2013 and 2014, respectively. Direct foreign investment in 2015 reached U.S.\$1,322.0 million, the largest amount from 2012 to 2015. This increase was due to continuing investment in Ecuador’s infrastructure, in particular, its electricity and water sectors. In 2016, direct foreign investment reached U.S.\$744.0 million, a decrease compared to the U.S.\$1,322.0 million in 2015. This decrease was principally due to a decrease in investment in the manufacturing and in the services rendered to businesses sectors. In 2016, the petroleum sector represented the largest percentage of direct foreign investment with 64.4% of all investment. Commerce and transportation, storage and telecommunications followed representing 14.3% and 5.10% of direct foreign investment, respectively.

In 2015, overall exports decreased to U.S.\$18,331 million, a decrease of 29% compared to 2014. This decrease was primarily due to a decrease in crude oil exports (51%), though there were also decreases in shrimp exports (9.3%) and exports of tuna and other fish (17.8%). The decrease in crude oil exports reflected the decrease in the price of crude oil in 2015. In 2016, overall exports decreased to U.S.\$16,798 million, a decrease of 8% compared to 2015. This decrease was primarily due to a decrease in crude oil exports (20%), as well as a decrease in cacao exports (10%) and exports of metal manufacturing (21%). For the period of January through February 2017, overall exports increased to U.S.\$3,140 million, an increase of 34% compared to the same period for 2016.

This increase was primarily due to an increase in crude oil exports (108%), as well as an increase in bananas and plantains exports (19.5%) and an increase in shrimp exports (19%).

Although the levels of imports increased from 2012 to 2014, the rate of increase declined over that period due to the Republic's promotion of domestic production. In 2012, the rate of increase of imports was 4.3%, which increased slightly to 6.1% in 2013 and declined to 2.6% in 2014. In 2015, imports totaled U.S.\$21,518 million, compared to U.S.\$27,726 million for 2014 registering the first decrease in the levels of imports in the past five years. This decrease in the level of imports was due to budget adjustments that limited the amount of investment to be used in the purchase of imports. In 2016, imports totaled U.S.\$16,324 million, as compared to the U.S.\$21,518 million in 2015, reflecting a 24.1% decrease principally due to a decrease in the price of crude oil and a decrease in imports of fuel and lubricants.

## **Monetary System**

The Government of President Correa prioritized the stabilization of the monetary system and promoted the safety of the financial system. As of January 31, 2017, the Ecuadorian banking system had a total of 23 banking institutions, of which one was a foreign-owned bank and one was a state-owned bank.

Banking deposits, primarily composed of demand deposits and time deposits, constitute the principal source of financing for the banking system. From December 31, 2011 through December 31, 2014, total time and demand deposits increased 44.8%, from U.S.\$18,557.9 million to U.S.\$26,874.5 million. As of December 31, 2015, time and demand deposits totaled U.S.\$23,291.1 million, a decrease of 13.3% compared to December 31, 2014. This decrease is due to a decrease in the availability of credit for the year. As of December 31, 2016, time and demand deposits totaled U.S.\$27,475 million, an increase of 18.0% since December 31, 2015. This increase is due to a significant growth in demand deposits. As of January 31, 2017, total time and demand deposits increased to U.S.\$26,789 million, an increase of 13.7% compared to January 31, 2016. This increase was due to a significant growth in demand deposits, which increased 15.9% from January 31, 2016.

Total assets of the banking system increased from U.S.\$23.9 billion in 2011 to U.S.\$33.6 billion in 2014. As of December 31, 2015, total assets for the banking system totaled U.S.\$30.9 billion, a decrease of 8% since December 31, 2014. This decrease in total assets is due to the decrease in time and demand deposits in 2015. As of December 31, 2016, total assets for the banking system totaled U.S.\$35.6 billion, an increase of 15.3% since December 31, 2015. This increase in total assets is due to an increase in available funds of U.S.\$2.2 billion in 2016. Total assets of the banking system increased from U.S.\$31.2 billion as of January 31, 2016 to U.S.\$35.0 billion as of January 31, 2017, an increase of 12.1%. This increase was mainly due to an increase in the loan portfolio of U.S.\$1.7 billion.

With respect to the various sectors, most loan interest rates remained stable during the period from 2012 through 2016 with the corporate productive lending interest rate increasing slightly to 8.2%, and consumer lending rates remaining at approximately 15.9% from 2012 to 2013, increasing slightly to 16.0% in 2014. In 2015 consumer credits were divided into "ordinary consumer credits," for the acquisition or commercialization of light fossil fuel vehicles and "priority consumer credits," dedicated to the purchase of goods or services or expenses not related to productive activity or ordinary commercial activity. After such reclassification, the ordinary consumer lending interest rate was 16.2% in 2015 increasing slightly to 16.8% in 2016, and the priority consumer lending interest rate increased from 16.0% in 2015 to 16.7% in 2016.

In 2015, the Committee of Monetary and Financial Policy Regulation established new categories of credits in the financial sector and fixed the maximum interest rates for these categories. Following this change in categorization, in 2015 the key corporate lending interest rates increased above the corporate lending interest rate in 2014, from 9.1% to 9.2%. In 2015, the priority consumer lending interest rate remained in line with the general consumer lending interest rate available in 2014 at 16.0%, and the ordinary consumer lending interest rate increased above this rate to 16.2%. For more information regarding changes to categories of interest rates, see "Monetary System—Interest Rates and Money Supply."

Average loan interest rates on short-term and long-term loans decreased slightly from 8.2% in 2012 to 8.1% in 2016 due to certain banks reducing interest rates on consumer loans as a result of excess liquidity. During

the same period, the average interest rates on deposits increased from 4.5% in 2012 to 5.1% in 2016 because banks increased interest rates offered to the public in order to satisfy liquidity needs.

From 2011 to 2015, the banking system's delinquency rate varied and past-due loans represented 2.2%, 2.8%, 2.6%, 2.9%, and 3.7% of the total loan portfolio, respectively. The delinquency rate increased to 2.8% in 2012 as a result of an increase in consumer past-due loans which increased from U.S.\$175 million in 2011 to U.S.\$293 million in 2012. However, the rate decreased to 2.6% in 2013 due to a reduction in past-due loans of the commercial sector, which decreased to U.S.\$284 million. In 2014, the delinquency rate increased to 2.9%, as a result of the increase in delinquency rates in consumer credits from 4.7% to 5.5%. In 2015, the delinquency rate increased to 3.7% due to the increase in delinquency rates in commercial credits from 12.7% to 14.3% as well as the decrease in the total loan portfolio. In 2016, the delinquency rate on loans from the private banking sector decreased to 3.5% as a result of a U.S.\$166.2 million decrease in the delinquency rate on consumer loans. As of January 31, 2017, the delinquency rate increased to 3.8% principally as a result of an increase in the delinquency rate in consumer loans but nevertheless remained lower than the 4.5% delinquency rate as of January 31, 2016.

In September 2014, the National Assembly enacted the *Código Orgánico Monetario y Financiero* (the "Monetary and Financial Law") in order to address weaknesses of the Republic's financial system stemming from the banking crisis in 2000. To achieve its objectives, the Monetary and Financial Law creates a new regulatory body, the *Junta de Política y Regulación Monetaria y Financiera* (the "Committee of Monetary and Financial Policy Regulation") to oversee and regulate the execution of monetary, foreign exchange, financial, insurance, and securities policies of the country. The committee is comprised of delegates from Ecuador's Ministry of Finance, *Ministerio de Industrias y Productividad* (the "Ministry of Production and Industrialization"), *Ministerio Coordinador de Política Económica* (the "Ministry of Economic Policy"), office of the National Secretary of Planning and Development, and a delegate appointed by the President. The principal function of the committee is to oversee and monitor the liquidity requirements of Ecuador's financial system, ensuring that liquidity remains above certain levels (to be determined by the Committee of Monetary and Financial Policy Regulation). The law also creates a separate internal auditor for the Government's financial entities, establishes certain norms for the Central Bank and the *Superintendencia de Bancos* (the "Superintendent of Banks") regarding their budget, purpose, and supervision, and sets forth reporting requirements to the Committee of Monetary and Financial Policy Regulation. The law also explicitly establishes that certain accounts in the Central Bank, including the accounts used for the deposits of the *Corporación de Seguro de Depósitos* (the "Deposit Insurance Corporation" or "COSEDE") and the *Fondo de Liquidez del Sistema Financiero Ecuatoriano* (the "Liquidity Fund"), are subject to sovereign immunity and cannot be subject to attachment of any kind.

The law further establishes that all transactions, monetary operations and accounts in the Republic of Ecuador will be expressed in U.S. dollars. Other sections of the law make reference to an electronic payment system to facilitate payments to vendors. Through this voluntary electronic payment system, Ecuadorians will be allowed to make online payments to participating vendors through a payment system managed by the Government. Payments made through the system will be deducted or credited directly from accounts that vendors can establish with the Central Bank and will be backed by liquid assets in the Central Bank. On August 7, 2014, mobile phone carrier Movistar signed an agreement with the Central Bank to establish accounts to use the electronic payment system. In December 2014, the electronic payment system began operations. According to the Central Bank, as of May 2016, approximately U.S.\$1 million was in circulation in Ecuador in electronic currency. The law further establishes that further details regarding this payment system may be set forth by the Committee of Monetary and Financial Policy Regulation in regulations and laws. The Committee of Monetary and Financial Policy Regulation issued various laws, including the Law to Balance Public Finances and the Law of Solidarity, both of which are described herein, incentivizing and further regulating the use of electronic money. For more information regarding the Monetary and Financial Law, see "Monetary System—Supervision of the Financial System."

On April 29, 2016, the *Ley Orgánica para el Equilibrio de las Finanzas Públicas* ("Law to Balance Public Finances") was published with the purpose of strengthening dollarization, correcting abuses in tax benefits and redistributions and generating a change in Ecuadorian eating habits. According to a March 19, 2016 announcement by President Correa, the law would also generate additional revenue needed to offset the decline in oil prices. In order to achieve its goals, the law regulates and discourages excessive consumption of cigarettes, alcoholic beverages and sweetened beverages through a special consumption tax. Additionally, the law promotes the use of electronic money and credit cards issued by entities that are part of the national financial system by refunding 2%

and 1% of payments made with electronic money or credit card, respectively, directly to consumers. The law also seeks to halt currency outflows by discouraging the transfer of large amounts of cash and encouraging instead the use of electronic means of payment.

The Executive Board of the IMF approved a U.S.\$364 million disbursement for the Republic under the IMF rapid financing instrument. The financial support was granted to the Republic in order to make up for financial shortfalls and finance reconstructions resulting from the Pedernales Earthquake. The IMF announced the financial support in July 8, 2016 by a press release, which is available on the IMF website. The IMF disbursed the U.S.\$364 million loan through a single, upfront disbursement with no conditionality. Ecuador received the funds under the IMF rapid financing instrument. The funds from the IMF financing arrangement contributed to the increase in international reserves from March 31, 2016 to March 31, 2017. On July 8, 2016, the Executive Board of the IMF concluded its annual Article IV consultation with Ecuador.

On November 24, 2016, the *Junta de Política y Regulación Monetaria y Financiera* (the “Monetary and Financial Policy and Regulation Board”) issued Resolution No. 302-2016-F, amending Resolution No. 273-2016-F by increasing from 2% to 5% the reserves that financial institutions with more than U.S.\$1.0 billion in assets are required to hold at the Central Bank. This resolution is expected to reduce the liquidity of these financial institutions’ Central Bank deposits by approximately U.S.\$750 million.

### **Public Sector Finances**

The increase in the year to year deficit from 2012 to 2015 was due to increased Central Government spending during each such year, particularly in wages and salaries and interest payments in connection with debt obligations, and in 2015 was also due to the decline in oil prices. The increase in the year to year deficit from 2015 to 2016 was due to a stronger dollar which affected exports, the Pedernales earthquake and the decline in oil prices.

During the five-year period from 2012 through 2016, the Central Government budget deficit as a percentage of GDP increased from 2.0% in 2012 to 5.7% in 2016. During the same five-year period, the budget deficit for the non-financial public sector increased from 0.9% in 2012 to 7.5% in 2016. The increases in the deficit from 2012 to 2013 were due to increased infrastructure spending. The increases in the deficit in 2014 and 2015 were due to an increase in wages and salaries and lower petroleum revenues for both years. However, the decreases in the deficit from 2014 to 2015 were the result of budget adjustments undertaken by Ecuador’s Ministry of Finance (outlined below).

In 2016, total revenues of the Central Government were U.S.\$18,556 million, while total expenditures were U.S.\$24,103 million. This results in a deficit of U.S.\$5,448 million in 2016, an increase compared to the deficit of U.S.\$3,805 million in 2015. This increase in the deficit is primarily due to decreases in petroleum revenue, non-petroleum revenue as well as in revenue from certain taxes.

In 2016, the non-financial public sector registered a deficit of U.S.\$7,314 million compared to a deficit U.S.\$5,091 million in 2015. This increase in the deficit was due to a decrease in the revenues from the sale of oil exports caused by the decrease in the price of oil during the time period. In 2016, total revenues for the non-financial public sector totaled U.S.\$30,314 million, a decrease from U.S.\$33,586 million in 2015. In 2016, total expenditures for the non-financial public sector totaled U.S.\$37,628 million (equivalent to 38.5 % of GDP), a decrease compared to U.S.\$38,676 million (equivalent to 38.6% of GDP) in 2015.

On October 31, 2015, the executive branch presented the 2016 draft budget to the National Assembly which proposed a budget of U.S.\$29.8 billion for the year, a 17.9% decrease from the U.S.\$36.3 billion originally proposed for the 2015 budget and a 12.4% decrease from the U.S.\$34.1 billion adjusted budget for 2015. It assumed an average crude oil price of U.S.\$35.00 per barrel, which represented a 56% decrease from the U.S.\$79.70 per barrel average price that was assumed for the original 2015 budget. The 2016 draft budget also estimated that there would be a budget deficit equivalent to 2.4% of GDP and a GDP growth of 1%. Excluding financing, the initial 2016 draft budget provided for U.S.\$25.7 billion in expenses, comprised of U.S.\$8.8 billion in salaries and wages, U.S.\$4.7 billion in consumer goods and services, U.S.\$3.4 billion in capital transfers and donations, U.S.\$4.4 billion in other investment expenses and U.S.\$4.5 billion in other expenses. Total revenues under the 2016 draft budget were U.S.\$23.2 billion, including U.S.\$17.3 billion in taxes, rates and contributions, U.S.\$4.8 billion in current

transfers and donations and U.S.\$1.2 billion in other revenues. The 2016 draft budget, as presented, was approved by the National Assembly on November 24, 2015 and became effective on January 1, 2016 (the “2016 Budget”).

From time to time, the Ministry of Finance revises and adjusts the sources and uses of funds initially provided for in the draft budget. On March 3, 2016, the Minister of Finance announced that the 2016 Budget would be adjusted by approximately U.S.\$800 million. The Minister specified that approximately U.S.\$400 million would be reduced from investment and current expenses and that there would also be reductions to the budgets of the Autonomous Decentralized Governments. The Ministry of Finance made reductions in its estimates of revenue forecasts for non-petroleum revenue by U.S.\$780 million, income tax by U.S.\$507 million, value added tax by U.S.\$818 million, and the Currency Outflow Tax by U.S.\$209 million as compared to the original 2016 Budget revenue forecasts. In addition, while making reductions to permanent expenses by U.S.\$203 million and wages and salaries by U.S.\$284 million, the Ministry of Finance increased its projected expenses for the provision of goods and services by U.S.\$137 million and other non-permanent costs by U.S.\$965 million, both as compared to the original 2016 Budget revenue forecasts.

For 2017, the Ministry of Finance’s estimated projection for financing needs (both internal debt and external debt) is U.S.\$12.56 billion. The Ministry of Finance estimates that approximately U.S.\$6.43 billion will derive from international financing and approximately U.S.\$6.13 billion from domestic financing. With respect to international financing, the Ministry of Finance expects that such financing may come from various sources, including drawdowns under existing loan facilities, new bilateral and multilateral lending facilities, bond issuances and other methods of providing liquidity that the Republic has previously utilized, such as oil sector related transactions, among others. With respect to domestic financing, the Ministry of Finance expects that such financing may derive from rollovers of existing debt, new placements by the Ministry of Finance and the Central Bank, certain projects and domestic operations. While the Ministry of Finance has expectations as to the approximate amounts to be derived from the various sources, such allocation is subject to market conditions as well as the policies of the new administration and such amounts and the use of the financing sources set forth in this paragraph is subject to change.

Pursuant to Article 295 of the 2008 Constitution, during a presidential election year, the national budget is to be presented for National Assembly approval within the first 90 days of the term of the next president. Accordingly, the 2017 budget (“2017 Budget”) will be presented for National Assembly approval within the first 90 days of the term of the next president, which is scheduled to begin on May 24, 2017. In the interim period, Article 107 of the Código Orgánico de Planificación y Finanzas Públicas (the “Public Planning and Finance Code”) provides that the total amount of the budget for the preceding year, which in this case is the 2016 Budget, as initially approved by the National Assembly, will be used as the provisional budget for 2017 until the 2017 Budget is approved. Article 118 of the Public Planning and Finance Code grants the Ministry of Finance the authority to modify any approved budget in an amount up to 15% of any approved allocation. The Ministry of Finance has the authority to modify the 2016 Budget while it is being used as the provisional budget for 2017 and until the 2017 Budget is approved. Although the initial 2016 aggregate budget allocation of U.S.\$29.8 billion remains while the 2016 Budget operates as the provisional budget for 2017, there have been modifications to the budget allocation for each sector. The most important differences are in an increase to the budgeted amounts for the communications, social welfare and urban and housing development sectors and in a decrease to the budgeted amount for the single Central Bank master account for the management of Ecuador’s resources (the “*Cuenta Única del Tesoro*” or “Treasury Account”) as well as in decreases to the budgeted amounts for the natural resources and agricultural sectors.

## **Public Debt**

Total public external debt increased from U.S.\$10.06 billion in 2011, which represented 12.7% of GDP, to U.S.\$20.23 billion in 2015, which represented 20.2% of GDP. This increase in debt was primarily due to increased debt from bilateral lenders. Total public external debt was U.S.\$25.68 billion as of December 31, 2016, compared to U.S.\$20.23 billion as of December 31, 2015. Total public external debt as of March 31, 2017 was U.S.\$26.49 billion, an increase from U.S.\$21.09 billion as of March 31, 2016 due primarily to disbursements of loans from the China Development Bank and the issuance of the 2022 and 2026 bonds.

Public sector consolidated debt, including internal and external debt of the financial and non-financial public sector and the external Central Bank debt balance, was U.S.\$27,467 million as of March 31, 2017, U.S.\$26,811 as of December 31, 2016, U.S.\$21,273 million as of December 31, 2015, compared to U.S.\$18,679 million as of December 31, 2014, U.S.\$13,957 million as of December 31, 2013, and U.S.\$11,526 million as of December 31, 2012.

As of December 31, 2014, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$5,074.4 million (63.7% of the total bilateral debt), U.S.\$302.8 million (3.8% of the total bilateral debt) and U.S.\$158.1 million (1.9% of the total bilateral debt) respectively. As of December 31, 2015, the top three bilateral lenders to Ecuador continued to be China, Brazil and Spain, with debt levels of U.S.\$5,295.4 million (85.4% of the total bilateral debt), U.S.\$295.5 million (4.5% of the total bilateral debt) and U.S.\$140.6 million (2.2% of the total bilateral debt) respectively. As of December 31, 2016, the top three bilateral lenders to Ecuador were China, Brazil, and Spain, with debt levels of U.S.\$6,974.5 million (89.5% of the total bilateral debt), U.S.\$227.7 million (2.92% of the total bilateral debt) and U.S.\$133.4 million (1.71% of the total bilateral debt), respectively.

As of March 31, 2016, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$5,278.5 million (86% of the total bilateral debt), U.S.\$295.5 million (4.8% of the total bilateral debt) and U.S.\$136.8 million (2.2% of the total bilateral debt), respectively.

As of March 31, 2017, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$6,807.4 million (88.7% of the total bilateral debt), U.S.\$220.3 million (2.87% of the total bilateral debt) and U.S.\$164.7 million (2.18% of the total bilateral debt) respectively.

In 2008, Ecuador defaulted on its interest payments for the 2012 and 2030 Bonds (as defined in “Public Debt – Debt Obligations” herein) in the aggregate amount of approximately U.S.\$157 million and principal payments of approximately U.S.\$3,200 million. In 2009 the Republic launched cash tender offers to the holders of the 2012 and 2030 Bonds and from 2009 through the date of this Remarketing Circular has repurchased additional 2012 and 2030 Bonds. As of the date hereof, the total aggregate amount of outstanding principal on the 2012 and 2030 Bonds is U.S.\$52.1 million, which represents 1.6% of the original aggregate principal amount of the 2012 and 2030 Bonds.

In December 2005, the Republic successfully launched an issuance of the 2015 Bonds (the “2015 Bonds”). The use of the proceeds of the 2015 Bonds was to buy back certain of the 2012 Bonds in accordance with their terms. The Republic successfully repaid all principal and interest on the 2015 Bonds on December 15, 2015.

On June 17, 2014, the Republic successfully issued U.S.\$2.0 billion of Bonds due June 2024 (the “2024 Bonds”) with a coupon of 7.95% at 100% of the purchase price. The most recent interest payment on the 2024 Bonds, which was due on June 20, 2016, was paid by the Republic in accordance with the relevant indenture. The Republic is current on its financial obligations under the 2024 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2024 Bonds to finance its various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

On March 24, 2015, the Republic successfully issued U.S.\$750 million of Bonds due March 2020 with a coupon of 10.50% (the “Original 2020 Issuance”) at 100% of the purchase price. The Republic re-opened the Original 2020 Issuance on May 19, 2015 and successfully issued an additional U.S.\$750 million of Bonds at a price of 107.789%, also due 2020 (together with the Original 2020 Issuance, the “2020 Bonds”). The most recent interest payment on the 2020 Bonds, which was due on September 24, 2016, was paid by the Republic in accordance with the relevant indenture. The Republic is current on its financial obligations under the 2020 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2020 Bonds to finance its various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

On July 28, 2016, the Republic successfully issued U.S.\$1.0 billion of Bonds due 2022 with a coupon of 10.75% (the “Original 2022 Issuance”) at 100% of the purchase price. The Republic reopened the Original 2022 Issuance on September 30, 2016 and successfully issued an additional U.S.\$1.0 billion of Bonds at a price of 100%, also due 2022 (together with the Original 2022 Issuance, the “2022 Bonds”). The Republic is current on its financial



obligations under the 2022 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2022 Bonds to finance its various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

On December 13, 2016, the Republic successfully issued U.S.\$750 million of Bonds due 2026 with a coupon of 9.650% (the “Original 2026 Issuance”) at a 100% purchase price. The Republic reopened the Original 2026 Issuance on January 13, 2017 and successfully issued an additional U.S.\$1.0 billion of Bonds at a price of 103.364% also due 2026 (together with the Original 2026 issuance, the “2026 Bonds”). The Republic is current on its financial obligations under the 2026 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2026 bonds to (1) finance Government programs, (2) finance infrastructure projects that have the capacity to repay the related debt obligations and to (3) refinance an existing external debt obligation on more favorable terms.

Ecuador’s other significant external debt transactions in 2015 included a January 7, 2015 memorandum of understanding with China Development Bank in connection with a loan of up to U.S.\$1.5 billion. The proceeds of the loan were used for eligible infrastructure and development projects in Ecuador. On the same date, Ecuador entered into a framework agreement for future cooperation with China Exim Bank. This agreement allows the Ministry of Finance to regularly submit priority lists of projects which it proposes to be financed by China Exim Bank, within three years of the date of the agreement. The initial priority list included six projects to be financed at a total cost of U.S.\$5.3 billion. The rights and obligations of the parties will be stipulated in relevant loan agreements to finance specific projects.

Additionally, on February 26, 2015, Ecuador entered into a Foreign Purchase Credit Agreement with Deutsche Bank Sociedad Anónima Española. The loan proceeds of the first disbursement of the loan were used to purchase radar equipment and other equipment for the air defense of Ecuador. This agreement provides for a U.S.\$88 million facility to be repaid in a term of nine years.

On March 31, 2015, Ecuador entered into a 13-year, U.S.\$85.7 million facility agreement with the Bank of China Limited, Panama Branch (U.S.\$60.0 million commitment) and Deutsche Bank AG, Hong Kong Branch (U.S.\$25.7 million commitment). The proceeds from the first disbursement of this facility were used for the restoration and improvement of the Sigchos-Chugchilán and Buena Vista-Vega Rivera-Paccha-Zaruma Highways.

In January 2016, Empresa Pública de Hidrocarburos del Ecuador (“Petroecuador”) entered into a credit agreement for a facility of up to U.S.\$970 million from a consortium of banks led by Industrial and Commercial Bank of China Limited, China Exim Bank, and China Minsheng Banking Corp., Ltd. The first tranche of U.S.\$820 million was disbursed in February 2016. The facility relates to a multiparty contractual structure involving a crude oil delivery contract entered into with PetroChina International Company Limited, (“Petrochina”). The credit has a term of five years.

In February 2016, the Republic entered into a U.S.\$198 million preferential buyer credit loan agreement with China Exim Bank to finance the first phase of Yachay (See “The Ecuadorian Economy—Other Sectors of the Economy—Science and Technology”). The loan agreement has a 3% interest rate and a term of 20 years.

On April 29, 2016, Ecuador entered into an eight year loan agreement with China Development Bank for U.S.\$2 billion. The agreement relates to a multiparty contractual structure involving a crude oil delivery contract entered into with PetroChina.

On July 15, 2016, Ecuador’s Ministry of Finance and the Official Credit Institute of Spain (Instituto de Crédito Oficial), acting for Spain, entered into a U.S.\$183.6 million credit agreement for the financing of the supply of rolling stock, auxiliary vehicles, workshop tools and equipment and parts for Quito’s first metro line.

On July 28, 2016, the *Instituto Ecuatoriano de Seguridad Social* (the “Ecuadorian Social Security Institute” or “IESS”) entered into two loans for U.S.\$65.0 million and U.S.\$13.3 million, respectively, both with Deutsche Bank, Sociedad Anónima Española, as agent, various other financial institutions, as mandated lead arrangers and Ecuador, acting through its Ministry of Finance, as guarantor. The loans will be repaid over a term of

seven years and will be used to finance the construction and outfitting of hospitals in the city of Guayaquil and the city of Machala, respectively.

On September 23, 2016, Ecuador entered into a U.S.\$100 million bilateral loan agreement with CAF to finance costs related to damages to infrastructure and housing caused by the Pedernales Earthquake.

On October 31, 2016, the Republic entered into two loans with IDB for U.S.\$160 million and U.S.\$143 million, respectively. The Republic is using the proceeds of the loans to support education and energy programs.

On November 14, 2016, the Republic entered into a U.S.\$175 million loan with the European Investment Bank. The Republic intends to use the proceeds of the loan towards reconstruction efforts in the areas that were affected by the Pedernales Earthquake.

On November 17, 2016, the Republic, acting through its Ministry of Finance, entered into a 20 year, U.S.\$102.6 million loan facility with China Exim Bank to be used to finance the survey, design and construction of the Santa Ana Aqueduct Hydraulic Stage One Project.

On November 29, 2016, the Republic entered into a U.S.\$19.7 million loan facility with a final amortization date of October 15, 2041 with IDB to finance costs related to its emergency response program for reconstruction efforts in the areas that were affected by the Pedernales Earthquake.

On December 1, 2016, Petroecuador signed a crude oil sale and purchase contract with PTT Trading International Pte Ltd (“PTT International”), pursuant to which Petroecuador will receive initial prepayments of \$600 million shortly after signing for crude oil to be delivered to PTT International during the five-year term of the contract. On December 6, 2016, Petroecuador signed a fuel oil sale and purchase contract with Oman Trading International Ltd (“OTI”), pursuant to which Petroecuador will receive an initial prepayment of U.S.\$300 million shortly after signing for fuel oil to be delivered to OTI during the 30-month term of the contract. In connection with each contract, the Republic has agreed to refund to the purchasers any amounts of the prepayments and related surcharges for advance payment which are not otherwise satisfied through the delivery of crude oil or fuel oil, respectively, or refunded by Petroecuador in accordance with the contracts.

On December 22, 2016 the Municipality of Ibarra entered into a U.S.\$52.5 million loan with the World Bank for a transport infrastructure improvement project. The loan has a term of 24 years and is guaranteed by Ecuador acting through the Minister of Finance.

On December 22, 2016, Ecuador, acting through its Ministry of Finance, entered into a 12 year term loan facility for U.S.\$167.4 million with Bank of China Limited, Beijing Branch, Bank of China Limited Liaoning Branch, Bank of China Limited, Panama Branch, Bank of China, Hong Kong Branch and Deutsche Bank AG, Hong Kong Branch. The proceeds of the facility were used to finance the construction of schools in Ecuador and purchase of related goods and equipment.

On December 22, 2016, Ecuador entered into a U.S.\$90.5 million loan with the World Bank for a term of 35 years to finance a project to increase the enrollment of technical and technological educational programs in Ecuador and strengthen the institutional management of such programs.

On December 28, 2016, Ecuador entered into a U.S.\$72.9 million credit agreement with a term of 20 years with the European Investment Bank to finance the construction, renovation and equipment of 21 technical and technological institutes of higher education in Ecuador.

On February 2, 2017, Ecuador entered into a U.S.\$50 million loan with the Japan Bank for International Cooperation (“JBIC”) with a term of 12 years to finance an energy efficiency project related to residential water heating.

On February 16, 2017, Ecuador gave its guarantee to Petroamazonas’ issuance of two tranches of notes, one of which is the Remarketed Notes. Under the first tranche, Petroamazonas issued U.S.\$355,225,848.25 notes due

2019 with a coupon of 2.000% pursuant to an indenture entered into between Ecuador, the Issuer, the Bank of New York Mellon and the Bank of New York Mellon, London Branch. Under the second tranche, the Issuer issued U.S.\$315,339,980.55 of the Remarketed Notes pursuant to an indenture as described in “Description of the Notes and the Guarantee.”

On March 14, 2017, Ecuador entered into a U.S.\$200 million loan with the CAF with a term of two years to partially finance projects relating to the generation, distribution and transmission of electricity.

On July 15, 2008, Petroecuador and Petr leos de Venezuela Ecuador, S.A. (“PDVSA Ecuador”) formed a new entity called Refiner a del Pac fico (the “RDP”) in which Petroecuador is currently the majority shareholder (51%) and PDVSA Ecuador is the minority shareholder (49%). RDP will develop a refinery project with the same name to be built in the municipality of Manta, Manab  Province, with a total nameplate capacity of 300,000 bpd. The land rights and environmental licenses necessary to develop RDP have already been obtained, and a preliminary detailed feasibility study of the project is complete. The total estimated investment for RDP is approximately U.S.\$15 billion. Negotiations are ongoing to provide financing for the project. In the event RDP is able to obtain financing through debt for this project, it is not clear whether it would be able to do so while remaining within the 40% public debt to GDP limit as further described in “Public Sector Finances—Fiscal Policy.” Construction has commenced and the project is scheduled to be completed by year-end 2021.

On October 25, 2016, pursuant to Article 147, Clause 13 of the 2008 Constitution, President Correa exercised his presidential authority to issue implementing regulations and signed decree 1218 (“Decree 1218”), which modifies Article 135 of the Public Planning and Finance Code. Decree 1218 changes the methodology that the Ministry of Finance uses to calculate the total public debt to GDP ratio for the purpose of establishing whether the total public debt ceiling of 40% established in Article 124 of the Public Planning and Finance Code has been exceeded. Under Decree 1218, the Ministry of Finance will now use the Total Consolidated Public Debt methodology set out in the Manual of Public Finance Statistics of the IMF (the “IMF GFS”). The IMF GFS, which was published in 2001, provides that the presentation of government financial statistics, including total public debt, should be calculated on a consolidated basis rather than on an aggregate basis. According to the IMF GFS, the consolidation methodology presents statistics for a group of units as if accounting for a single unit. In the context of total public debt, this means that debt that flows between governmental units or entities or between the central government and these governmental units or entities (“intra-governmental debt”) is not included in the calculation of total public debt. In contrast, the aggregation methodology, which the Ministry of Finance used prior to Decree 1218, does include intra-governmental debt in the calculation of total public debt. By changing the method of calculating total public debt from an aggregation methodology to a consolidation methodology, Decree 1218 effectively eliminates certain types of debt from the calculation and, by extension, reduces the amount of total public debt taken into account for purposes of the 40% total public debt to GDP ceiling. For a description of the risks of any action by the Government in relation to the 40% public debt to GDP limit, see *“Risk Factors—Risk Factors relating to Ecuador—The Republic may incur additional debt beyond what investors may have anticipated as a result of a change in methodology in calculating the public debt to GDP ratio for the purpose of complying with a 40% limit under Ecuadorian law, which could materially adversely affect the interests of Noteholders.”*

## Selected Economic Indicators

	For the Year Ended December 31,				
	2012	2013	2014	2015	2016
(in millions of U.S. dollars, except percentages)					
<b>The Economy</b>					
Nominal GDP .....	87,925	95,130	102,292	100,177	97,802
Real GDP <sup>(1)</sup> .....	64,362	67,546	70,243	70,354	69,321
Real GDP growth .....	5.6%	4.9%	4.0%	0.2%	-1.5%

	For the Year Ended December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
(in millions of U.S. dollars, except percentages)							
Annual inflation.....	4.2%	2.7%	3.7%	3.4%	1.1%	2.3%	0.96%

	For the Year Ended December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
(in millions of U.S. dollars, except percentages)							
International reserves <sup>(2)</sup> .....	2,483	4,361	3,949	2,496	4,259	2,573	3,810

	For the year ended December 31,				
	2012	2013	2014	2015	2016
(in millions of U.S. dollars)					
<b>Balance of Payments <sup>(3) (6)</sup></b>					
Exports <sup>(3)</sup> .....	24,569	25,587	26,597	19,049	17,428
Imports <sup>(3)</sup> .....	-24,519	-26,115	-26,660	-20,699	-15,858
Trade balance <sup>(3)</sup> .....	50	-528	-63	-1,650	1,570
Services balance <sup>(3)</sup> .....	-1,394	-1,420	-1,171	-805	1,054.2
Current account surplus/deficit of the balance of payments <sup>(3)</sup> .....	-166	-923	-523	-2,114	1,419

	For the Year Ended December 31,						
	2012	2013	2014	2015	2016		
The Economy							
Unemployment Rate <sup>(4)</sup> .....	4.12%	4.15%	3.80%	4.77%	5.20%		
	For the Year Ended December 31,						
	2012	2013	2014	2015	2016		
	(in millions of U.S. dollars, except percentages)						
Non-Financial Public Sector							
Total revenues.....	34,570	37,260	39,032	33,586	30,314		
Total expenditures .....	35,394	41,607	44,346	38,676	37,628		
Surplus/Deficit.....	-824	-4,348	-5,314	-5,091	-7,314		
As % of GDP <sup>(1)</sup> .....	-0.9	-4.6	-5.2	-5.1	-7.5		
Central Government							
Total revenues.....	19,523	20,400	20,381	20,344	18,556		
Total expenditures .....	21,240	25,861	26,794	24,149	24,103		
Surplus/Deficit.....	-1,717	-5,461	-6,413	-3,805	-5,548		
As % of GDP <sup>(1)</sup> .....	-2.0	-5.7	-6.3	-3.8	-5.7		
Public Debt <sup>(5)</sup>							
	As of December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
Consolidated Total Debt .....	11,525.5	13,957.2	18,679.2	21,272.8	26,810.6 <sup>(1)</sup>	22,452.9 <sup>(1)</sup>	27,466.9
Consolidated Debt to GDP Ratio .....	13.1	14.7	18.3	21.2	27.9	21.9	27.3 <sup>(2)</sup>

Source: Ministry of Finance March 2017 Bulletin

- (1) December 2016 figures and March 2016 figures based on Ministry of Finance December 2016 and March 2016 Bulletin respectively.  
(2) Based on Ministry of Finance estimate of projected GDP, which differs from look-back data from the Central Bank.

- (1) Real GDP measures the Gross Domestic Product of Ecuador minus the effect of inflation. The Central Bank of Ecuador uses 2007 as its base year for all real number calculations. GDP Information is from the Central Bank Quarterly Bulletin for the Second Quarter of 2016. Percentages of GDP are calculated on the basis of nominal GDP.  
(2) Data corresponds to freely disposable international reserves. Before dollarization, Ecuador kept international monetary reserves with the aim of supporting the exchange rate of the sucre. Currently, Ecuador keeps freely disposable international reserves ("International Reserves"), whose variations are explained by the change in the deposits from Ecuador's financial institutions and non-financial public sector institutions held in the Central Bank.  
(3) Figures reflect figures from "Balance of Payments" tables on pages 122-123.  
(4) Unemployment figures based on figures from National Institute of Statistics. As a percentage of the economically active population.  
(5) Debt figures in this Remarketing Circular are based on information from the Ministry of Finance's March 2017 Debt Bulletin and reflect data for March 2017 unless otherwise indicated.  
(6) Balance of payments data is published by the Central Bank on an annual and quarterly basis. Numbers reflect fourth quarter 2016 information.  
(7) Debt to GDP percentages for February 2017 are calculated using estimates from the Ministry of Finance and the Central Bank.

## THE REMARKETING

*The following summary does not purport to be complete and is qualified in its entirety by, and is subject to, the detailed information appearing elsewhere in this Remarketing Circular.*

<b>Issuer:</b>	La Empresa Pública de Exploración y Explotación de Hidrocarburos PetroAmazonas EP
<b>Guarantor:</b>	The Republic of Ecuador.
<b>Securities Remarketed:</b>	U.S.\$315,339,980 principal amount of 4.625% notes due 2020.
<b>Offering Format:</b>	Rule 144A/Regulation S.
<b>Remarketing Price:</b>	90.984%.
<b>Issue Date of Certificated Notes:</b>	February 16, 2017.
<b>Remarketing Date:</b>	May 9, 2017.
<b>Maturity Date:</b>	February 16, 2020.
<b>Interest:</b>	4.625% per annum, computed on the basis of a 360-day year of twelve 30 day months.
<b>Interest Payment Dates:</b>	The 16 <sup>th</sup> day of each Month. The first interest payment occurred on March 16, 2017 and the first interest payment on the Remarketed Notes will occur on June 16, 2017.
<b>Principal Repayments:</b>	One-twelfth of the original aggregate principal amount of the Notes on each Principal Repayment Date.
<b>Principal Repayment Dates:</b>	The 16 <sup>th</sup> day of each month, commencing on March 16, 2019.
<b>Form:</b>	The Remarketed Notes will be represented in the form of global notes, without coupons, registered in the nominee name of the common depositary for Euroclear and Clearstream for the accounts of its participants. Remarketed Notes in definitive certificated form will not be issued in exchange for the global notes except under limited circumstances.
<b>Denominations:</b>	The Remarketed Notes are in denominations of U.S.\$200,000 and integral multiples of U.S.\$1 in excess thereof.
<b>The Guarantee:</b>	<p>The Guarantee provides that:</p> <p>a) the Guarantor irrevocably guarantees the full and punctual payment of the Guaranteed Obligations when due (whether at maturity, upon redemption, acceleration or otherwise), including the due and punctual payment of all principal, premium, if any, and interest amounts owed by the Issuer under or in connection with the Notes</p>

and the Indenture;

- b) the performance of the Guarantor's obligations under the Guarantee are backed by the full faith and credit of the Guarantor;
- c) upon the failure by the Issuer to pay any portion of the Guaranteed Obligations when due (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due or, in the case of interest amounts owed by the Issuer under the Notes and Additional Amounts, after the expiration of the 30-day grace period applicable to the Issuer pursuant to the terms of the Indenture), the Guarantee will be payable on written demand of the Trustee (for the benefit of the Holders (subject to a ten-day grace period following written demand on the Guarantor)), without any further notice requirement, instruction from the Holders or the satisfaction of any other condition, and will constitute a guarantee of payment and not of collection;
- d) the Guarantee will remain in effect until the date upon which all the Guaranteed Obligations have been unconditionally, indefeasibly and irrevocably paid in full;
- e) if at any time any amount of the Guaranteed Obligations is rescinded or must otherwise be restored, the rights of the Guaranteed Parties under the Guarantee will be reinstated with respect to such payments as though such payments had not been made;
- f) the obligations of the Guarantor under the Guarantee will constitute the general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor, will be backed by the full faith and credit of the Guarantor and will rank equally in terms of priority only, with the External Indebtedness (other than Excluded Indebtedness) of the Guarantor; provided that such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness;
- g) the liability of the Guarantor under the Guarantee is primary, absolute, irrevocable, unconditional and is exclusive and independent of any security for or other guaranty of the indebtedness of the Issuer whether executed by the Guarantor, any other guarantor or by any other party, and the liability of the Guarantor under the Guarantee will not be affected or impaired by any circumstance or occurrence whatsoever; and
- h) the liability of the Guarantor under the Guarantee will not be affected or impaired by any circumstance or occurrence whatsoever, which would reduce, release or prejudice any of its obligations under the Guarantee (without limitation and whether or not known to it) any invalidity or unenforceability relating to or against the Issuer, for any reason of any of the Indenture or the Notes, or any provision of applicable law purporting to prohibit the performance by the Issuer of any of the Issuer's obligations under the Indenture or the Notes.

**Ranking of the Notes:**

The Notes are general, direct, unsecured, unsubordinated and unconditional obligations of the Issuer and rank equally in terms of priority with the Issuer's External Indebtedness, provided that, such ranking is in terms of priority only and does not require that the Issuer make ratable payments on the Notes with payments made on its other

External Indebtedness.

**Ranking of the Guarantee:**

The obligations under the Guarantee are general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor, backed by the full faith and credit of the Guarantor and rank equally in terms of priority with the Guarantor's External Indebtedness (other than Excluded Indebtedness), provided, that, such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness.

**Withholding Tax and Additional Amounts:**

Unless otherwise required by law, the Issuer and the Guarantor will make all principal and interest payments on the Notes or the Guarantee (as applicable) without withholding or deducting any present or future taxes imposed by Ecuador or any of its political subdivisions or taxing authorities. If the Issuer or the Guarantor (as applicable) is required by law to deduct or withhold taxes, except to the extent provided for in "Description of the Notes and the Guarantee – Additional Amounts," the Issuer or the Guarantor (as applicable) will pay the holders of the Notes such additional amounts as may be necessary to ensure that they receive the same amount as they would have received without any withholding or deduction.

**Representations and Covenants of the Issuer:**

The Issuer agrees to comply with, among others, the following covenants:

- a) The Issuer will obtain and maintain in full force and effect all Ecuadorian Authorizations necessary under the laws of Ecuador for the execution and delivery of, and performance by the Issuer under, the Notes and the Indenture or for their validity or enforceability, and take all necessary and appropriate Governmental and administrative actions in Ecuador in order to be able to make all payments to be made by it under the Notes and the Indenture.
- b) The Issuer will ensure that at all times its obligations under the Notes are general, direct, unsecured, unsubordinated and unconditional obligations of the Issuer and ensure that the Notes will rank equally in terms of priority with the Issuer's External Indebtedness (other than Excluded Indebtedness), provided, that, such ranking is in terms of priority only and does not require that the Issuer make ratable payments on the Notes with payments made on its other External Indebtedness.
- c) The Issuer will use its reasonable best efforts to list and thereafter to maintain the listing of the Notes on the Irish Stock Exchange.
- d) The Issuer will consolidate or merge with or into any other Person; or in a single transaction or a series of related transactions, sell, lease or otherwise transfer, directly or indirectly, all or substantially all of its assets to any other Person, subject to certain exceptions.

**Representations and Covenants of the Guarantor:**

The Guarantor agrees to comply with, among others, the following covenants:

- a) The Guarantor will obtain and maintain in full force and effect all Ecuadorian Authorizations necessary under the laws of Ecuador for the execution and delivery of, and performance by the Guarantor under, the Guarantee and the Indenture or for their validity or



enforceability, and take all necessary and appropriate Governmental and administrative actions in Ecuador in order to be able to make all payments to be made by it under the Guarantee and the Indenture.

- b) The Guarantee will ensure that at all times its obligations under the Guarantee are general, direct, unsecured, unsubordinated and unconditional obligations that will be backed by the full faith and credit of the Guarantor and ensure that the Guarantee will rank equally in terms of priority with the Guarantor's External Indebtedness (other than Excluded Indebtedness), provided, that, such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness.
- c) The Guarantor will not create or suffer to exist, or permit the Central Bank to create or suffer to exist, any Lien upon any of its present or future assets or revenues to secure or otherwise provide for the payment of any External Indebtedness of the Guarantor or the Central Bank unless, on or prior to the date such Lien is created or comes into existence, the obligations of the Guarantor under the Guarantee and the Indenture are secured equally and ratably with such External Indebtedness, subject to certain exceptions.

**Events of Default:**

The Notes contain, among others, the following events of default, the occurrence of which may result in the acceleration of the Issuer's obligations under the Notes prior to maturity:

- a) The Issuer fails, on the applicable payment date, to (i) make any payment of principal or Make-Whole Amount on the Notes (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due) or (ii) make any payment of an interest amount or Additional Amount on the Notes within 30 days of the date when such payment is due; provided that no event of default shall occur in respect of either the Issuer or the Guarantor if an equivalent payment is made when due by the Guarantor pursuant to the terms of the Guarantee (subject to payment by the Guarantor being made within ten days of written demand being made by the Trustee on behalf of Holders of the Notes, upon any such non-payment at the conclusion of any applicable grace period).
- b) The Issuer or the Guarantor fail to perform or comply with any other obligation under the Notes or under the Indenture (including the Guarantee) and the Issuer or Guarantor (as applicable) does not or cannot cure that failure within 30 days after it receives written notice from the Trustee or holders of at least 25% of the aggregate principal amount of the Notes then outstanding regarding that default.
- c) The Issuer becomes insolvent or is generally unable to pay its debts as they become due, and as a result, (i) applies for or consents to or suffers the appointment of an administrator, liquidator, receiver or similar officer in respect of the whole or any substantial part of the undertaking, property, assets or revenues of the Issuer, (ii) takes corporate action, legal proceedings or other procedure or steps in relation to the suspension of payments, a moratorium of indebtedness, winding-up, dissolution, administration, provisional supervision or reorganization of the Issuer; or (iii) makes or enters into a general

assignment or an arrangement or composition with or for the benefit of its creditors.

- d) An order is made or an effective resolution passed for winding up the Issuer, other than for purposes of a reorganization in accordance with the laws of Ecuador.
- e) Any of the Issuer, the Guarantor, or a court of proper jurisdiction, declares a *moratorium* with respect to the payment of principal of, or interest on, the Issuer's or the Guarantor's External Indebtedness (other than Excluded Indebtedness of the Guarantor).
- f) The Issuer or the Guarantor, as the case may be fail to make any payment in respect of any External Indebtedness (other than Excluded Indebtedness in the case of the Guarantor) in an aggregate principal amount in excess of U.S.\$50,000,000 (or its equivalent in any other currency) when due (as such date may be extended by virtue of any applicable grace period or waiver).
- g) The holders of at least 25% of the aggregate outstanding principal amount of any of the Issuer's External Indebtedness or the Guarantor's External Indebtedness (other than Excluded Indebtedness) in either case having an aggregate principal amount in excess of U.S.\$50,000,000 (or its equivalent in any other currency), accelerate or declare such External Indebtedness to be due and payable, or required to be prepaid (other than by a regularly scheduled prepayment), prior to its stated maturity, as a result of in each case, the failure of the Issuer or the Guarantor, as the case may be, to pay the principal or interest on such External Indebtedness, and such acceleration, declaration or prepayment is not annulled or rescinded within 30 days.
- h) Any of the Issuer or the Guarantor denies, repudiates or contests any of its payment obligations under the Notes or the Indenture, as the case may be, in a formal administrative, legislative, judicial or arbitral proceeding or any constitutional provision, treaty, law, regulation, decree, or other official pronouncement of the Issuer, or any final decision by any court in the Republic having jurisdiction, renders it unlawful for the Issuer to pay any amount due on the Notes or to perform any of its obligations under the Notes or the Indenture or for the Guarantor to pay any amount due on the Guarantee or to perform any of its obligations under the Guarantee or the Indenture.
- i) The Guarantor fails to maintain its membership in the IMF or ceases to be eligible to use the resources of the IMF.
- j) The Guarantor fails to maintain its membership in, or its eligibility to use the general resources or equivalent of, any of CAF, FLAR and IDB.
- k) There shall have been entered against any of the Issuer, the Guarantor or the Central Bank in a matter related to External Indebtedness (other than Excluded Indebtedness of the Guarantor) a final judgment, decree or order by a court of competent jurisdiction from which no appeal may be made, or is made within the time limit for doing so, for the payment of money in excess of U.S.\$50,000,000 (or its equivalent in another currency) and 120 days shall have passed since the entry of any such order without the Issuer, the Guarantor or the Banco Central

having satisfied such judgment.

- l) There shall be made against any of the Issuer, the Guarantor or the Central Bank in a matter related to External Indebtedness (other than Excluded Indebtedness of the Guarantor) an arbitral award by a tribunal of competent jurisdiction from which no appeal or application to a tribunal or court of competent jurisdiction to set aside may be made, or is made within the time limit for doing so, for the payment of money in excess of U.S.\$50,000,000 (or its equivalent in another currency) and 120 days shall have passed since the making of any such award without the Issuer, the Guarantor or the Banco Central, as the case may be, having satisfied the award.
- m) The Issuer ceases to be a public-sector entity of the Republic or the Republic shall otherwise cease to control the Issuer; or the Issuer shall be dissolved, disestablished or shall suspend its operations, in each case other than for purposes of a reorganization in accordance with the laws of Ecuador, and such dissolution, disestablishment or suspension of operations is material in relation to the business of the Issuer; or the Issuer and entities that it controls shall cease to be, in the aggregate, the primary public-sector entities which conduct exploration, development and production of hydrocarbons on behalf of the Republic. For the purposes of this provision, the term “primary” shall refer to the production of at least 75% of the barrels of oil equivalent of crude oil and gas produced by public-sector entities in Ecuador.
- n) The Issuer ceases to carry on all or a substantial part of its business, or sells, transfers or otherwise disposes (whether voluntarily or involuntarily) of all or substantially all of its assets (whether by one transaction or a series of transactions whether related or not) other than the Republic or any other instrumentality thereof, *provided, that*, such sale or transfer to the Republic or other instrumentality thereof does not materially affect the Guarantor’s obligations under the Guarantee.

**Use of Proceeds:**

The proceeds will be used to pay the Selling Securityholders that participate in the Remarketing, as further described in “Use of Proceeds.” The Issuer will not receive any proceeds from the Remarketing of the Notes.

**Collective Action Clauses:**

The Notes contain provisions, commonly known as “collective action clauses,” regarding acceleration of the Notes and voting on future amendments, modifications and waivers to the terms and conditions of the Notes. These provisions, which are described in the sections entitled “Description of the Notes and the Guarantee — Events of Default” and “Description of the Notes and the Guarantee — Modifications – Collective Action,” differ from those applicable to certain of the Guarantor’s outstanding External Indebtedness. Under such provisions, the Issuer and the Guarantor may: (a) amend the payment provisions of the Notes and certain other reserved matters with the consent of the holders of 75% of the aggregate amount of the outstanding Notes and other non-reserved matters with the consent of the holders of 66 ⅔% of the aggregate amount of the outstanding Notes; (b) make reserved matter modifications affecting two or more series of debt securities with the consent of (x) holders of at least 66⅔% of the aggregate principal amount of the outstanding debt securities

of all series that would be affected by that reserved matter modification (taken in aggregate) and (y) holders of more than 50% of the aggregate principal amount of the outstanding debt securities of each affected series (taken individually); or (c) make reserved matter modifications affecting two or more series of debt securities with the consent of holders of at least 75% of the aggregate principal amount of the outstanding debt securities of all affected series (taken in aggregate), provided that the Uniformly Applicable condition is satisfied, as more fully described in “Description of the Notes and the Guarantee – Modifications – Collective Action.”

**Transfer Restrictions:**

The Notes have not been and will not be registered under the Securities Act, and will be subject to restrictions on transferability and resale. See “Transfer Restrictions.” Further, other than with respect to the Remarketed Notes offered hereby, the Certificated Notes initially issued under the Indenture and on Issue Date (as defined in “—Remarketing”) may not be transferred in any circumstances except (i) in connection with the granting by holders of security interests in the Notes or (ii) to affiliates of the holder, so long as any pledgee or transferee, as applicable, agrees to be bound by the transfer restrictions in the Notes and is either (i) a “Qualified Institutional Buyer” as defined in Rule 144A(1) under the Securities Act or (ii) a “non U.S. Person” (as defined in Rule 902 under the Securities Act).

**Listing:**

Application has been made to list the Remarketed Notes on the Official List of the Irish Stock Exchange to be admitted to trading on its Global Exchange Market.

**Remarketing:**

This Remarketing Circular relates to the remarketing (the “Remarketing”) of the Remarketed Notes pursuant to the Remarketing Agreement entered among, the Issuer, the Guarantor, the Remarketing Agent and the Selling Securityholders on May 9, 2017 (the “Remarketing Agreement”). For more information see “Subscription and Sale”. The Notes initially issued on the Issue Date were in the form of certificated notes without coupons (the “Certificated Notes”) and two Global Notes each without coupons and with a zero balance: an Unrestricted Global Note and a Restricted Global Note. The Indenture also provides that in the event not all of the Notes that holders elected to be eligible for the Remarketing are successfully remarketed, the Transfer Agent will, on a pro rata basis, select the Certificated Notes to be surrendered to the Trustee for cancellation, and the Trustee will pay to the holders of such Notes an amount per Note, in cash, to be calculated in accordance with the terms of the Remarketing Agreement. The Indenture provides that with respect to the Remarketing, the Transfer Agent will write up the principal amount of the Restricted Global Note and the Unrestricted Global Note, as applicable, by the corresponding amount of the principal amount of the Certificated Notes being surrendered for cancellation; provided however, that the Transfer Agent will if applicable, round down to the nearest dollar, the principal amount of each Global Note and, if directed in writing by the Issuer, will enter in the applicable ISIN and Common Code numbers on the face of each Global Note. Any Certificated Notes that are not redeemed will remain outstanding until the maturity date (unless redeemed prior to maturity).

**Remarketing Agent:**

Citigroup Global Markets Limited.

<b>Absence of a Public Market for the Notes:</b>	There is currently no established market for the Notes. None of the Issuer, the Guarantor, or the Remarketing Agent can provide any assurances that a liquid market for the Remarketed Notes will develop. The Remarketing Agent has advised the Issuer and the Guarantor that it currently intends to make a market in the Remarketed Notes. However, it is not obligated to do so, and any market-making with respect to the Remarketed Notes may be discontinued without notice.
<b>Trustee, Registrar, New York Paying Agent and Transfer Agent:</b>	The Bank of New York Mellon.
<b>London Paying Agent:</b>	The Bank of New York Mellon, London Branch.
<b>Irish Listing Agent:</b>	Maples and Calder.
<b>Governing Law:</b>	The Notes and the Guarantee are governed by the laws of the State of New York, except for the terms concerning submissions to arbitration which will be governed by English law.
<b>Submission to Arbitration:</b>	<p>(a) Any dispute, controversy or claim of any nature arising out of, relating to or having any connection with the Indenture, including any dispute as to the existence, validity, interpretation, performance, breach, termination or consequences of the nullity of the Indenture where the Issuer or Guarantor is a party, claimant, respondent or is otherwise necessary, will not be referred to a court of any jurisdiction and will instead be referred to and finally resolved by arbitration under the LCIA Rules as at present in force and as modified by the Indenture which LCIA Rules are deemed to be incorporated by reference. In particular:</p> <ul style="list-style-type: none"> <li>(i) There will be three arbitrators.</li> <li>(ii) Each arbitrator will be an English or New York qualified lawyer of at least 15 years' standing with experience in relation to international banking or capital markets disputes. At least one of those arbitrators will be a lawyer qualified in New York; and</li> <li>(iii) If there are two parties to the Dispute, each party will be entitled to nominate one arbitrator. If there are multiple claimants and/or multiple respondents, all claimants and/or all respondents will attempt to agree upon their respective nomination(s) such that the claimants will together be entitled to nominate one arbitrator and the respondents will together be entitled to nominate one arbitrator. If any such party or multiple parties fail to nominate an arbitrator within thirty (30) days from and including the date of receipt of the relevant request for arbitration, an arbitrator will be appointed on their behalf by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above. In such circumstances, any existing nomination or confirmation of the arbitrator chosen by the party or parties on the other side of the proposed arbitration will be unaffected, and the remaining arbitrator(s) will be appointed</li> </ul>

in accordance with the LCIA Rules.

- (b) The third arbitrator and chairman of the arbitral tribunal will be appointed by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above.
- (c) The seat, or legal place, of arbitration will be London, England.
- (d) The language to be used in the arbitration will be English. The arbitration provisions of the Indenture will be governed by English law.
- (e) Without prejudice to any other mode of service allowed by law, each of the Issuer and the Guarantor appoints Law Debenture Corporate Services Limited, as its agent under the Indenture for service of process in relation to any proceedings before the English courts in relation to any arbitration contemplated by the Indenture or in relation to recognition or enforcement of any such arbitral award obtained in accordance with the Indenture.

If the Process Agent is unable to act as the Issuer and/or the Guarantor's agent under the Indenture for the service of process, the Republic and/or the Guarantor, as applicable, must immediately (and in any event within ten days of the event taking place) appoint another agent (a "Replacement Agent") on terms acceptable to the Trustee.

The Issuer and the Guarantor agree that failure by the Process Agent or, as applicable, a Replacement Agent, to notify the Issuer and/or the Guarantor of the process will not invalidate the proceedings concerned.

Any Dispute between the Trustee and any holders or holders only and where the Issuer and/or the Guarantor is not a party, claimant, respondent or otherwise is necessary thereto, will be subject to the non-exclusive jurisdiction of any New York state or United States federal court sitting in the Borough of Manhattan, the City of New York, and any appellate court from any thereof, in any action or proceeding arising out of or relating to the Indenture (except actions or proceedings arising under or in connection with U.S. federal and state securities laws), and the Trustee and the holders will irrevocably submit to such jurisdiction and agree that all claims in respect of such Dispute may be heard and determined in such New York state or United States federal court.

#### **Scope of Sovereign**

#### **Immunity of the Issuer:**

The execution and delivery of the Indenture by the Issuer constitutes, and the Issuer's performance of and compliance with its obligations will constitute, an act of commercial public credit as provided under the laws of the Republic. To the extent permitted by law, the Issuer irrevocably and unconditionally agrees that:

- (a) the Issuer submits to the jurisdiction of any Ecuadorian court and to any legal process in the Republic's courts (other than attachment proceedings prior to recognition or enforcement of an arbitral award), in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be entitled to immunity from enforcement in accordance with mandatory provisions of the laws of Ecuador;
- (b) the Issuer submits to the jurisdiction of any court outside the Republic and to any legal process, orders or other measures in courts outside the Republic, whether through service or notice, attachment in aid of

execution, execution against property of any sort, actions in rem or the grant of injunctions or specific performance, in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be immune to the fullest extent;

- (c) the Issuer undertakes not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets which do not constitute Immune Property in respect of any of the foregoing legal actions or proceedings; and
- (d) the Issuer submits to the jurisdiction of the English courts in connection with any proceeding invoking the supervisory jurisdiction of those courts in relation to an arbitration conducted pursuant to the Indenture.

The levy of execution on assets of the Issuer within the territory of the Republic will be carried out in accordance with and under the laws of the Republic.

The Issuer irrevocably waives, to the fullest extent permitted by law, any requirement or provision of law that requires the posting of a bond or other security as a condition to the institution, prosecution or completion of any action or proceeding.

An arbitral award obtained in accordance with the Indenture (whether the Issuer and/or the Guarantor is a party) will be conclusive and may be enforced in any jurisdiction in accordance with the New York Convention or in any other manner provided for by law.

“Immune Property,” in accordance with the provisions of the law of Ecuador has the same meaning whether applied to the property of the Issuer or the Guarantor and means:

- (a) any property which is used or designated for use in the performance of the functions of the diplomatic mission of Ecuador or its consular posts;
- (b) aircraft, naval vessels and other property of a military character or used or designated for use in the performance of military functions;
- (c) property forming part of the cultural heritage of Ecuador or part of its archives;
- (d) unexploited natural non-renewable resources in Ecuador;
- (e) funds managed in the National Treasury Account;
- (f) assets and resources comprising available monetary reserves of Ecuador;
- (g) public domain assets used for providing public services in Ecuador;
- (h) national assets located in the territory of Ecuador and belonging to the Republic, such as streets, bridges, roads, squares, beaches, sea and land located over 4,500 meters above sea level;
- (i) accounts of the Central Bank, whether they are held abroad or locally; and
- (j) public entities’ deposits with the Central Bank, whether they are maintained abroad or locally.

“New York Convention” means the New York Convention on the Recognition and Enforcement of Arbitral Awards 1958.

**Scope of Sovereign**

**Immunity of the Guarantor:**

The execution and delivery of the Guarantee by the Guarantor constitutes, and the Guarantors performance of and compliance with its obligations will constitute, an act of commercial public credit as provided under the laws of the Republic. To the extent permitted by law, the Guarantor irrevocably and unconditionally agrees that:

- (a) the Guarantor submits to the jurisdiction of any Ecuadorian court and to any legal process in the Republic’s courts (other than attachment proceedings prior to recognition or enforcement of an arbitral award), in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be entitled to immunity from enforcement in accordance with mandatory provisions of the laws of Ecuador;
- (b) the Guarantor submits to the jurisdiction of any court outside the Republic and to any legal process, orders or other measures in courts outside the Republic, whether through service or notice, attachment in aid of execution, execution against property of any sort, actions in rem or the grant of injunctions or specific performance, in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be immune to the fullest extent;
- (c) the Guarantor undertakes not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets which do not constitute Immune Property in respect of any of the foregoing legal actions or proceedings; and
- (d) the Guarantor submits to the jurisdiction of the English courts in connection with any proceeding invoking the supervisory jurisdiction of those courts in relation to an arbitration conducted pursuant to the Indenture.

The levy of execution on assets of the Guarantor within the territory of the Republic will be carried out in accordance with and under the laws of the Republic.

The Issuer irrevocably waives, to the fullest extent permitted by law, any requirement or provision of law that requires the posting of a bond or other security as a condition to the institution, prosecution or completion of any action or proceeding.

**Further Issues:**

The Issuer may, from time to time, without the consent of the holders of the Remarketed Notes, create and issue additional guaranteed notes having the same terms and conditions as the Remarketed Notes in all respects (or in all respects except for the amount of the first interest payment and the issue price) provided that:

- (a) the notes are consolidated and form a single series with the outstanding Notes; and
- (b) such additional notes do not have, for purposes of U.S. federal income taxation, a greater amount of original issue discount than the outstanding Notes have as of the date of the issue of such additional



notes (regardless of whether any holders of such Notes are subject to U.S. federal income taxation).

## **RISK FACTORS**

*This section describes certain risks associated with investing in the Remarketed Notes. You should consult your financial and legal advisors about the risk of investing in the Remarketed Notes. Petroamazonas and Ecuador disclaim any responsibility for advising you on these matters.*

### **Risk Factors Relating to the Remarketed Notes**

*There may be no active trading market for the Remarketed Notes, or the trading market for the Remarketed Notes may be volatile and may be adversely affected by many factors.*

The Notes do not currently have any established trading market, and the Remarketed Notes will not have any established trading market when issued, and there can be no assurance that an active trading market for the Notes will develop, or, if one does develop, that it will be maintained. If an active trading market for the Notes does not develop or is not maintained, investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market, and the market or trading price and liquidity of the Notes may be adversely affected. Even if a trading market for the Notes develops, the Notes may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions, and the financial condition of Ecuador. Although application has been made to list the Remarketed Notes on the Official List of the Irish Stock Exchange, and to have the Remarketed Notes admitted to trading on its Global Exchange Market, there can be no assurance that such application will be accepted or that an active trading market will develop. Illiquidity may have a material adverse effect on the market value of the Remarketed Notes.

*The price at which the Remarketed Notes will trade in the secondary market is uncertain.*

Petroamazonas has been advised by the Remarketing Agent that it intends to make a market in the Notes but is not obligated to do so, and in the event that it does so, it may discontinue market making at any time without notice. Application has been made to list the Remarketed Notes on the Official List of the Irish Stock Exchange and to have the Remarketed Notes admitted to trading on its Global Exchange Market. No assurance can be given as to the liquidity of the trading market for the Remarketed Notes. The price at which the Remarketed Notes will trade in the secondary market is uncertain.

*The Notes will contain provisions that allow the payment terms to be amended without the consent of all holders.*

The Notes contain provisions, commonly known as “collective action clauses,” regarding acceleration of the Notes and voting on future amendments, modifications and waivers to the terms and conditions of the Notes. Under these provisions, which are described in the sections entitled “Description of the Notes and the Guarantee — Events of Default” and “Description of the Notes and the Guarantee — Modifications – Collective Action” Petroamazonas and the Republic may: (a) amend the payment provisions of the Notes and certain other reserved matters with the consent of the holders of 75% of the aggregate amount of the outstanding Notes and other non-reserved matters with the consent of the holders of 66 ⅔% of the aggregate amount of the outstanding Notes; (b) make reserved matter modifications affecting two or more series of debt securities with the consent of (x) holders of at least 66 ⅔% of the aggregate principal amount of the outstanding debt securities of all series that would be affected by that reserved matter modification (taken in aggregate) and (y) holders of more than 50% of the aggregate principal amount of the outstanding debt securities of each affected series (taken individually); or (c) make reserved matter modifications affecting two or more series of debt securities with the consent of holders of at least 75% of the aggregate principal amount of the outstanding debt securities of all affected series (taken in aggregate), provided that the Uniformly Applicable condition is satisfied.

*A failure by Petroamazonas to generate operating revenue, obtain approval for a sufficiently sized General Budget for 2017, or to receive sufficient funds to fulfill its obligations in respect of the Notes may adversely affect the repayment of the Notes by the Issuer.*

As a public company (*empresa pública*), Petroamazonas has budgetary autonomy from the Republic. The authority and ability of Petroamazonas to pay monetary obligations or expend funds is subject to its generation of operating revenue and approval of its General Budget by its board of directors, in accordance with the State-Owned Companies Law. The crude oil produced by Petroamazonas, and the proceeds of sales of such crude oil, belong to the Republic. All crude oil produced by Petroamazonas is commercialized by Petroecuador. All revenues generated by Petroamazonas in excess of its operating costs are deposited in the accounts of Petroamazonas in the Central Bank, and excess amounts not invested or reinvested by Petroamazonas are transferred to the Republic for use in the General State Budget. Petroamazonas' revenues are derived from delay penalties that it is entitled to impose pursuant to its service agreements, as well as amounts received from the Hydrocarbons Secretariat and other entities for the transportation of hydrocarbons through its RODA pipeline network. In 2016, these revenues were approximately U.S.\$130.4 million, without taking into account revenue recognized in connection with the reversal of an impairment previously recognized in 2015. As a result, Petroamazonas does not generate sufficient operating revenue to pay obligations pursuant to the Notes and will depend on receipt of additional contributions from the Ministry of Finance to satisfy its obligations, in accordance with the government appropriations process. Petroamazonas does not control the government appropriations process. Political factors affecting the Republic or Petroamazonas could result in lower or no appropriations being made in the General Budget of Petroamazonas for payment of the Notes, and a lower or no appropriations being made in the General State Budget of the Republic for contributions to Petroamazonas. As of the date hereof, the Republic has not defined an income model to compensate Petroamazonas directly for its production efforts. Instead, the majority of Petroamazonas' operations are funded through an annual contribution from the Ministry of Finance in an amount equal to the General Budget approved by Petroamazonas' board of directors. Petroamazonas' 2017 General Budget has been approved in an amount of U.S.\$2.223 billion. However, the approval of this General Budget does not guarantee that Petroamazonas will have funds sufficient to fulfill its obligations in respect of the Notes. Petroamazonas' General Budget is not always sufficient to cover its operating expenses. For example, in 2016, Petroamazonas requested two increases to its General Budget in an aggregate amount of U.S.\$511.0 million, which were subject to the appropriations process. The Ministry of Finance contributes funds to Petroamazonas on a monthly basis based on the proceeds received by the Republic from the commercialization of hydrocarbons by Petroecuador, and has not funded Petroamazonas' recent General Budgets in full. The table below sets forth the aggregate amount of the General Budget for each of the years indicated below, as well as the portion of each General Budget that has not been funded by the Ministry of Finance as of April 30, 2017.

	2017	2016	2015
		(U.S.\$ in millions)	
Aggregate General Budget.....	2,223.0	2,684.0	3,533.1
Portion of General Budget Not Funded by the MOF .....	1,356.0	1,593.2	1,814.7

A failure by Petroamazonas to obtain approval for a sufficiently sized General Budget for 2017 or to receive sufficient funds to fulfill its obligations in respect of the Notes may adversely affect repayment of the Notes.

*Recent federal court decisions in the United States create uncertainty regarding the meaning of ranking provisions and could potentially reduce or hinder the ability of wholly owned sovereign companies and sovereign issuers to restructure their public sector debt.*

In litigation in federal courts in New York captioned *NML Capital, Ltd. v. Republic of Argentina*, the U.S. Court of Appeals for the Second Circuit ruled on August 23, 2013 that the ranking clause (which included ratable payment language) in certain defaulted notes issued by Argentina, prevents Argentina from making payments in respect of new performing notes that it issued in exchange for the defaulted notes in a restructuring in which a certain minority of holders elected not to participate, unless it makes *pro rata* payments in respect of the defaulted notes that rank *pari passu* with new notes. The defaulted notes in this case did not contain the "collective action clauses" referred to in the preceding risk factor. While the U.S. Court of Appeals for the Second Circuit's decision

was narrowly tailored to the facts of the case, including the conduct of Argentina and the specific wording of the *pari passu* clause in the defaulted notes, the implication from this case is that it may be more difficult for sovereign debtors to restructure their debts.

On February 18, 2014, the Republic of Argentina filed a petition in the U.S. Supreme Court seeking review of the Second Circuit's August 2013 ruling. On June 16, 2014, the U.S. Supreme Court denied the Republic of Argentina's petition for review, thereby letting stand the Second Circuit's August 2013 ruling. On July 22, 2014, the U.S. District Court for the Southern District of New York enforced the ruling and barred the international trustee from making a U.S.\$539 million payment to bondholders of the new performing notes that Argentina issued in exchange for the defaulted notes. On the same date, the U.S. District Court ordered Argentina to undergo continuous mediation and settlement talks with holders of the defaulted notes.

On June 16, 2014, the U.S. Supreme Court issued an opinion in a related case, ruling that the Republic of Argentina is not immune from complying with a judgment creditor's discovery demands seeking information about its assets outside the United States. On August 11, 2014, the U.S. District Court for Nevada granted NML Capital, Ltd.'s motion to compel discovery of information regarding Argentine assets in the United States.

On February 25, 2015, the U.S. District Court for the Southern District of New York ordered Deutsche Bank and JPMorgan Chase and Co. to deliver the documents relevant to Argentina's planned new issuance of dollar-denominated debt to the court and NML Capital, Ltd.

On December 10, 2015, Mauricio Macri became the new president of Argentina. Under his administration, Argentina negotiated and reached settlements with a group of holdout creditors for U.S.\$1.35 billion on February 2, 2016, and a group of six other holdout creditors for U.S.\$1.1 billion on February 18, 2016. On February 19, 2016, the U.S. District Court lifted its ban on payments to creditors on the condition that Argentina repeal two laws enacted for the purpose of blocking agreements with holdout creditors and agree to pay remaining holdouts by a certain date. Argentina's congress repealed the two laws on March 31, 2016. The U.S. Court of Appeals for the Second Circuit voted to confirm the lifting of the ban on April 13, 2016. Argentina proceeded with a sale of U.S.\$16.5 billion in sovereign bonds on April 19, 2016.

On December 22, 2016, the U.S. District Court for the Southern District of New York issued an opinion dismissing claims by certain institutional investors that had not participated in the February 2016 settlements, rejecting their claims based upon the breach of the *pari passu* clause and any claims that accrued outside of the six-year statute of limitations. In this new decision, the U.S. District Court held that Argentina's payments to creditors who participated in the settlement were not a violation of the rights of the non-settling investors. The U.S. District Court also found that even if the *pari passu* clause had been breached, monetary damages would be barred as duplicative of the damages from failure to pay, and an injunction would be granted only in extraordinary circumstances. The December 22, 2016 decision by the U.S. District Court appears to limit the application of the prior rulings in the litigation relating to the defaulted notes, although it is difficult to predict what impact, if any, the December 22, 2016 decision will have on sovereign issuers such as Ecuador.

Despite the above recent developments and settlement agreements between the Republic of Argentina and its creditors, neither Petroamazonas nor Ecuador can predict what impact, if any, the above U.S. court rulings will have on sovereign issuers such as Ecuador.

*The ability of holders to transfer the Remarketed Notes in the United States and certain other jurisdictions will be limited.*

The Remarketed Notes offered pursuant to this offer will not be registered under the Securities Act and, therefore, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable U.S. state securities laws. Offers and sales of the Remarketed Notes may also be subject to transfer restrictions in other jurisdictions. You should consult your financial or legal advisors for advice concerning applicable transfer restrictions with respect to the Remarketed Notes.

*Credit ratings may not reflect all risks of investment in the Remarketed Notes.*

Credit ratings are an assessment by rating agencies of Petroamazonas' and Ecuador's ability to pay its debts when due. Consequently, real or anticipated changes in Petroamazonas' or Ecuador's credit ratings will generally affect the market value of the Remarketed Notes. These credit ratings may not reflect the potential impact of risks relating to structure or marketing of the Remarketed Notes. Credit ratings are not a recommendation to buy, sell or hold any security, and may be revised or withdrawn at any time by the issuing organization. Each agency's rating should be evaluated independently of any other agency's rating.

*The effects of the United Kingdom's vote to exit from the European Union and its impact on the economy and fiscal conditions of Petroamazonas and Ecuador and the trading market of the Remarketed Notes are uncertain.*

On June 23, 2016, the United Kingdom voted by a majority in favor of the United Kingdom leaving the European Union at a referendum on the United Kingdom's membership of the European Union. As of the date of this Remarketing Circular, the actions that the United Kingdom will take to exit from the European Union or the length of such process are uncertain. The results of the United Kingdom's referendum have caused, and are anticipated to continue causing, significant new uncertainties and volatility in the global financial markets, which may affect Ecuador and the trading market of the Remarketed Notes, though exports to the United Kingdom only represented 0.8% of Ecuador's exports for 2016. These uncertainties could have a material adverse effect on the global economy and Ecuador's economy, fiscal condition or prospects. It is unclear at this stage what the impact of the United Kingdom's departure from the European Union will ultimately be on the global economy, including Ecuador, or the trading market of the Remarketed Notes.

#### **Risk Factors Relating to the Guarantee**

*Unlike a direct obligation of Ecuador, the terms of the Guarantee require failure of payment by Petroamazonas and a written demand by the Trustee on Ecuador.*

Upon the failure by the Issuer to make payments under the Indenture when due (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due or, in the case of interest amounts owed by the Issuer under the Notes and Additional Amounts, after the expiration of the 30-day grace period applicable to the Issuer pursuant to the terms of the Indenture), the Guarantee will be payable on written demand of the Trustee, subject to a ten-day grace period following written demand on the Guarantor. See "Description of the Notes and the Guarantee." Direct sovereign obligations issued by Ecuador do not contain this requirement of a written demand of the Trustee and are not subject to this additional ten-day grace period. Accordingly, your investment in the Notes is different from an investment in a direct obligation of Ecuador where Ecuador is the primary obligor. The requirement of written demand upon the Trustee and the additional ten-day grace period could have a material effect on your ability to receive payments under the Remarketed Notes and the Guarantee.

#### **Risk Factors Relating to Petroamazonas and Ecuador**

*Ecuador has defaulted on its sovereign debt obligations in the past, in particular its obligations under the 2012 and 2030 Bonds.*

In 2009, Ecuador defaulted on its interest payments for the 2012 and 2030 Bonds (as defined in "Public Debt – Debt Obligations" herein) in the aggregate amount of approximately U.S.\$157 million and principal payments of approximately U.S.\$3,200 million. The 2012 and 2030 Bonds were originally issued in exchange for prior debt offerings of the Republic in order to extend the maturity dates of those prior obligations. These defaults followed the publication of a report in 2008 by the Commission of Integral Audit of Public Credit ("CAIC"), a committee composed of representatives from both the Ecuadorian Government and private sector organizations and members of civil society. CAIC reviewed Ecuador's debt obligations from 1976 to 2006 and in its report made a number of findings regarding the legitimacy of Ecuador's debt obligations (including the 2012 and 2030 Bonds), in particular relating to concerns involving the public assumption of private debt, appropriate authorizations, sovereign immunity, and the relevant economic terms of the debt obligations incurred. After the default, which occurred

during the first term of President Correa's administration, Ecuador offered to repurchase the 2012 and 2030 Bonds at a discount to their par value. Holders responded to this offer by tendering substantially all of the 2012 and 2030 Bonds. Although some holders continue to hold the defaulted 2012 and 2030 Bonds, Ecuador has successfully repurchased additional 2012 and 2030 Bonds from remaining holders from 2009 onwards. For more information, see "Public Debt—Debt Obligations—2012 and 2030 Bonds and tender offer." Ecuador has remained current on its obligation to its other series of sovereign bonds including the 2020 Bonds and 2024 Bonds (as defined in "Public Debt—Debt Obligations" herein), as well as on its other debt obligations as further described in "Public Debt—External Debt." To date, no judgments have been issued against the Republic with respect to the 2012 and 2030 Bonds and none are pending. Proceedings have been issued against the Republic in two cases. See "Risk Factors—Risks Factors Relating to Ecuador—*Ecuador is involved in a number of legal proceedings and disputes that could result in losses to Ecuador as well as a decrease in foreign investment.*" There is a risk that other holders, other than the holders described in "Public Debt—Debt Obligations—2012 and 2030 Bonds and tender offer," of these defaulted bonds may institute proceedings against the Republic and may seek to enforce any judgments obtained by seeking to attach assets of the Republic. Any action by the holders of the 2012 and 2030 Bonds, or any further defaults by Ecuador on its sovereign debt obligations, could materially adversely affect the market value of the Notes and the ability of the Republic to make principal and interest payments free of the risk of attachment. Any action by the holders of the 2012 and 2030 Bonds making similar *pari passu* arguments as the holders in *NML Capital, Ltd. v. Republic of Argentina* (see "Risk Factors—Risk Factors Relating to the Notes—*Recent federal court decisions in New York create uncertainty regarding the meaning of ranking provisions and could potentially reduce or hinder the ability of sovereign issuers to restructure their public sector debt*") or any further defaults by Ecuador of its sovereign debt obligations, could materially adversely affect the market value of the Notes and the ability of Petroamazonas and/or the Republic to make principal and interest payments free of the risk of attachment.

*Ecuador's history has been characterized by institutional instability.*

Between 1997 and 2007, Ecuador has had eight presidents, and three of them were overthrown during periods of political unrest: Abdala Bucaram in 1997, Jamil Mahuad in 2000, and Lucio Gutiérrez in 2005. Since 2007, Ecuador has experienced political stability with President Correa's Alianza PAIS party having won five consecutive National Assembly elections, and President Correa having won re-election in 2013.

On February 19, 2017 (the "2017 Election") the presidential election was held with eight candidates. Lenin Moreno of President Correa's Alianza PAIS came in first with 39.36% of the vote and Guillermo Lasso of the CREO - SUMA party, came in second with 28.09% of the vote. Also, on February 19, a congressional election was held with Alianza PAIS preserving control of the legislative assembly by winning the majority of seats with 74 seats, CREO-SUMA with 28 seats and PSC with 15 seats, respectively. Since no candidate gained an outright victory of 50% of the vote or at least 40% of the vote with an additional ten points of advantage over the candidate in second place for the presidential election, a run-off election between Mr. Moreno and Mr. Lasso was held on April 2, 2017. Mr. Moreno was elected President with 51.15% of the vote. The CNE declared Mr. Moreno as president elect on April 4, 2017. Both the OAS and the UNASUR monitored the elections and recognized the transparency of the electoral process and the election results. On April 13, 2017, CNE approved the recount of approximately 11.2% of the total ballots cast in the run-off election due to a claim of alleged inconsistencies by CREO-SUMA and Alianza PAIS. On April 18, CNE broadcast a live recount of the ballots subject to the claim. International observers, political delegates of Alianza PAIS and representatives of social organizations monitored the recount. The recount ratified Mr. Moreno as the winner of the run-off election with 51.16% of the votes.

For more information on presidential term limits, see "The Republic of Ecuador—Form of Government." A return to an unstable political environment could significantly affect Ecuador's economy and Petroamazonas and Ecuador's ability to perform their respective obligations under the Notes and the Guarantee, as applicable.

*Certain economic risks are inherent in any investment in an emerging market country such as Ecuador.*

Investing in an emerging market country such as Ecuador carries economic risks. These risks include many different factors that may affect Ecuador's economic results, including the following:

- interest rates in the United States and financial markets outside Ecuador;

- changes in economic or tax policies in Ecuador;
- the imposition of trade barriers by Ecuador's trade partners;
- general economic, political, and business conditions in Ecuador, Ecuador's major trading partners, and the global economy;
- the ability of Ecuador to effect key economic reforms, including its economic strategy to re-balance the economy by increasing the percentage of GDP represented by the non-petroleum economy. For more information, see "The Ecuadorian Economy—Strategic Sectors of the Economy—Oil Sector";
- political and social tensions in Ecuador;
- the prices of commodities, including oil;
- the impact of hostilities or political unrest in other countries that may affect international trade, commodity prices and the global economy; and
- the decisions of international financial institutions regarding the terms of their financial assistance to Ecuador.

Any of these factors, as well as volatility in the markets for securities similar to the Notes, may adversely affect the liquidity of, and trading markets for, the Remarketed Notes. See "Forward-Looking Statements" for further information on factors that may affect the Notes.

Ecuador's economy remains vulnerable to external shocks, including the negative global economic consequences that occurred as a result of the global economic recession that took place in 2008 and 2009, the economic impact of the decrease in international oil prices that took place between the fourth quarter of 2014 and into 2016 and the negative economic consequences that can arise as a result of future significant economic difficulties of its major regional trading partners or by more general "contagion" effects, which could have a material adverse effect on Ecuador's economic growth and its ability to service its public debt. In addition, political events such as a change in administration in the United States or changes in the policies of the European Union or Ecuador's regional trading partners could impact Ecuador's economy.

Emerging-market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments. Generally, investment in emerging markets is only suitable for sophisticated investors who appreciate the significance of the risks involved in, and are familiar with, investing in emerging markets.

A significant decline in the economic growth of any of Ecuador's major trading partners could adversely affect Ecuador's economic growth. In addition, because international investors' reactions to the events occurring in one emerging market country sometimes appear to demonstrate a "contagion" effect, in which an entire region or class of investment is disfavored by international investors, Ecuador could be adversely affected by negative economic or financial developments in other emerging market countries or in Latin America generally. Furthermore, Ecuador's policies towards bilateral investment treaties, as further described in "The Republic of Ecuador – Memberships in International Organizations and International Relations – Treaties and Other Bilateral Relationships", could impact foreign direct investment into Ecuador and Ecuador's trading relationships.

There can be no assurance that any crises such as those described above or similar events will not negatively affect investor confidence in emerging markets or the economies of the principal countries in Latin America, including Ecuador. In addition, there can be no assurance that these events will not adversely affect Ecuador's economy, its ability to raise capital in the external debt markets in the future or its ability to service its public debt.

*A significant increase in interest rates in the international financial markets could have a material adverse effect on the economies of Ecuador's trading partners and adversely affect Petroamazonas' Business and Ecuador's economic growth and Petroamazonas' and Ecuador's ability to make payments on their respective outstanding public debt, including the Notes and the Guarantee, as applicable.*

If interest rates outside Ecuador increase significantly, Ecuador's trading partners, in particular, could find it more difficult and expensive to borrow capital and refinance their existing debt. These increased costs could in turn adversely affect economic growth in those countries. Decreased growth on the part of Ecuador's trading partners could have a material adverse effect on Petroamazonas' oil production and the markets for Ecuador's exports and, in turn, adversely affect Petroamazonas' business and Ecuador's economy. An increase in interest rates would also increase Petroamazonas' and Ecuador's debt service requirements with respect to Petroamazonas' and Ecuador's debt obligations that accrue interest at floating rates. As a result, Petroamazonas' and Ecuador's ability to make payments on their outstanding public debt generally, including the Notes and the Guarantee, as applicable, would be adversely affected.

*A number of factors have impacted and may continue to impact on Petroamazonas' revenues and the performance of the economy of Ecuador.*

The revenue of Petroamazonas, the economy of Ecuador and the Republic's budget are highly dependent on petroleum revenues. In 2016, 17.8% of Ecuador's non-financial public sector revenues were derived from petroleum and petroleum-related taxes and royalties. For example, in response to the decline in revenue attributable to the fall in the price of oil in 2016, Ecuador reduced its budget from U.S.\$34.1 billion in 2015 to U.S.\$29.8 billion in 2016. For more information, see "Public Sector Finances—Non-Financial Public Sector Revenues and Expenditures." In the event the price of oil was to decrease from its average levels of approximately U.S.\$35 per barrel in 2016, Ecuador's revenues from oil could significantly decline. There can be no assurance that Government revenues from petroleum exports will not experience significant fluctuations as a result of changes in the international petroleum market. Concerns with respect to the current global recession, weakness of the world economy, terrorism, market volatility and certain geopolitical developments, such as political instability in the Middle East and Venezuela, may have a potentially adverse effect on the petroleum market as a whole.

In addition, in 2016, 80.3% of Ecuador's petroleum exports by destination were to three countries - the United States (51.8%), Chile (16.2%), and Peru (12.3%). Worsening economic conditions in any of these countries could have a significant impact on Ecuador's revenues from oil and overall economic activity.

Further, operating difficulties in certain oil fields, lower production budgets, and the outages and the overhaul of Ecuador's largest refinery, the Esmeraldas Refinery (see "The Ecuadorian Economy—Strategic Sectors of the Economy—Oil Sector"), have led to uneven crude oil and petroleum derivatives production over the last few years. While Ecuador expects to increase production through the development of new fields, in particular the ITT fields which became operational in September 2016 (see "The Ecuadorian Economy—Strategic Sectors of the Economy—Oil Sector") and has completed the overhaul of the Esmeraldas Refinery, future political opposition, budget adjustments that affect investments in oil exploration, natural disasters such as earthquakes, or further outages could result in a decline of overall production. Accordingly, any sustained period of decline in capacity, if exacerbated by a decline in oil production, could adversely affect the Republic's fiscal accounts and International Reserves.

Organization of the Petroleum Exporting Countries ("OPEC") members have historically entered into agreements to reduce their production of crude oil. Such agreements have sometimes increased global crude oil prices by decreasing the global supply of crude oil. Since 1998, OPEC's production quotas have contributed to substantial increases in international crude oil prices. Beginning with the 160th Meeting of the Conference of OPEC, convened on December 14, 2011 in Vienna, Austria, to the present, OPEC decided to maintain a production level of 30.0 mbpd, including production from Libya, and also agreed that OPEC member countries would, if necessary, take steps (including voluntary downward adjustments of output) to ensure market balance and reasonable price levels. In the 171st Meeting of the Conference of OPEC, held in Vienna, Austria, on November 30, 2016, the Conference, emphasizing its commitment to stable markets, mutual interests of producing nations, the efficient, economic and secure supply to consumers, and a fair return on invested capital, agreed to reduce its production by approximately 1.2 mbpd to bring its ceiling to 32.5 mbpd, effective January 1, 2017.



In connection with the November 30, 2016 OPEC agreement to reduce aggregate production by approximately 1.2 mbpd, Ecuador agreed to reduce its daily production quota on an ongoing basis. As a result, for January, February, and March of 2017, Ecuador reduced its daily production quota by 18,000 bpd, 19,000 bpd, and 23,000 bpd, respectively. For April, May, and June of 2017, Ecuador projects that its daily production quota by bpd will be reduced in accordance with the following schedule:

April 2017.....	20,000 bpd
May 2017.....	15,000 bpd
June 2017.....	10,000 bpd

Any reduction in Petroamazonas' exploration and production activities and/or Ecuador's crude oil production or export activities that could occur as a result of the foregoing changes in OPEC's production quotas or a decline in the prices of crude oil and refined petroleum products for a substantial period of time may materially adversely affect Ecuador's revenues and the performance of its economy.

In addition to the effects of the volatility of the oil market, the National Assembly has passed several laws that have altered the Republic's budget and the established budgetary agenda and resulted in higher deficits. Certain assumptions regarding the levels of future oil prices are contained in the budgetary process and in the *Plan Nacional para el Buen Vivir* (the "National Development Plan"). Anticipated revenues contained in the budget could be lower if these assumptions about oil prices are not accurate. In January 2015, in response to the decline of oil prices in the last quarter of 2014, Ecuador reduced its 2015 budget by U.S.\$1.4 billion and again by U.S.\$800 million in August 2015, resulting in a modified budget of U.S.\$34.1 billion for 2015. On March 3, 2016, the Minister of Finance announced that the 2016 Budget would be reduced by U.S.\$800 million. For more information see "Public Sector Finances - 2015 and 2016 Budget." President Correa has stated, in light of the global economic climate, that Ecuador's priority will be to meet the Republic's employment and social goals. Ecuador may need to balance these social and employment goals given its budgetary constraints.

*Petroamazonas' failure to make timely payments to contractors could have an adverse effect on Petroamazonas' operations and on revenues that the Republic receives from Petroamazonas.*

As oil prices have decreased, Petroamazonas has failed to pay on a timely basis certain amounts owed to contractors. As of December 31, 2016, Petroamazonas owed U.S.\$1.352 billion accounts payable to contractors. On February 16, 2016, Petroamazonas closed the restructuring of approximately U.S.\$670.5 million of this debt. However, a significant portion of Petroamazonas' contract debt remains outstanding. As of May 2, 2017, a total of approximately U.S.\$613.6 million accounts payable to contractors remained outstanding. As of the date hereof and in relation to such outstanding accounts payable, the Company has made cash payments, from funds received as part of its General Budget, in order to satisfy approximately U.S.\$129.6 million in accounts payable, and has provided Central Bank certificates (Títulos del Banco Central), which serve as tax credits in Ecuador, in order to satisfy approximately U.S.\$190.9 million in accounts payable. Petroamazonas continues to engage in discussions with certain of the contractors that it has not reached an agreement with in order to cancel its remaining outstanding accounts payable. Nonetheless, Petroamazonas cannot provide any assurance as to whether or when Petroamazonas will become current on the rest of its outstanding supplier payment obligations. Delays in payments to contractors could have an adverse effect on Petroamazonas' operations and the revenues that the Republic receives from Petroamazonas.

*Commodity prices are volatile, and a significant decline in commodity prices could adversely affect Ecuador's economy and its ability to perform its obligations under the Notes.*

In addition to petroleum prices, see "Risk Factors—Risk Factors Relating to Ecuador—A number of factors have impacted on and may continue to impact on revenues and the performance of the economy," Ecuador's economy is exposed to other commodity price volatility, especially with regard to bananas and shrimp, which in 2015 made up approximately 15.3% and 12.4% of Ecuador's total exports, respectively. A significant drop in the price of certain commodities, such as bananas or shrimp, would adversely affect Ecuador's economy and could affect Petroamazonas' and Ecuador's ability to perform their respective obligations under the Notes and the Guarantee, as applicable.

*Damage caused by the April 2016 earthquake may impede Ecuador's ability to export goods and the associated reconstruction costs may affect Petroamazonas' and Ecuador's ability to perform their respective obligations under the Notes and the Guarantee, as applicable.*

On April 16, 2016, the Pedernales Earthquake, a 7.8 magnitude earthquake, struck the northern coast of Ecuador. The Pedernales Earthquake and its aftershocks, caused severe damage to Ecuador's infrastructure in the region, including its roads and ports. A study conducted by SENPLADES INEC and various ministries estimates that the cost of reconstructing the infrastructure damaged by the Pedernales Earthquake is approximately U.S.\$3.3 billion (approximately 3% of Ecuador's GDP). The damage to Ecuador's infrastructure may have an adverse impact on the Ecuadorian economy and, in particular, on export businesses that operate in the affected areas. The study estimates that the Pedernales Earthquake will have an impact of -0.7% on the growth of GDP in 2016. In addition, the increased need for funds to finance reconstruction of infrastructure damaged in the Pedernales Earthquake may have an adverse impact on Petroamazonas' and Ecuador's ability to perform their respective obligations under the Notes and the Guarantee, as applicable.

*Petroamazonas is a public company wholly owned by a sovereign state and Ecuador is a sovereign state and neither has waived its sovereign immunity to the fullest extent permitted under the United States Foreign Sovereign Immunities Act of 1976; accordingly it may be difficult to obtain or enforce judgments against Petroamazonas and Ecuador.*

Petroamazonas is a public company wholly owned by a sovereign state and Ecuador is a sovereign state. Consequently, it may be difficult for investors to obtain or realize judgments against Petroamazonas and/or Ecuador in the United States or elsewhere. For example, Argentina defaulted on part of its external debt beginning in 2002. Holders of those bonds issued by Argentina had difficulty in obtaining payment from the defaulted issuer, as described further in the risk factor entitled "Recent federal court decisions in New York create uncertainty regarding the meaning of ranking provisions and could potentially reduce or hinder the ability of sovereign issuers to restructure their public sector debt." In the event holders that of the Notes were to attempt to enforce a court judgment or arbitral award against Petroamazonas and/or Ecuador, they may experience similar difficulty.

Furthermore, the dispute resolution provisions of the Notes and the Guarantee require submission to arbitration at the London Court of International Arbitration while the contractual provisions of the Notes and the Guarantee are governed by New York law. In order to obtain an enforceable judgment any disputes will have to be submitted first to the decision of an arbitral panel prior to being subject to enforcement by an applicable court.

To the extent holders of Notes were to bring suit in Ecuador or attempt to enforce a foreign judgment or arbitral award in Ecuador, under the laws of Ecuador certain property of Ecuador is exempt from attachment. In addition, pursuant to the terms of the Notes and the Indenture, Petroamazonas and Ecuador have limited their sovereign immunity (other than with respect to the laws of Ecuador) with respect to actions brought against them under the Notes or the Indenture. This limitation of immunity, however, may be more limited in scope than those under certain other sovereign issuances in which issuers may waive immunity to the full extent under the U.S. Foreign Sovereign Immunities Act of 1976. Given this limitation on the scope of immunity, as well as the limitations of the U.S. Foreign Sovereign Immunities Act of 1976 and the immunity granted to Petroamazonas and Ecuador under Ecuadorian law, or which may in the future be granted under Ecuadorian law, holders seeking to attach assets of Petroamazonas and Ecuador may not be able to do so within Ecuador and may face difficulties doing so outside of Ecuador.

*Petroamazonas and Ecuador are involved in a number of legal proceedings and disputes that could result in losses to Petroamazonas and Ecuador as well as a decrease in foreign investment.*

Petroamazonas and Ecuador are currently involved in several legal proceedings, mainly related to contracts in the oil and electricity sectors. For a description of these legal proceedings and other proceedings against Ecuador, see "Legal Proceedings." If the foreign companies were to succeed, the awards could adversely impact the finances of Petroamazonas and Ecuador. Neither Petroamazonas nor Ecuador can offer any assurances as to whether or not such proceedings will be resolved in its favor.

## Burlington

Burlington Resources, Inc. (“Burlington”) filed an arbitration claim before International Centre for Settlement of Investment Disputes (the “ICSID”) on April 2008 against Ecuador, seeking compensation for alleged modifications to its contracts for the development of Blocks 7 and 21 in Ecuador imposed by Ecuadorian law 42-2006. Burlington argued that such unilateral modification resulted in an expropriation of the blocks that Burlington was operating, although, subsequent to the commencement of the proceedings, Burlington withdrew the contractual claims and based all claims solely on violations of the U.S.-Ecuador Bilateral Investment Treaty. On December 14, 2012, the tribunal decided the liability issue in favor of Burlington and consequently, on January 28, 2013, Ecuador submitted a petition for reconsideration.

On September 30, 2011, Ecuador filed two counterclaims against Burlington for environmental damage and failure to maintain the facilities of Blocks 7 and 21, in an approximate amount of U.S.\$2.0 billion. The arbitral tribunal was scheduled to meet for a hearing on damages (in respect to Burlington’s claims) and Ecuador’s counterclaims in August 2013, but the hearings were suspended due to the request by Ecuador that one of the arbitrators recuse himself from the proceeding because of a conflict of interest.

Hearings for the counterclaims took place from June 1 to June 7, 2014 in Paris. The parties presented their post-hearing briefs on October 3, 2014 and, in an effort to assess the validity of the counterclaims, the tribunal visited Blocks 7 and 21 in April 2015. The parties presented their post-visit briefs on July 15, 2015. The result of the hearing regarding the counterclaim is pending. On February 7, 2017, the arbitral tribunal issued its decision. The tribunal rejected the amount of U.S.\$1.5 billion claimed by Burlington and instead awarded Burlington U.S.\$379.8 million plus interest. The tribunal also accepted Ecuador’s counterclaims holding Burlington responsible for U.S.\$41.7 million for the costs of environmental damage and failure to repair the facilities of Blocks 7 and 21. On February 13, 2017, Ecuador presented a request to set aside the arbitral decision as well as the decision on the counterclaims claiming that they are both defective under the CIADI Convention. Together with this petition, Ecuador requested the suspension of the arbitral decision. On February 14, 2017, the ICSID granted the suspension of the execution of the arbitral award against Ecuador. *The Ad Hoc Committee* that will decide the annulment proceeding (the “ICSID Annulment Committee”) has not yet been appointed.

Burlington presented its assessment of damages memorandum on June 24, 2013, to which Ecuador responded on May 23, 2014. The tribunal held a hearing regarding damages from March 2 to March 6, 2015 in Paris, after which both parties presented their post-hearing briefs on May 29, 2015.

On February 10, 2017, Burlington commenced a petition for recognition of the award in the District Court for the Southern District of New York. Similar actions have been initiated in Washington DC and the United Kingdom. However, in accordance with the agreement between the parties, any action will be suspended until the ICSID Annulment Committee renders its decision regarding the suspension.

## Claims under the 2030 Bonds

On December 12, 2014, GMO Trust issued proceedings against the Republic in respect of an alleged U.S.\$15,876,000 holding of 2030 Bonds. GMO voluntarily withdrew its complaint pursuant to a settlement agreement between the parties. A stipulation dismissing the complaint was filed on March 16, 2015; under that stipulation, the case cannot be re-filed.

On January 30, 2015, Daniel Penades issued proceedings against the Republic in respect of an alleged U.S.\$455,000 holding of 2030 Bonds. Ecuador was served with a notification of the claim on September 16, 2015. On January 15, 2016, Ecuador filed a motion to dismiss. On September 30, 2016, the United States District Court for the Southern District of New York granted Ecuador’s January 15, 2016 motion to dismiss the Penades complaint and ordered the case closed. On October 27, 2016, Mr. Penades filed a notice of appeal with the Southern District of New York to the United States Court of Appeals for the Second Circuit. Thereafter, Mr. Penades duly filed the required standard forms to initiate the new appeal case.

On November 29, 2016 the United States Court of Appeals for the Second Circuit issued a notice stating that the appeal had been assigned to the Court’s Expedited Appeals Calendar. On January 3, 2017, Mr. Penades

submitted a brief in support of his position. Ecuador filed its brief in response on February 7, 2017. On February 7, 2017, Mr. Penades filed a motion requesting a time extension to file his reply brief by March 8, 2017. On February 8, 2017, the United States Court of Appeals for the Second Circuit granted Mr. Penades' motion. On February 23, 2017, the United States Court of Appeals for the Second Circuit scheduled the case for May 2017.

*Payments to holders of the Notes could be attached by creditors, including holders of other debt instruments of Petroamazonas and Ecuador, to satisfy awards against Petroamazonas and Ecuador. As a result, Petroamazonas and Ecuador may not be able to make payments to holders of the Notes.*

There is a risk that creditors could attach payments of interest and principal by Petroamazonas and Ecuador to holders of the Notes outside of Ecuador because, until payments reach holders of the Notes, they could possibly be deemed to be the assets of Ecuador. For more information on these pending awards, see “Legal Proceedings” and “Risk Factors—Risk Factors Relating to Petroamazonas and Ecuador—*Petroamazonas and Ecuador are involved in a number of legal proceedings and disputes that could result in losses to Petroamazonas and Ecuador as well as a decrease in foreign investment.*”

There is a risk that creditors could seek to attach part of the offering proceeds to satisfy pending awards against Petroamazonas and Ecuador. If creditors are successful in attaching payments to holders of the Notes, Petroamazonas and Ecuador may not be able to make payments to holders of the Notes. For further information about the attempts of creditors of Argentina to enforce payment obligations on defaulted sovereign debt, see “Risk Factors—Risk Factors Relating to the Notes—*Recent federal court decisions in New York create uncertainty regarding the meaning of ranking provisions and could potentially reduce or hinder the ability of sovereign issuers to restructure their public sector debt.*”

Specifically, payments of principal and/or interest on the Notes may be attached, enjoined or otherwise challenged by holders of other debt instruments of Petroamazonas or Ecuador, including outstanding holders of the 2012 and 2030 Bonds. Some creditors have, in recent years, used litigation tactics against several sovereign debtors that have defaulted on their sovereign bonds including Peru, Nicaragua and Argentina, to attach or interrupt payments made by these sovereign debtors to, among others, holders of the relevant defaulted bonds who agreed to a debt restructuring and accepted new securities in an exchange offer. Petroamazonas and Ecuador may also become subject to suits to collect on defaulted indebtedness. Petroamazonas and Ecuador cannot guarantee that a creditor will not be able to interfere, through an attachment of assets, injunction, temporary restraining order or otherwise, with payments made under the Notes. As of the date of this Remarketing Circular, the Republic is aware of one claim that has been made by a holder of the 2030 Bonds. For more information, see “Public Debt—Debt Obligations—2012 and 2030 Bonds and tender offer.”

*The Republic may incur additional debt beyond what investors may have anticipated as a result of a change in methodology in calculating the public debt to GDP ratio for the purpose of complying with a 40% limit under Ecuadorian law, which could materially adversely affect the interests of Noteholders.*

The Republic is subject to a limitation on borrowing due to the Public Planning and Financing Code, which limits total public debt to 40% of GDP unless, in the case of public investment programs and projects of national interest, a majority of the National Assembly approves an exception to this limit on a project by project basis. Accordingly, in order to exceed the 40% limit of total public debt to GDP the Republic must either amend the Public Planning and Financing Code or seek an exception from the National Assembly on a case by case basis. See “Public Sector Finances Overview—Fiscal Policy.” Each time the Republic wishes to issue additional debt, such as the Notes, it must ensure it is within those limits.

On October 25, 2016, pursuant to Article 147, Clause 13 of the 2008 Constitution, President Correa exercised his presidential authority to issue implementing regulations and signed Decree 1218, which modifies Article 135 of the Public Planning and Finance Code. Decree 1218 changes the methodology that the Ministry of Finance uses to calculate the total public debt to GDP ratio for the purpose of establishing whether the total public debt ceiling of 40% established in Article 124 of the Public Planning and Finance Code has been exceeded. Under Decree 1218, the Ministry of Finance will now use the Total Consolidated Public Debt methodology set out in the Manual of Public Finance Statistics of the IMF. The IMF GFS, which was published in 2001, provides that the presentation of government financial statistics, including total public debt, should be calculated on a consolidated

basis rather than on an aggregate basis. According to the IMF GFS, the consolidation methodology presents statistics for a group of units as if accounting for a single unit. In the context of total public debt, this means that debt that flows between governmental units or entities or between the central government and these governmental units or entities (“intra-governmental debt”) is not included in the calculation of total public debt. In contrast, the aggregation methodology, which the Ministry of Finance used prior to Decree 1218, does include intra-governmental debt in the calculation of total public debt. By changing the method of calculating total public debt from an aggregation methodology to a consolidation methodology, Decree 1218 effectively eliminates certain types of debt from the calculation and, by extension, reduces the amount of total public debt taken into account for purposes of the 40% total public debt to GDP ceiling.

Because the consolidation methodology does not take into account intra-governmental debt in the calculation of total public debt, Decree 1218 will enable the Republic to incur more public debt than investors may have anticipated before the signing of Decree 1218, when Ecuador calculated the total debt for the purpose of the 40% public debt to GDP ratio ceiling using the aggregation methodology. While the change in methodologies may reduce the near-term likelihood that the Republic will need to amend the Public Planning and Finance Code or seek an exception from the National Assembly in order to incur more debt, the interests of the Noteholders could be materially affected to the extent that the change in methodologies results in the incurrence of additional public debt.

*Petroamazonas and Ecuador face challenges in their ability to access external financing.*

Petroamazonas and Ecuador may have to rely in part on additional financing from the domestic and international capital markets in order to meet their future expenses. Given the fluctuations in Ecuador’s level of International Reserves in the last few years, as of December 31, 2015, International Reserves covered 9.5% of current account payments. Ecuador’s ability to obtain diverse sources of international funding has become increasingly important. See “Public Sector Finances—Overview—Fiscal Policy.” Since the U.S. dollar is legal tender of Ecuador, the level of International Reserves may not be an indicator of its ability to meet current account payments as would be the case in an economy where the dollar is not legal tender.

In 2008, the CAIC issued a report that made a number of findings regarding the legitimacy of Ecuador’s debt obligations (including the 2012 and 2030 Bonds), in particular relating to concerns involving the public assumption of private debt, appropriate authorizations, sovereign immunity, and the relevant economic terms of the debt obligations incurred. See also “Risk Factors—Risk Factors Relating to Ecuador—*Ecuador has defaulted on its sovereign debt obligations in the past, in particular its obligations under the 2012 and 2030 Bonds.*” Following the report in 2008, Ecuador defaulted on its payments for the 2012 and 2030 Bonds in the aggregate amount, as of February 2009, of approximately U.S.\$157 million in interest and U.S.\$3,200 million in principal. Ecuador invited holders of the 2012 and 2030 Bonds to participate in two tender offers in April 2009 and November 2009 which resulted in the tender of 93.22% of the 2012 and 2030 Bonds. Although some holders continue to hold the defaulted 2012 and 2030 Bonds, Ecuador has successfully repurchased additional 2012 and 2030 Bonds from remaining holders from 2009 onwards. As of the date hereof, the total aggregate amount of outstanding principal on the 2012 and 2030 Bonds is U.S.\$52.1 million, which represents 1.6% of the original aggregate principal amount of the 2012 and 2030 Bonds. For more information, see “Public Debt—Debt Obligations—2012 and 2030 Bonds and tender offer.” Given the history of defaults, and more recently, defaults with respect to the 2012 and 2030 Bonds as a result of the CAIC determining that the bonds were issued illegally, Petroamazonas and Ecuador may not be able access external financing on favorable terms. For further information regarding the external debt payment record of Ecuador and the history of defaults, see “Public Debt—Debt Obligations.”

*The ability of Ecuador to counter external shocks through economic policy is limited.*

Ecuador instituted the Dollarization Program in 2000, replacing the Ecuadorian sucre with the U.S. dollar. Due to the current market conditions, Ecuador may be at risk if it cannot export sufficient goods to receive additional U.S. dollars, as it has no ability to mint currency. In addition, due to the Dollarization Program, the ability of Ecuador and/or the Central Bank to adjust monetary policy and interest rates in order to influence macroeconomic trends in the economy is limited. The total income from its exports and remittances needs to outweigh the total cost of its imports. The disruptions currently experienced in the financial markets have led to reduced liquidity and increased credit risk premiums for certain market participants and have resulted in a reduction in available financing. Furthermore, by law, Ecuador’s oil revenues can only be used to finance infrastructure

projects and its ability to use these revenues to address other sectors or fiscal policy in general is limited. Accordingly, Ecuador's ability to use the tools of monetary policy to correct external shocks to the economy may be limited. See "Exchange Rate Information."

## **USE OF PROCEEDS**

The gross proceeds of the Remarketing will be U.S.\$315,339,980. Neither Petroamazonas nor Ecuador will receive the proceeds of the Remarketed Notes which will go to the Selling Securityholders. The total expenses of this remarketing, including the Remarketing Agent and the Initial Purchaser's fee, is estimated to be approximately U.S.\$2,809,688.86.

## BUSINESS

### Business Overview

Petroamazonas is a public company (*empresa pública*) organized under the laws of Ecuador, established by the Ecuadorian government pursuant to Executive Decree No. 314 on April 6, 2010 to manage exploration and production operations undertaken by the Republic in the strategic hydrocarbons sector. Petroamazonas is wholly-owned by Ecuador and performs its operations directly and through its subsidiaries and joint ventures. Its operations are located entirely in Ecuador, with the exception of a minority equity investment in a subsidiary involved in upstream operations in Venezuela. Before November 2012, Petroamazonas carried out upstream oil and gas operations along with state-owned company Petroecuador, which, in addition to its upstream operations, also carried out downstream operations in Ecuador. In November 2012, however, President Rafael Correa signed the Consolidation Decree, allocating upstream operations to Petroamazonas and downstream operations to Petroecuador. The Consolidation Decree became effective as of January 2, 2013, and consequently, as of the date hereof, Petroamazonas is the only state-owned enterprise that carries out upstream operations in Ecuador. Following the Consolidation Decree, the systematic transfer to Petroamazonas of Petroecuador's upstream operations, including its relevant assets, inventories and employees, has been overseen by the Hydrocarbons Regulation and Control Agency (*Agencia de Regulación y Control Hidrocarbúrico*, the "Hydrocarbons Regulation and Control Agency") and the Hydrocarbons Secretariat. Petroamazonas has worked with Petroecuador to document all such transfers through a series of handover agreements.

All hydrocarbons that Petroamazonas produces are commercialized by Petroecuador. As of the date hereof, the Republic has not defined an income model in order to compensate Petroamazonas directly for its production efforts. Instead, the majority of Petroamazonas' operations are funded through an annual contribution from the Ministry of Finance in an amount equal to the General Budget approved by Petroamazonas' board of directors and accepted by the Ministry of Finance. The Ministry of Finance contributes funds to Petroamazonas on a monthly basis based on the proceeds received by the Republic from the commercialization of hydrocarbons by Petroecuador. The table below sets forth the aggregate amount of the General Budget approved by Petroamazonas' board of directors and accepted by the Ministry of Finance for each of the years indicated below, as well as the portion of each General Budget that has not been funded by the Ministry of Finance as of April 30, 2017.

	<u>2017</u>	<u>2016</u>	<u>2015</u>
	(U.S.\$ in millions)		
Aggregate General Budget.....	2,223.0	2,684.0	3,533.1
Portion of General Budget Not Funded .....	1,356.0	1,593.2	1,814.7

In 2017, Petroamazonas' current General Budget is 18.7% lower than its aggregate General Budget for 2016 after giving effect to approved increases. As of the date hereof, there have been no increases or decreases to Petroamazonas' General Budget for 2017. On July 29, 2016 and October 25, 2016, Petroamazonas' board of directors approved budget increases of U.S.\$250.0 million and U.S.\$261.0 million, respectively. Its aggregate General Budget for 2016 represented a 22.6% decrease as compared to its aggregate General Budget for 2015, which was decreased from U.S.\$4.670 billion to U.S.\$3.533 billion due primarily to falling oil prices. The ability of the Ministry of Finance to accept Petroamazonas' General Budget and make contributions to it is subject to the appropriations process under the General State Budget. See "Regulatory Overview—Budget and Appropriations." Petroamazonas' other sources of funds are derived from delay penalties that it is entitled to impose pursuant to its service agreements, as well as amounts received from the Hydrocarbons Secretariat and other entities for the transportation of hydrocarbons through its RODA pipeline network.

All hydrocarbon reserves in Ecuador are owned by the Republic. As a result, neither Petroamazonas nor any other entity owns such reserves. Under the Hydrocarbons Law, every activity relating to the exploration and production of hydrocarbons and their derivatives is reserved to the Republic, which may undertake such activities through state-owned companies. Petroamazonas is the leading producer of hydrocarbons in Ecuador according to the Central Bank's Monthly Bulletin for March 2017.



According to the U.S. Energy Information Administration, Ecuador was ranked fifth in Central and South American in 2015 with respect to total production of oil and other liquids. As of the date hereof, Petroamazonas operates 21 hydrocarbon exploratory blocks in the Republic. Eighteen of these exploratory blocks are located in the Cuenca Oriente region, in the easternmost part of the Republic and primarily in the Amazon rainforest. The remaining three are located in the Litoral region on Ecuador's western coast.

Petroamazonas explores and produces light, medium, heavy and extra heavy crude oil, as well as natural gas, in Ecuador. As of December 31, 2016, Ecuador's proven reserves of crude oil in exploratory blocks where Petroamazonas operates were approximately 1.503 billion barrels, a 7.9% increase as compared to its proven reserves of crude oil in such blocks as of December 31, 2015. Its proven reserves of crude oil in such blocks as of December 31, 2015 were approximately 1.393 billion barrels, a 3.0% decrease as compared to its proven reserves of crude oil in such blocks as of December 31, 2014, which were approximately 1.398 billion barrels. As of December 31, 2016, Petroamazonas' proven, probable and possible reserves of crude oil in exploratory blocks where Petroamazonas operates were approximately 2.429 billion barrels, a 28.3% increase as compared to its proven reserves of crude oil in such blocks as of December 31, 2015. Its proven, probable and possible reserves of crude oil in such blocks as of December 31, 2015 were 1.894 billion barrels, a 7.2% decrease as compared to its proven, probable and possible reserves of crude oil in such blocks as of December 31, 2014, which were approximately 2.040 billion barrels.

In the first quarter of 2017 and the years 2016, 2015 and 2014, Petroamazonas produced an average of 423,765 bpd, 431,981 bpd, 422,783 bpd and 433,060 bpd of crude oil, respectively, on a consolidated basis with its subsidiary, Operaciones Río Napo CEM ("Río Napo"). Its average production in terms of bpd in 2016 increased 2.2% as compared to 2015, and its average production in terms of bpd in 2015 decreased 2.4% as compared to 2014. In addition, in the first quarter of 2017 and the years 2016, 2015 and 2014 Petroamazonas produced approximately 46.9 msfd, 50.9 msfd, 48.1 msfd and 55.9 msfd of natural gas, respectively, without taking into account natural gas that was re-injected into its operations. Its average production of natural gas in 2016 increased 5.9% as compared to 2015 and its average production of natural gas in 2015 decreased 14.0% as compared to 2014.

Petroamazonas currently has in place a strategic business plan (the "Strategic Business Plan") for years 2016 through 2019 with the following seven objectives:

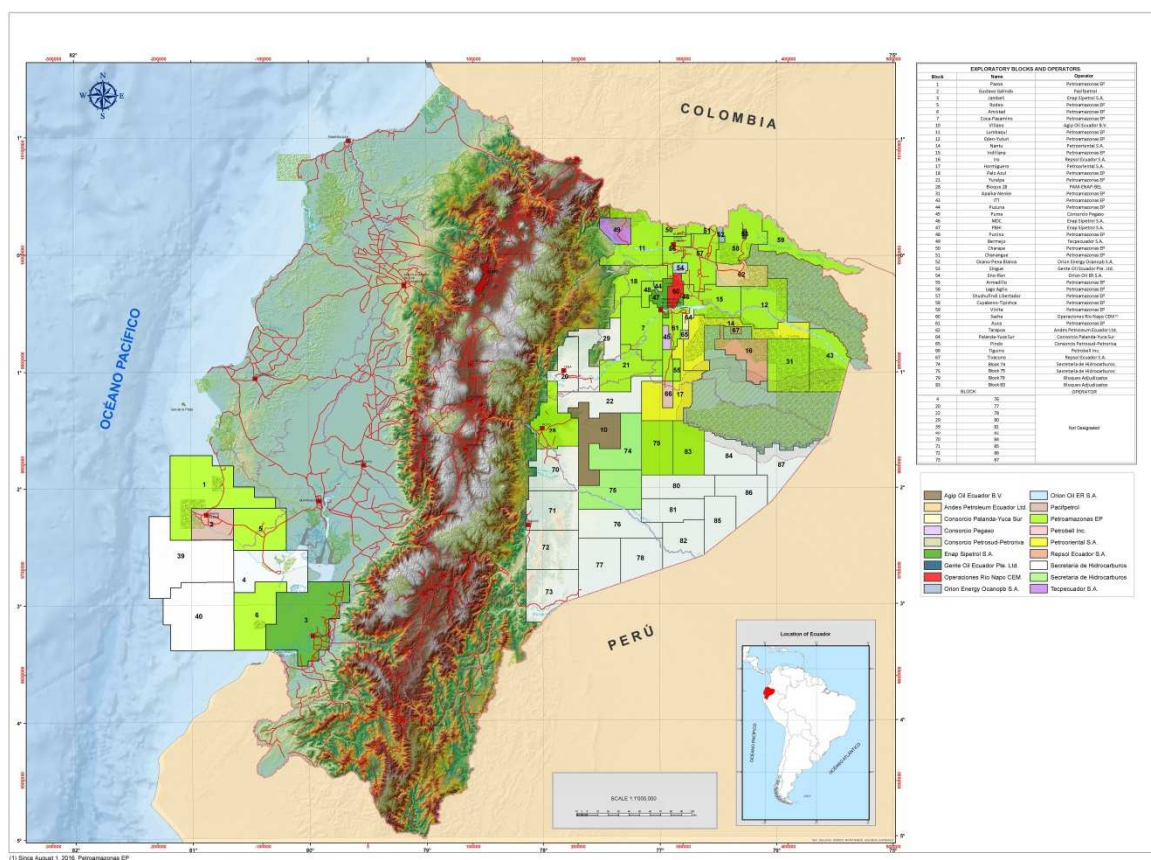
- increasing the Republic's reserve levels in exploratory blocks where Petroamazonas operates;
- increasing oil and gas production without affecting the useful life of its exploratory blocks;
- increasing the value of the company through the efficient management of resources;
- expanding its exploration and production activities at both the national and regional levels;
- strengthening the health, safety and social and environmental responsibility of its employees, contractors, communities and ecosystem in its areas of operation and influence;
- providing the required technological support to measure the efficiency of its operations, ensure the functioning of its internal processes, and improve the probability of the success of its operations; and
- strengthening its human talent in accordance with its needs.

## **Petroamazonas' Business**

### ***Crude Oil Exploration and Production***

The ability of any company, including Petroamazonas, to perform upstream operations in any exploratory block in Ecuador is subject to the approval of, and any conditions imposed by, the Hydrocarbons Secretariat. As of the date of this Remarketing Circular, the Ministry of Hydrocarbons has designated 65 exploratory blocks in the Republic. Petroamazonas performs upstream operations in 21 of those blocks, and the Hydrocarbons Secretariat has yet to designate the entity that will perform upstream operations in 20 others. From time to time, the Hydrocarbons Secretariat issues requests for proposals or enters into other arrangements with respect to crude oil production in undesignated exploratory blocks. Petroamazonas analyzes these requests for proposals or arrangements and determine whether to submit a proposal based on its analysis and business plan. Petroamazonas is not currently aware of any plans of the Hydrocarbons Secretariat to designate any further exploratory blocks.

The map below shows the location of exploratory blocks in continental Ecuador:



Petroamazonas' upstream operations began in 2008 in exploratory block 15 and later expanded to exploratory blocks 7 and 21 in 2010, exploratory block 18 in 2011, and exploratory block 55 in 2012. In November 2012, after the issuance of the Consolidation Decree, Petroamazonas began upstream operations in all exploratory blocks that were previously designated to Petroecuador.

In the first quarter of 2017 and the years 2016, 2015 and 2014, Petroamazonas achieved an average production in terms of bpd on a consolidated basis with Río Napo of 423,765 bpd, 431,981 bpd, 422,783 bpd and 433,060 bpd, respectively. Its average production in 2016 increased 2.2% as compared to 2015, primarily as a result of the commencement of operations in exploratory block 43, as well as increased investments in the optimization and development of its operations in 2016, particularly in connection with certain of its new service agreements with national and international participation. Petroamazonas' average production in 2015 decreased 2.4% as compared to 2014. This decrease was primarily due to budgetary constraints imposed in 2015 that limited Petroamazonas' ability to make additional investments in its operations. Since its formation, Petroamazonas' average production has increased by over 400%, largely due its commencement of upstream operations in exploratory blocks 7, 18, 21 and, most recently, 43 and 60, as well as its drilling efforts and new services agreements.

In 2016, 2015 and 2014, Petroamazonas' highest production of crude oil in terms of bpd was achieved in the following exploratory blocks:

Exploratory Block	Name of Field	2016 Production (bpd)	% of 2016 Production	2015 Production (bpd)	% of 2015 Production	2014 Production (bpd)	% of 2014 Production
7	Coca-Payamino	32,151	7.4%	37,091	8.8%	37,892	8.7%
12	Eden Yutúri	39,344	9.1%	35,668	8.4%	43,848	10.1%
15	Indillana	28,870	6.7%	29,831	7.1%	33,927	7.8%
18	Palo Azul	11,303	2.6%	15,164	3.6%	19,124	4.4%
21	Yuralpa	5,657	1.3%	6,254	1.5%	6,677	1.5%
31	Apaika-Nenke	16,698	3.9%	6,936	1.6%	4,696	1.1%
43 <sup>(1)</sup>	ITT	8,357	1.9%	--	--	--	--
56	Lago Agrio	11,264	2.6%	11,950	2.8%	11,721	2.7%
57	Shushufindi	89,293	20.7%	84,054	19.9%	84,982	19.6%
57	Libertador	19,833	4.6%	21,621	5.1%	22,740	5.3%
58	Cuyabeno-Tipishca	26,951	6.2%	26,478	6.3%	26,190	6.0%
60 <sup>(2)</sup>	Sacha	72,420	16.8%	74,055	17.5%	71,981	16.6%
61	Auca	67,858	15.7%	71,547	16.9%	67,092	15.5%
	Other	1,982	0.5%	2,134	0.5%	2,190	0.5%
	Total						
	Production	431,981	--	422,783	--	433,060	--

(1) Partial year statistic based on a 366-day year. Exploratory block 43 entered into operations on September 7, 2016.

(2) Petroamazonas began to undertake directly upstream operations of exploratory block 60 on August 1, 2016. Prior to August 1, 2016, these operations were undertaken by its subsidiary Río Napo. Production data is provided on a consolidated basis for all periods indicated.

On August 1, 2016, Petroamazonas took over upstream operations in exploratory block 60 (known as the *Sacha* oilfield) from its subsidiary Río Napo. Since then, production in that block has exceeded 72,000 bpd. For more information regarding Río Napo, see “—Subsidiaries.” Petroamazonas estimates that exploratory block 60 has proven crude oil reserves of approximately 311.1 million barrels and proven, probable and possible crude oil reserves of approximately 434.9 million barrels.

On September 7, 2016, exploratory block 43 (known as the ITT oilfield), which is located near the border with Peru in the Orellana province, began operation. This block is expected to reach full production capacity in six years at a level of approximately 300,000 bpd. As of the date hereof, only platform Tiputini C is in operation, with 19 drilled wells, and is achieving crude oil production in terms of bpd of over 30,000 bpd. Over 45 domestic companies provide services, supplies and workers to the exploratory block. Petroamazonas estimates that exploratory block 43 has proven crude oil reserves of approximately 90.1 million barrels and proven, probable and possible crude oil reserves of approximately 635.9 million barrels.

In the first quarter of 2017, Petroamazonas' most productive oilfields in terms of bpd were the Sacha, Shushufindi and Auca oilfields.

### ***Natural Gas Exploration and Production***

Petroamazonas primarily produces natural gas at its offshore platform located in exploratory block 6 (known as *Campo Amistad*), located in the Gulf of Guayaquil, approximately 65 kilometers from Puerto Bolívar. In addition to the *Campo Amistad* platform, Petroamazonas operates three satellite platforms in the region. These platforms produced approximately 46.9 msfd of natural gas in the first quarter of 2017, 50.9 msfd in 2016, 48.1 msfd in 2015 and 55.9 msfd in 2014. Petroamazonas' average production of natural gas in 2016 increased 5.9% as compared to 2015 primarily as a result of a decision by Petroecuador to increase commercialization of Petroamazonas' natural gas in order to meet demand. Petroamazonas' average production of natural gas in 2015 decreased 14.0% as compared to 2014. This decrease was primarily attributable to work stoppages at CELEC, the

Republic's public company responsible for the supply of energy, and the resulting decrease of the commercialization of Petroamazonas' natural gas by Petroecuador. Petroamazonas also produces associated natural gas in its oil fields, which is re-injected into its operations.

In 2015, Petroamazonas completed construction of 70 kilometers of gas distribution pipelines from its platforms to the coast to bring natural gas to homes in coastal communities. These distribution pipelines are operated by Petroecuador. Petroamazonas aims for its offshore operations to be environmentally responsible. For example, its platforms are designed to avoid releasing hazardous materials into the sea and it suspends all seismic activity in *Campo Amistad* during whale season.

### ***Restructuring of Payments due under Petroamazonas' Services Agreements***

During the fourth quarter of 2016 and January 2017, Petroamazonas entered into negotiations with certain of its service providers and vendors, including the Selling Securityholders, to restructure certain of its accounts payable with respect to capital expenditures. On January 17, 2017, Petroamazonas successfully entered into Debt Recognition and Repayment Agreements with 16 of those vendors and service providers pursuant to which it has restructured approximately U.S.\$670.5 million in accounts payable. Vendors and service providers have agreed not to exercise any rights or remedies they may have in respect of their portion of those accounts payable in exchange for the issuance by Petroamazonas of two series of notes, which are guaranteed by the Republic. On February 16, 2017, in connection with the closing of such restructuring, Petroamazonas issued U.S.\$355.2 million aggregate principal amount of its PAM 2019 Notes and U.S.\$315.3 million aggregate principal amount of the Notes. Selling Securityholders who purchased the Notes had the option to participate in the Remarketing.

As of May 2, 2017, accounts payable to Petroamazonas' primary vendors and service providers (including certain of the Selling Securityholders) were equal to approximately U.S.\$613.6 million. As of the date hereof and in relation to such outstanding accounts payable, the Company has made cash payments, from funds received as part of its General Budget, in order to satisfy approximately U.S.\$129.6 million in accounts payable, and has provided Central Bank certificates (Títulos del Banco Central), which serve as tax credits in Ecuador, in order to satisfy approximately U.S.\$190.9 million in accounts payable. The table below sets out Petroamazonas' largest accounts payable as of December 31, 2016, other than accounts payable to Río Napo or Petroecuador.

<b>Account Payable</b>	<b>As of December 31, 2016, as adjusted</b>	
Schlumberger del Ecuador S.A. ....	U.S.\$	161,284,543
Consorcio Shushufindi S.A. ....	U.S.\$	143,618,697
Baker Hughes Services International Inc. ....	U.S.\$	111,769,602
Halliburton Latin America S.R.L. ....	U.S.\$	89,963,128
Pardaliservices S.A. ....	U.S.\$	84,277,334
Sinopec International Petroleum Service Ecuador S.A. ....	U.S.\$	81,347,155
Cnpc Chuanqing Drilling Engineering Company Limited.....	U.S.\$	67,448,081
Weatherford South America GmbH.....	U.S.\$	61,654,775
Baker Hughes International Branches Inc. ....	U.S.\$	61,627,991
China Energy Reserve .....	U.S.\$	40,000,000
Tenaris Global Services S.A. ....	U.S.\$	33,854,120
Petrex S.A.....	U.S.\$	32,322,534
Hilong Oil Service & Engineering Ecuador Cia. Ltd. ....	U.S.\$	26,711,059
Conduto Ecuador S.A. ....	U.S.\$	20,664,390
Empresa Estatal Unitaria Union de Empresas Productoras Belorusneft ..	U.S.\$	20,576,680
Qmaxecuador S.A. ....	U.S.\$	17,615,318
Sertecpet S.A. ....	U.S.\$	15,945,634
Baker Petrolite del Ecuador S.A. ....	U.S.\$	14,175,948
GE OIL & GAS ESP del Ecuador S.A. ....	U.S.\$	13,915,397
Nabors Drilling Services Ltd. ....	U.S.\$	13,544,126
Shandong Molong Petroleum Machinery Co Ltda.....	U.S.\$	10,621,689

The aggregate principal amount of PAM 2019 Notes and the Notes held by all service providers that participated in Petroamazonas' debt restructuring, as of the date hereof, prior to giving effect to the Remarketing, is U.S.\$670.56 million. The aggregate principal amount of the Notes being sold by all service providers in the Remarketing, taken together, in their capacity a Selling Securityholders is U.S.\$315,339,980.

Petroamazonas is continuing to negotiate with vendors and service providers that did not participate in the above-described debt restructuring.

## Debt

On February 1, 2010 Petroamazonas entered into a loan agreement with the Ecuadorian Social Security Institute (*Instituto Ecuatoriano de Seguridad Social*) for a maximum amount of U.S.\$165.0 million. The proceeds of the loan were used for the purpose of financing development activities in block 12 (known as the *Pañacocha* oilfield). As of the date of this Remarketing Circular, the outstanding principal amount under this agreement is U.S.\$134,066,385.00. The loan bears an annual interest rate of 5.00% and matures on January 15, 2018.

On February 16, 2017, Petroamazonas issued U.S.\$355.2 million aggregate principal amount of the PAM 2019 Notes and U.S.\$315.3 million aggregate principal amount of the Notes. As of the date of this Remarketing Circular, the entire aggregate principal amount of the PAM 2019 Notes remains outstanding.

In accordance with its Strategic Business Plan, Petroamazonas' aims to finance U.S.\$1.0 billion of its project costs with external debt through 2019. As a result, Petroamazonas continue to analyze opportunities to raise debt financing in the national and international markets.

## Organizational Structure

Petroamazonas conducts the majority of its operations directly. It also participates in a consortium with respect to upstream activities in exploratory block 28. In addition, it contracts a portion of its upstream activities of third-party service providers. In addition, Petroamazonas owns the following interests in the following subsidiaries:

<b>Subsidiary</b>	<b>% Equity Interest</b>
Operaciones Rio Napo CEM <sup>(1)</sup> .....	70.0%
Petronado S.A. ....	8.4%

(1) This subsidiary is in liquidation proceedings and has ceased operations.

## Consortium

On April 7, 2015, Petroamazonas entered into a consortium agreement with EOP Operaciones Petroleras, the Chilean state-owned upstream and downstream hydrocarbons company ("EOP"), and Empresa Estatal Unitaria Unión de Empresas Productoras Belorusneft, the Ecuadorian branch of the state-owned oil enterprise in the Republic of Belarus ("Belorusneft"), for purposes of jointly exploring and developing exploratory block 28, which is located in southeastern Ecuador. Petroamazonas holds 51% of the equity interest in the consortium, while EOP and Belorusneft hold 42% and 7%, respectively. EOP and Belorusneft have contributed all of the working capital for the exploration of this block. However, EOP and Belorusneft are entitled to be reimbursed by Petroamazonas for up to 51% of such investment is crude oil production in this block is achieved. Once crude oil production is achieved, EOP, as the manager member of the consortium, may require cash calls from the members of the consortium to the extent that there are funding shortfalls with respect to production activities. On April 16, 2015, this consortium entered into an agreement with the Ministry of Hydrocarbons, acting on behalf of the Republic, pursuant to which the consortium was granted exploration rights for four years and development rights for 20 years. The estimated investment to be made by the consortium with respect to exploration and development activities is approximately U.S.\$400.0 million. Prior to the commencement of operations by this consortium, exploratory block 28 had not been subject to exploration in more than 20 years. A portion of the gross income of the consortium will be due and payable to the Republic.

## ***Subsidiaries***

In August 2016, Petroamazonas assumed the obligations and commitments of Río Napo. Río Napo was established in 2009 as a public-private company (*empresa de economía mixta*) between Petroecuador and the Ecuador branch of Venezuela's state-owned oil company, PDVSA Ecuador S.A. ("PDVSA Ecuador") to carry out exploration and production operations of exploration block 60 (known as the *Sacha* oilfield). Effective January 2, 2013, Petroecuador transferred its 70% equity interest in Río Napo to Petroamazonas, with PDVSA Ecuador remaining a 30% stakeholder in the company. On July 31, 2015, the Republic's Superintendence of Corporations (*Superintendencia de Compañías*) declared Río Napo an inactive company due to its failure to submit required balance sheets since 2013. As a result, in April 2016, the Superintendence of Corporations commenced liquidation proceedings against Río Napo. As of the date of this Remarketing Circular, Petroamazonas has directly undertaken upstream operations of exploration block 60, and has assumed Río Napo's obligations and commitments to contractors, suppliers and other creditors. On September 23, 2016, Petroamazonas and certain of its affiliates, including Río Napo, entered into a framework agreement with PDVSA Ecuador and certain of its affiliates pursuant to which Petroamazonas has agreed, subject to the successful negotiation of definitive documentation and certain conditions precedent, including regulatory approvals, to purchase PDVSA Ecuador's equity interests in Río Napo for a purchase price of U.S.\$261.0 million. At closing, Río Napo's obligations to PDVSA Ecuador in respect of a service contract between the two entities will be deemed satisfied in full.

On March 1, 2016, Petroecuador transferred to Petroamazonas its 8.356% equity interest in Venezuelan company Petronado S.A. ("Petronado"). Petronado operates the Onado oil field in Venezuela. The remaining equity interest in Petronado is held by Argentinian Compañía General de Combustibles and Korean National Oil Corporation.

## **Business Strategy**

Petroamazonas has developed and is implementing short-, mid- and long-term business plans with objective goals in order to align and synchronize the efforts of each of its corporate divisions.

### ***Mission***

Petroamazonas' mission is to develop strategic hydrocarbon exploration and production activities in an efficient, sustainable and safe manner, while taking into account its social and environmental responsibilities and applying the best human talent to contribute the development of Ecuador's energy sector.

### ***Vision***

Petroamazonas' vision is to become, by 2026, a national and regional leader in the exploration and production of hydrocarbons and an example in the Republic for its efficiency, integrity and reliability.

### ***Values***

*Integrity and Transparency.* Petroamazonas seeks to promote the highest standards of business ethics and corporate and human integrity, ensuring transparency in all of its operations and provides sufficient and reliable information with respect to its activities.

*Solidarity.* Petroamazonas is committed to the development of Ecuador and its society by using Petroamazonas' best efforts to achieve its greatest output. Petroamazonas values and respects the individuality of all of those who make up its organization, including their aspirations and talent.

*Social and Environmental Responsibility.* Petroamazonas prioritizes the safety and health of its workers, respects its local communities and the conservation of the environment, all with the goal of a harmonious relationship between Petroamazonas and the community.

*Professional Quality and Teamwork.* Petroamazonas consider its workers to be the critical factor to its success and aims to hire in accordance with the highest standards of professional competence. Petroamazonas has a culture of teamwork, collaboration and on-going improvement. Petroamazonas is proactive in management, opportunistic and precise in its analysis and is results-oriented.

*Innovation.* Petroamazonas is recognized as leader in Ecuador in the innovation of processes, technology and management, which are in each case applied to optimize the operation of its assets and to provide necessary technical support.

### ***Strategic Business Plan***

The Strategic Business Plan, which was approved by Petroamazonas' board of directors, sets forth the following seven objectives:

- increasing the Republic's reserve levels in exploratory blocks where Petroamazonas operates;
- increasing oil and gas production without affecting the useful life of its exploratory blocks;
- increasing the value of the company through the efficient management of resources;
- expanding its exploration and production activities at both the national and regional levels;
- strengthening the health, safety and social and environmental responsibility of its employees, contractors, communities and ecosystem in its areas of operation and influence;
- providing the required technological support to measure the efficiency of its operations, ensure the functioning of its internal processes, and improve the probability of the success of its operations; and
- strengthening its human talent in accordance with its needs.

With respect to each objective, Petroamazonas has established benchmarks in its Strategic Business Plan in order to assess its performance. These benchmarks include the following goals for the period from 2016 through 2019:

- completing at least 4.5 square kilometers of 3-D seismic surveys in new exploratory blocks and other exploratory blocks that are in operation during such period;
- increasing its expected average oil production in terms of bpd by 53,000 bpd above its projected production curve;
- drilling and completing at least 230 exploratory wells;
- maintaining an average production of 50 msfd of natural gas;
- obtaining financing, with favorable interest rates, to finance U.S.\$1.0 billion in projects; and
- entering into four non-disclosure agreements with international companies to analyze exploration and production opportunities in Ecuador.

During the three-year period ended December 31, 2016, Petroamazonas invested U.S.\$6.866 billion in development projects in the region, and, during the year ended December 31, 2016, it invested U.S.\$2.131 billion in such projects. In accordance with the Strategic Business Plan and the General Budget, Petroamazonas seeks to continue its investment in the development of new projects in the coming years.

The implementation of Petroamazonas' business strategy includes the following initiatives:

*Exploration, production and upgrading.* Petroamazonas' exploration and production strategy focuses on increasing its efforts to search for new crude oil reserves, in particular through the acquisition of 2-D and 3-D seismic surveys, primarily through third-party service agreements with experienced international surveyors, as well as the systematic replacement of crude oil reserves in mature oilfields. Petroamazonas is developing new production areas and adjusting its production activities to cater for market demands and agreements reached among OPEC members and other oil-producing countries. Recently agreed OPEC production cuts have not had a material impact on Petroamazonas' operations or production levels.

During 2016, Petroamazonas’ exploration projects were completed in accordance with strategic guidelines included in the National Plan for Wellness, 2013-2017 (*Plan Nacional para el Buen Vivir, 2013-2017*) and the Strategic Business Plan. As a result of steps taken in 2016, Petroamazonas completed or has pending seismic survey projects in exploratory blocks 7E, 11, 15, 21E, 55 and 58 during this period, for a total of 2,955 square kilometers of seismic surveys. However, due to budgetary constraints, Petroamazonas did not drill or evaluate any new exploratory wells in 2016.

*Reduction in Cost per Barrel.* Petroamazonas aims to lower its cost of crude oil per barrel. During 2016, Petroamazonas successfully renegotiated eleven service agreements with respect to mature oilfields (i.e. oilfields that have passed the peak of their production), in each case lowering the tariffs in respect of the services provided. As a result of these and other cost saving measures, Petroamazonas’ cost per barrel in 2016 was U.S.\$6.90, which represents a 12.0% decrease from its cost per barrel in 2015, which was U.S.\$7.85, and a 22.0% decrease from its cost per barrel in 2014, which was U.S.\$8.85.

*Private Sector Participation.* In 2014, Petroamazonas entered into its first and, as of the date hereof, only consortium with foreign entities when it partnered with EOP and Belorusneft for purposes of jointly exploring and developing exploratory block 28, which is located in the southeast of the Republic. For more information regarding this project, see “—Petroamazonas’ Business—Consortium.” As part of its strategic objectives in the coming years, Petroamazonas plans to enter into further consortia with international participation. In addition, it has entered into significant service agreements with both national and international service providers with the goal of increasing its production levels. For more information regarding Petroamazonas’ service agreements, see “—Selected Service Agreements.”

*Optimized Use of Associated Natural Gas.* Petroamazonas’ maintenance of its strong levels of the natural gas exploration and production is one of its goals. Petroamazonas intends to focus its activities on meeting gas demand in the region surrounding its offshore platforms in exploratory block 7 in order to foster development and a higher standard of living. It intends to continue to explore and develop natural gas reserves. In connection with its Optimization Program, Petroamazonas is focused on optimizing associate gas use in the Republic. Petroamazonas intends to promote an increased and more diverse use of gas in Ecuador.

**Selected Service Agreements**

From time to time, Petroamazonas continues to issue requests for qualifications and proposals in connection with, and enter into, service agreements that it views as important for the development of its operations and to renegotiate its existing agreements. For example, in April and May 2016, Petroamazonas renegotiated 11 service agreements with both national and international companies and consortia to improve its production levels in mature oilfields. In the aggregate, these agreements require capital expenditures by the service providers in excess of U.S.\$1 billion over the next several years and aim at increasing crude oil production in mature fields by 30,000 bpd. In consideration for the capital expenditures made and other services provided by its service providers, Petroamazonas generally pays the service providers a fee per barrel of crude oil produced.

The table below sets forth the general terms of the services agreements Petroamazonas enters into from time to time. The terms of a specific service agreement may vary materially from the summary provided below.

Counterparties .....	Petroamazonas enters into services agreements with both national and international companies as well as consortia with national and international participation.
Services provided .....	The services provided range from well drilling in Petroamazonas’ oilfields (including its mature oilfields) to the performance of platform construction work, seismic and engineering services to maintenance.
Risk sharing .....	The service provider is generally responsible for all capital and operating expenses in the performance of services, including cost overruns.



Prepayments.....	In some cases, Petroamazonas' service providers are required to pay Petroamazonas a prepayment in consideration for their rights to undertake operations in its oilfields.
Security.....	Petroamazonas requires its service providers to provide performance bonds and, to the extent necessary, corporate guarantees to backstop their obligations.
Service fees.....	<p>With respect to its drilling contracts, Petroamazonas is typically required to pay its service providers a pre-agreed fee per barrel of oil extracted in the relevant oilfield.</p> <p>With respect to Petroamazonas' other contracts, fees are payable in accordance with a pre-agreed fee schedule as services are provided or in the form of lump-sum payments upon project completion.</p> <p>In some cases, Petroamazonas' service providers benefit from fee protection to the extent that there is an event (such as a change in the applicable tax regime or a change in Petroamazonas' policies and manuals) that impacts the economic equilibrium originally agreed to in the services contract.</p>
Termination regime.....	<p>Petroamazonas' service agreements can generally be terminated:</p> <ul style="list-style-type: none"> <li>• by Petroamazonas, for convenience;</li> <li>• by Petroamazonas, if there is a persistent breach by the service provider;</li> <li>• by the service provider, if there is a persistent breach by Petroamazonas; and</li> <li>• by either party, in the case of an extended event of force majeure or if the agreement is ruled to be invalid by a court of competent jurisdiction.</li> </ul> <p>Generally, upon an early termination of a service contract, the service providers are entitled to receive from Petroamazonas a termination payment that covers any service fees accrued at the time of termination. However, if the applicable service agreement required a service provider to provide a prepayment, the service provider may be entitled to reimbursement of all or a portion of that prepayment if the service agreement is terminated early.</p>
Term.....	The terms of the service agreements vary significantly based on the nature of the services provided. In the case of drilling agreements where the service provider is entitled to a fee per barrel of oil extracted in the relevant oilfield, the term is typically 15-20 years and is, in some cases, subject to extension.
Governing law and disputes.....	All of the services agreements are governed by Ecuadorian law. Disputes are typically subject to arbitration in Quito or in another jurisdiction.

Below is a summary of certain of the other material service agreements that Petroamazonas has entered into in recent years.

On January 3, 2013, Petroecuador assigned to Petroamazonas a specific services contract with *Compañía Pardaliservices Sociedad Anónima* ("Pardaliservices"), pursuant to which Pardaliservices agrees to provide well-

drilling services and other ancillary services to optimize and improve upstream operations in the *Libertador* field of exploratory block 57 (known as the *Shushufindi-Libertador* oilfield) during a 15-year term beginning on January 31, 2012. This contract can be extended for an additional five years if the parties agree on a new work schedule for those additional five years. Petroamazonas pays Pardaliservices a fee with respect to each barrel extracted in the oilfield.

On January 3, 2013, Petroecuador assigned to Petroamazonas a specific services contract with *Consortio Shushufindi S.A.* (the “Shushufindi Consortium”) which is comprised of Schlumberger Surency S.A., Tecpetrol Internal S.L. and Kohlberg, Kravis Roberts & Co. The Shushufindi Consortium has agreed to provide well-drilling services as well as ancillary services to optimize and improve upstream operations in the *Shushufindi* field of exploratory block 57 (known as the *Shushufindi-Libertador* oilfield) during a 15-year term beginning on January 31, 2012. This contract can be extended for an additional five years if the parties agree on a new work schedule for those additional five years. Petroamazonas pays the Shushufindi Consortium a fee with respect to each barrel extracted in the oilfield. As of the date of this Remarketing Circular, Petroamazonas owes significant accounts payable to the Shushufindi Consortium under this agreement. The Shushufindi Consortium has not participated in the recent restructuring of Petroamazonas’ accounts payable. See “Petroamazonas’ Business—Restructuring of Payments due under Petroamazonas’ Services Agreements.”

On October 8, 2014, Petroamazonas entered into service agreements for the drilling of oil wells and the provisions of ancillary operational services with five separate consortia with respect to 17 of its exploratory blocks for purposes of increasing the Republic’s oil reserves in exploratory blocks where Petroamazonas operates. These consortia have committed approximately U.S.\$2.1 billion in the aggregate to perform such services.

On December 14, 2015, Petroamazonas entered into a specific services contract with Shaya Ecuador S.A., a subsidiary of Schlumberger del Ecuador S.A. (“Shaya”), to develop its operations in exploratory block 61 (known as the *Auca* oilfield) pursuant to which Shaya provides well-drilling and operational support services in the block and has agreed to invest approximately U.S.\$2.1 billion in production operations in the block, and assume approximately \$1.8 billion in operating costs during the contract’s 20-year term. Shaya made a U.S.\$1.0 billion dollar prepayment to Petroamazonas under this agreement in December 2015. The *Auca* oilfield is a mature oilfield. As a result of these investments, Petroamazonas aims to increase crude production in this block by 20,000 bpd in the coming years. Petroamazonas pays Shaya a fee with respect to each barrel extracted in the oilfield. As of the date of this Remarketing Circular, Petroamazonas owes significant accounts payable to Shaya under this agreement. Shaya has not participated in the recent restructuring of Petroamazonas’ accounts payable. See “Petroamazonas’ Business—Restructuring of Payments due under Petroamazonas’ Services Agreements.”

On February 1, 2016, Petroamazonas entered into a specific services contract with Sinopec International Petroleum Service Ecuador S.A. (“Sinopec”) to develop its operations in exploratory block 43 (known as the ITT oilfield) pursuant to which Sinopec provides well- and operational support-drilling services in the block and assumes all capital and operating costs in connection with the services to be provided. Under this contract, work on platform C has been completed and work on platforms A and D is currently pending and is required to be completed by June 2018 and August 2018, respectively. This contract terminates in January 2019. For more information regarding the ITT oilfield, see “Petroamazonas’ Business—Crude Oil Exploration and Production.” Petroamazonas pays Sinopec in accordance with a fee schedule based on the actual services rendered. As of the date of this Remarketing Circular, Petroamazonas owes significant accounts payable to Sinopec under this agreement. Sinopec has, however, participated in the recent restructuring of Petroamazonas’ accounts payable. See “Petroamazonas’ Business—Restructuring of Payments due under Petroamazonas’ Services Agreements.”

## **Regulatory Overview**

### ***Legal Framework***

Petroamazonas is subject to Ecuador’s 2008 Constitution, the Hydrocarbons Law, Executive Decree No. 314, and all other laws and oversight of the government agencies that apply to the hydrocarbons sector and state-owned enterprises generally. Oil production operations are conducted under the supervision of the Ministry of Hydrocarbons and the regulation and control of its Hydrocarbons Regulation and Control Agency and the

Hydrocarbons Secretariat. See “Overview of the Republic—The Ecuadorian Economy—Strategic Sectors of the Economy—Oil Sector.”

Executive Decree No. 314 sets forth Petroamazonas’ main objective, structure, and activities. The decree establishes Petroamazonas as a legal person under public law, with its own capital, and, as a result, provides it with budgetary, financial, economic, administrative and managerial autonomy. The decree further establishes Petroamazonas’ primary purpose as the management of exploration and production operations undertaken by the Republic in the strategic sector of hydrocarbons and related substances. To fulfill Petroamazonas’ objectives, the decree provides that Petroamazonas may create affiliates, subsidiaries, business units, or enter into association agreements, joint ventures, strategic alliances, consortia, coordination enterprises, or others of similar nature, within and outside Ecuador. The decree establishes that Petroamazonas is able perform any activity or enter into any contract permitted under Ecuadorian law, which directly or indirectly relates to its objectives, with natural or legal persons, domestic or foreign, public or private. The decree also permits Petroamazonas’ operations to be performed at a local, provincial, regional, national and international level. The decree furthermore regulates the external contracting policies and parameters of Petroamazonas pursuant to the Hydrocarbons Law and to regulations issued by its board of directors, and, with respect to Petroamazonas’ contracts that are not entered into with respect to exploration and production of hydrocarbons, the *Ley Orgánica del Sistema Nacional de Contratación Pública* (“Public Contracting Law”).

Petroamazonas’ board of directors and management are regulated by the *Ley Orgánica de Empresas Públicas* (the “State-Owned Enterprises Law”). Article 4 of Executive Decree No. 314 establishes that the board must include the following members:

- the Minister of Hydrocarbons or his delegate, who will be the President of the board;
- the National Secretary of Planning or his delegate; and
- a member designated by the President of the Republic.

The State-Owned Enterprises Law establishes that the powers of the board, among others, are to (1) establish the goals and policies of Petroamazonas, (2) approve Petroamazonas’ annual program of investments, (3) approve Petroamazonas’ yearly budgets, (4) approve the creation of any subsidiaries, and (5) nominate the general manager of Petroamazonas.

### ***Budget and Appropriations***

As Petroamazonas is a public company (*empresa pública*), it has budgetary autonomy from the Republic. Its authority and ability to pay monetary obligations and to expend funds is subject to its generation of operating revenue and the approval of its General Budget by its board of directors, in accordance with the State-Owned Enterprises Law, and the acceptance and funding of its General Budget by the Ministry of Finance. All revenues that Petroamazonas generates in excess of its operating costs are deposited in its accounts in the Central Bank of Ecuador and excess amounts which are not invested or reinvested by Petroamazonas are transferred to the Republic for use in the General State Budget.

Petroecuador commercializes all hydrocarbons that Petroamazonas produces. As of the date hereof, the Republic has not defined an income model in order to compensate Petroamazonas directly for its production efforts. Instead, the majority of Petroamazonas’ operations are funded through contributions from the Ministry of Finance in an amount equal to the General Budget approved by Petroamazonas’ board of directors. The Ministry of Finance contributes funds to Petroamazonas on a monthly basis based on the proceeds received by the Republic from the commercialization of hydrocarbons by Petroecuador. The table below sets forth the aggregate amount of the General Budget approved by Petroamazonas’ board of directors and accepted by the Ministry of Finance for each of the years indicated below, as well as the portion of each General Budget that has not been funded by the Ministry of Finance as of April 30, 2017.

	2017	2016	2015
		(U.S.\$ in millions)	
Aggregate General Budget.....	2,223.0	2,684.0	3,533.1
Portion of General Budget Not Funded .....	1,356.0	1,593.2	1,814.7

In 2017, Petroamazonas' current General Budget is 18.7% lower than its aggregate General Budget for 2016 after giving effect to approved increases. Its aggregate General Budget for 2016 represented a 22.6% decrease as compared to its aggregate General Budget for 2015, which was decreased from U.S.\$4.670 to U.S.\$3.533 billion due primarily to falling oil prices. Petroamazonas' other sources of funds are derived from delay penalties that it is entitled to impose pursuant to its service agreements, as well as amounts received from the Hydrocarbons Secretariat and other entities for the transportation of hydrocarbons through Petroamazonas' RODA pipeline network.

If Petroamazonas does not generate sufficient operating revenue to pay its monetary obligations, including its obligations in respect of the Notes, it would be dependent on receipt of additional funds from the Republic to satisfy such obligations, in accordance with the government appropriations process. Petroamazonas does not control the government appropriations process. For information regarding this appropriations process, see "Risk Factor— A failure by Petroamazonas to generate operating revenue, obtain approval for a sufficiently sized General Budget for 2017, or to receive sufficient funds to fulfill its obligations in respect of the Notes may adversely affect the repayment of the Notes by Petroamazonas" and "Overview of the Republic—Public Sector Finances—Overview— Budget Process." From time to time, Petroamazonas has requested additional funds from the General State Budget in connection with its operating needs. For example, in 2016, it requested U.S.\$772.0 million in additional funds to satisfy its operational needs because the General Budget of U.S.\$2.223 billion that was approved was below its proposed budget of U.S.\$3.0 billion. Petroamazonas' approved 2017 General Budget of U.S.\$2.223 billion was equal to the amount it requested. Petroamazonas has included in its 2017 General Budget amounts necessary to make required interest payments on the Notes that will become due during such year.

### **Exploration, Production and Upgrading**

In 2016, Petroamazonas' total crude oil production on a consolidated basis with Río Napo was approximately 158.1 million barrels, a 2.2% increase from 2015. In 2015, its total crude oil production was approximately 154.3 million barrels, a 2.4% decrease from an approximate 158.0 million in 2014. Petroamazonas' crude oil production is concentrated in the Cuenca Oriente region, which is located in the easternmost part of the Republic, primarily in the Amazon rainforest, and in the Litoral region, which is located on Ecuador's western coast. Petroamazonas' crude oil operations are exclusively onshore, but it also performs offshore natural gas operations in exploratory block 7 (known as *Campo Amistad*).

The following table presents the Republic's proved reserves, proved and developed reserves in exploratory blocks where Petroamazonas operates, in each case as of December 31, 2016, and Petroamazonas' production volume for year ended December 31, 2016, and the ratio of its proved reserves to its production during such period.

	Proved <sup>(1)</sup> as of December 31, 2016 (mmb)	Proved developed as of December 31, 2016 (mmd)	Production for the year ended December 31, 2016 (mmd)	Ratio Reserves (1P)/ Production
<b>Crude Oil:</b>				
Light .....	93	53	2	47
Medium .....	1,109	824	111	10
Heavy and Extra-Heavy.....	301	157	45	7
<b>Total Crude Oil .....</b>	<b>1,503</b>	<b>1,033</b>	<b>158</b>	<b>10</b>
<b>Gas in boe<sup>(2)</sup> .....</b>	<b>31</b>	<b>9</b>	<b>3</b>	<b>9</b>
<b>Total Natural Hydrocarbon in boe.....</b>	<b>1,534</b>	<b>1,042</b>	<b>161</b>	<b>--</b>

(1) Developed and undeveloped.

(2) Net natural gas production (gross production less natural gas re-injected).

The following table presents the location, production volume for the year ended December 31, 2016, discovery year, proved crude oil reserves and proved, probable and possible crude oil reserves as of December 31, 2016, and the ratio of reserves to annual production for each of Petroamazonas' largest oil fields in Ecuador for the year ended December 31, 2016.

Name of Field (Exploratory Block)	Location (province of)	2016 Production (bpd)	Proved Reserves (thousands of barrels)	Ratio Proved Reserves/ Production (years)	3P Reserves (thousands of barrels)	Ratio 3P Reserves/ Production (years)
Coca-Payamino (7)	Orellana	32,151	23,952	2.0	32,100	2.7
Eden Yutúri (12)	Orellana and Sucumbios	39,344	74,475	5.2	96,549	6.7
Indillana (15)	Orellana and Sucumbios	28,870	57,202	5.4	63,839	6.1
Palo Azul (18)	Napo and Sucumbios	11,303	25,867	6.3	31,093	7.5
Yuralpa (21)	Napo and Pastaza	5,657	60,726	29.4	68,973	33.4
Apaika-Nenke (31)	Orellana	16,698	23,952	3.9	35,477	5.8
ITT (43) <sup>(1)</sup>	Orellana	8,357	90,119	29.5	635,959	208.5
Lago Agrio (56)	Sucumbios	11,264	121,517	29.6	138,958	33.8
Shushufindi (57)	Sucumbios	89,293	256,573	7.9	263,333	8.1
Libertador (57)	Sucumbios	19,833	65,700	9.1	104,241	14.4
Cuyabeno-Tipishca (58)	Sucumbios	26,951	115,841	11.8	130,881	13.3
Sacha (60) <sup>(2)</sup>	Sucumbios	72,420	311,080	11.8	434,916	16.5
Auca (61)	Orellana	67,858	276,078	11.1	392,806	15.9

(1) Partial year statistic based on a 366-day year. Exploratory block 43 entered into operations on September 7, 2016.

(2) While Petroamazonas assumed upstream operations of exploratory block 60 on August 1, 2016, production data is provided on a consolidated basis for all periods indicated.

## Reserves

All oil and gas reserves located in Ecuador belong to the Republic. Petroamazonas calculates oil and gas reserves and they are validated by the Hydrocarbons Regulation and Control Agency on an annual basis pursuant to the Ministry of Hydrocarbon's hydrocarbon reserve manual definitions and rules. The Ministry of Hydrocarbon establishes, among other things, specific processes to calculate reserves and control data that are similar to processes used worldwide. These rules enable the Republic to compare its reserves to other countries.

Proved reserves are volumes of hydrocarbons that are estimated with reasonable certainty. They are recoverable from known reservoirs in accordance with available geological and engineering data. Because of the inherent uncertainty and limited nature of the reservoir data, the estimates of proved oil and gas reserves are subject to modifications over time, as additional information becomes available. Proved reserves are classified as developed and not developed. Proved developed reserves are identified by the volume of hydrocarbons that is commercially recoverable from reservoirs from available wells. Proved reserves that are not developed are identified as those with significant hydrocarbons which will be obtained through investments in drilling new wells in areas not drained or the completion of existing wells.

Unproved reserves are based on geologic and/or engineering data similar to that used in estimates of proved reserves; but technical, contractual, economic, or regulatory uncertainties preclude such reserves being classified as proved. Probable reserves are those unproved reserves which analysis of geological and engineering data suggests are more likely than not to be recoverable. Possible reserves are those unproved reserves which analysis of geological and engineering data suggests are less likely to be recoverable than probable reserves.

The estimates of reserves are not precise and are subject to revision. Petroamazonas reviews these crude oil and gas reserves annually to take into account, among other things, production levels, field reviews, the addition of new reserves from discoveries, year-end prices, and economic and other factors. Reserve estimates may be materially different from the quantities of crude oil and gas that are ultimately recovered.

**Crude Oil.** As of December 31, 2015, according to OPEC, Ecuador had estimated proved light, medium, heavy and extra-heavy crude oil reserves totaling approximately 8.3 billion barrels. As of the same date, Petroamazonas operated in exploratory blocks with estimated proved light, medium, heavy and extra-heavy crude oil reserves totaling approximately 1.4 billion barrels. Based on Petroamazonas' production levels for 2016 and the Republic's estimated proved reserves of crude oil in Ecuador in exploratory blocks where Petroamazonas operates, including heavy and extra-heavy crude oil reserves that will require significant future development costs to produce and refine, have a remaining life of approximately 9.5 years. However, such remaining life increases to approximately 15.4 years if the Republic's estimated proved, probable and possible reserves of crude oil in exploratory blocks where Petroamazonas operates are considered.

**Natural Gas.** As of December 31, 2015, according to OPEC, Ecuador had estimated proved reserves of gas totaling approximately 10.9 billion cubic meters. Based on Petroamazonas' cost assessment of production, it focuses production efforts on crude oil. Petroamazonas undertakes natural gas production on its offshore platforms in exploratory block 7 (known as *Campo Amistad*), which yield natural gas for domestic use in the region and which is also used by Petroamazonas in connection with its other operations. A large proportion of the Republic's gas reserves in exploratory blocks where Petroamazonas operates are developed.

The following table presents the Republic's proved reserves of crude oil and gas in exploratory blocks where Petroamazonas operates, which include both developed and undeveloped reserves. All of these reserves are located in Ecuador.

	<b>As of December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(in millions of barrels, unless otherwise indicated)</b>		
<b>Proved developed reserves:</b>			
Light.....	93	42	32
Medium.....	1,109	1,158	1,107
Heavy and Extra-Heavy .....	301	194	252
<b>Total crude oil .....</b>	<b>1,503</b>	<b>1,393</b>	<b>1,391</b>
<b>Reserves/Production (years) .....</b>	<b>10</b>	<b>9</b>	<b>9</b>
 Natural gas in boe .....	31	39	44
<b>Total hydrocarbons in boe .....</b>	<b>1,534</b>	<b>1,432</b>	<b>1,435</b>

## Operations

During 2016, Petroamazonas' exploration projects were completed in accordance with strategic guidelines included in the National Plan for Wellness, 2013-2017 (*Plan Nacional para el Buen Vivir, 2013-2017*) and the Strategic Business Plan. Petroamazonas completed in 2016 or has pending seismic survey projects in exploratory blocks 7E, 11, 15, 21E, 55 and 58 during this period, for a total of 2,955 square kilometers of seismic surveys. However, due to budgetary constraints, Petroamazonas did not drill or evaluate any new exploratory wells in 2016.

The following table summarizes Petroamazonas' drilling activities for the periods indicated.

	<b>For the year ended</b>		
	<b>December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(Number of wells)</b>		
<b>Exploration wells:</b>			
Completed.....	--	3	7
Suspended .....	--	--	--
Under evaluation .....	--	--	--
In progress.....	--	--	--
Dry or abandoned .....	--	--	--
<b>Total.....</b>	<b>0</b>	<b>3</b>	<b>7</b>
 <b>Development wells drilled.....</b>	<b>26</b>	<b>135</b>	<b>230</b>

In 2016, Ecuador's crude oil production capacity was approximately 200.7 million barrels, of which approximately 158.1 million barrels corresponds to Petroamazonas' production (158.1 million barrels in the Cuenca Oriente region and 15,738 barrels in the Litoral region). In addition, in 2016, Ecuador's average crude oil production in terms of bpd was approximately 549,889 bpd, of which 431,981 bpd corresponds to Petroamazonas' production (431,939 bpd in the Cuenca Oriente region and 43 bpd in the Litoral region). Petroamazonas' production in terms of bpd increased by 2.2% as compared to 2015, while overall production in terms of bpd in Ecuador increased by 1.3% as compared to 2015. The increase in Petroamazonas' production is primarily attributable to the commencement of operations in exploratory block 43, as well as increased investments in the optimization and development of its operations in 2016, particularly in connection with certain of its new service agreements with national and international participants. For more information regarding Petroamazonas' service agreements, see "Petroamazonas' Business—Crude Oil Exploration and Production—Selected Service Agreements." In addition, during 2016,

Petroamazonas produced approximately 50.9 msfd of natural gas, which represents an increase of 5.9% as compared to 2015.

The following table summarizes Petroamazonas' historical average daily crude oil and natural gas production by type and by region and the average sales price and production cost for the periods specified.

	<b>For the year ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(in bpd, unless otherwise indicated)</b>		
<b>Production</b>			
<b>Crude oil:</b>			
Light.....	5,369	5,527	5,154
Medium.....	302,891	335,758	338,896
Heavy/Extra-heavy.....	123,721	81,498	89,010
<b>Total crude oil .....</b>	<b>431,981</b>	<b>422,783</b>	<b>433,060</b>
<b>Natural gas (msfd):</b>			
Gross production.....	50.9	48.1	55.9
Less: Reinjectad .....	0	0	0
<b>Net natural gas (msfd).....</b>	<b>50.9</b>	<b>48.1</b>	<b>55.9</b>
<b>Crude oil production by region:</b>			
Oriente.....	431,939	422,735	433,004
Litoral.....	43	48	56
<b>Total crude oil .....</b>	<b>431,981</b>	<b>422,783</b>	<b>433,060</b>
<b>Natural gas production by region (msfd):</b>			
Oriente.....	0	0	0
Litoral.....	50.9	48.1	55.9
<b>Total natural gas .....</b>	<b>50.9</b>	<b>48.1</b>	<b>55.9</b>
<b>Average production cost (\$/boe)<sup>(1)</sup></b>	<b>U.S.\$6.85</b>	<b>U.S.\$7.83</b>	<b>U.S.\$8.82</b>

(1) The average production cost per barrel is calculated by dividing the sum of direct and indirect costs of production (excludes depreciation and amortization) divided by the total volumes of production of crude oil, natural gas and liquid natural gas.

## Capital Expenditures

The following table sets forth Petroamazonas' actual capital expenditures by region for the periods specified.

	<b>For the year ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<b>(in millions of U.S. dollars)</b>		
Oriente.....	2,104	2,105	3,078
Litoral.....	4	40	214
<b>Total</b>	<b>2,108</b>	<b>2,145</b>	<b>3,291</b>

Petroamazonas currently estimates its capital expenditures for the fiscal year ended December 31, 2017 to be U.S.\$1.432 billion, and it expects to fund these capital expenditures through its budgetary process.



## Pipelines and Storage

Petroamazonas has a small transportation network of crude oil pipelines in the Amazon region. These pipelines connect production areas to terminal facilities and refineries and are primarily used for the transportation of the crude oil that Petroamazonas produces to Petroecuador, which engages in downstream operations. Petroamazonas operates the Cuyabeño gathering system and the RODA pipeline network, which spans from Eden Yutúri to Lago Agrio. In Lago Agrio, the RODA connects to the SOTE. The SOTE is operated by Petroecuador and transports crude oil to Petroecuador's maritime terminal of Balao on the Pacific coast. From the maritime terminal, a portion of the crude oil is forwarded to the refining process and another portion is set aside for export. In addition, oil derivatives are distributed to different installations, terminals, and deposits through a network of ancillary pipelines, through which fuels are transported to various regions of Ecuador.

Petroamazonas also owns and operates the under-river pipeline known as the *Oleoducto Binacional Amerisur* (Amerisur Binational Pipeline, the "OBA"), which connects the RODA system with the Platanillo oilfield in Colombia. The OBA was constructed by British firm Amerisur Resources Plc ("Amerisur"), which also operates the Platanillo oilfield, and construction was completed in September 2016. Pursuant to Petroamazonas' agreement with Amerisur, Amerisur is permitted to use the pipeline from the Ecuadorian border with Colombia to the RODA system for a 15-year period. Petroamazonas' minimum transport volume commitment to Amerisur under the agreement is 5,000 bpd and Amerisur pays a commission for each barrel transported through the RODA.

Finally, in 2015, Petroamazonas developed a network of gas pipelines in Ecuador totaling approximately 70 kilometers that distribute natural gas from its offshore platform at *Campo Amistad* to coastal communities for domestic use. These gas pipelines are, however, operated by Petroecuador.

Most of the Republic's petroleum storage is managed and operated by Petroecuador in connection with its downstream operations. Petroamazonas maintains crude oil storage tanks and other storage capacity at each of its oilfields for purposes of temporarily storing crude oil prior to its off-take by Petroecuador. Petroamazonas' total storage capacity is approximately 1.5 million barrels.

## Research and Development

Petroamazonas focuses its research and development efforts on maximizing its crude oil production in fields with the highest reserves, in particular, exploratory block 43 (known as the ITT oilfield), which it estimates has proved, probable and possible crude oil reserves of approximately 1.672 million barrels (or approximately 41% of Ecuador's total proved crude oil reserves). In particular, Petroamazonas focuses on the increased use of seismic surveying for purposes of prospecting well drilling sites.

Petroamazonas has also invested approximately U.S.\$1.2 billion in a program known as *Optimización Generación Eléctrica and Eficiencia Energética* (Optimization of Electric Generation and Energy Efficiency Program, the "Optimization Program"), which focuses on flexible fuel solutions (such as the use of associated gas and crude oil as fuel), increased efficiency in power use, restoration of deteriorating facilities and the implementation of waste heat recovery systems. See "Environmental and Safety Matters— Project of Optimization of Electric Generation and Energy Efficiency."

## Management and Employees

### *Directors*

Petroamazonas' current board of directors is composed of the following individuals:

<b>Name</b>	<b>Position in Board</b>	<b>Member Since</b>
Eng. José Alórto Icaza Romero	President	April 29, 2016
Dr. Omar Bernardo Alvarado Díaz	Member	October 10, 2016
Eng. Adolfo Salcedo Glükstadt	Member	December 5, 2016

#### *Eng. José Alórto Icaza Romero – President of the Board*

Engineer José Alórto Icaza Romero was Petroamazonas' general manager from November 26, 2015 until he was appointed as Minister of Hydrocarbons pursuant to Executive Decree No. 1005, issued by the President of the Republic of Ecuador on April 29, 2016. Before becoming the general manager, he was the vice-minister in the Ministry of Strategic Sectors ("MICSE") and on various occasions was the Deputy Minister of MICSE, in which capacity he lead projects to benefit the hydrocarbon sector. He was also vice-minister of the Ministry of Non-Renewable Natural Resources and President of the Board of Austrogas. He was a Member of the Negotiating Commission for the recuperation of the remaining LPG in Ecuador. He received his degree in chemical engineering from the University of Guayaquil.

#### *Dr. Omar Bernardo Alvarado Díaz – Member*

Dr. Omar Alvarado Díaz has been a member of the board since October 10, 2016, in his capacity as delegate of the President of Ecuador. He has also been a member of the board of the Coordinating Company of Public Enterprises EMCO EP since October 2016, acting also as the company's Compliance Manager. His past work experience includes, among others, working as the national department head of taxpayers' rights of the Internal Revenue Service ("SRI"), and as president and member of the National Committee on Ethics of the SRI. He holds a law degree from the University of Cuenca.

#### *Eng. Adolfo Salcedo Glükstadt – Member*

Engineer Adolfo Salcedo Glükstadt has been a member of the board since December 5, 2016. He is the National Sub-Secretary of Decentralization of the National Secretary of Planning and Development and member of the Board. His previous work experience includes being the Sub-Secretary of Assistance to the Development of Defense in the Ministry of Defense and the Sub-Secretary of Institutional Reform in the Ministry of Agriculture, among other public positions. He holds a degree in civil engineering from the Central University of Ecuador.

None of the Directors have any conflicts of interest between their duties to the Issuer and their private interests.

### *Senior Management*

#### *Eng. Memin Álex Galárraga Hunter – General Manager*

Engineer Memin Álex Galárraga Hunter was named by Petroamazonas' board as the *Gerente General* (the "General Manager") on September 16, 2016. Prior to his appointment, he worked as Petroamazonas' operations manager. From 2004 to 2006, he worked at Grupo Synergy as vice-president of operations. From 2007 to 2011, he worked at Barrett Resources (Subandean E&P) as operations manager as well as general manager, and has held other supervisory and managerial operations roles with other companies operating in the oil and gas sector.

#### *Jessica Gabriela Andrade Campaña – Chief Financial Officer*

Jessica Gabriela Andrade Campaña was appointed as Petroamazonas' chief financial officer (*Gerente Financiero*) on January 4, 2016. Prior to her appointment, she worked for Ecuador's Internal Revenue Service as a

tax control expert, as vice-minister of the Ministry of Sport, and as general coordinator of public companies for the National Secretariat of Planning and Development (SENPLADES). She received her degree in economics from Pontificia Universidad Católica del Ecuador, a taxation diploma from CIAT Panama, and a master's degree in social sciences from FLACSO Ecuador.

*Dario Javier Cuenca Riofrío – Chief Operating Officer*

Engineer Dario Javier Cuenca Riofrío was appointed as Petroamazonas' chief operating officer (*Gerente Coordinador Nacional de Operaciones*) on September 23, 2016. Prior to this appointment, he held various supervisory and managerial positions in Petroamazonas' operations department. He received his degree in petroleum engineering from Escuela Politécnica Nacional located in Quito, Ecuador, and his MBA degree in project management from Universidad Viña del Mar located in Chile.

*Paula Verónica Piedra Espinosa – Chief Legal Officer*

Paula Verónica Piedra Espinosa was appointed as Petroamazonas' chief legal officer (*Gerente Legal*) in November 2015. Prior to her appointment, she served as assistant manager of the Legal Counsel and Contracts department at Petroecuador. She also held other legal roles in Petroecuador. She received her law degree from the Universidad Técnica Particular de Loja, and a certificate in tax management from the Universidad San Francisco de Quito.

***Employees***

As of January 31, 2017, Petroamazonas had 7,324 employees working in nine main departments, including support staff.

The following chart shows a breakdown of Petroamazonas' employees by the department, including support staff:

<b>Department</b>	<b>Number of Employees</b>	<b>Percentage</b>
Internal Auditing	19	0.26%
Operations	4,064	55.49%
Social Responsibility	2,097	28.63%
Business Services & Supplies	896	12.23%
Corporate Planning & Strategy	28	0.38%
Human Resources	160	2.18%
Corporate Relations	22	0.30%
General Management	5	0.07%
Legal	33	0.45%
<b>Total</b>	<b>7,324</b>	<b>100.00</b>

Petroamazonas is not a party to any collective bargaining agreements. Notwithstanding, legal proceedings are, from time to time, brought against Petroamazonas by groups of former employees. For more information, see "Legal Proceedings."

**Environmental and Safety Matters**

***Environment***

Petroamazonas is subject to a complex environmental and occupational health regulation framework, which is regulated and controlled by the Ministry of the Environment (*Ministerio del Ambiente*). Under this framework, Petroamazonas may be required to make significant expenditures to modify its facilities and to prevent or remedy the effects of waste disposal, pollutant spills, and accidents on the environment and the population's health.

Petroamazonas is taking steps to prevent risks to the environment, the population's health, and the integrity of its installations. In 2013, Petroamazonas incorporated into its management plan a model of sustainability and social responsibility defining its social responsibility strategy and updating its internal policy in respect of the same. Petroamazonas' system is based on international practices and standards, such as the guidelines of ISO 26000. In addition, it currently holds ISO 14001 and OHSAS 18001 certifications for exploration, production and transportation activities of oil for exploratory blocks 12, 15, 18, 21, 31 and 43, platforms Oso A, Oso B and Oso G in Block 7, the pipeline Edén Yuturi – Lago Agrio, and related administrative support for activities located in Quito.

Petroamazonas is subject to numerous environmental regulations and statutes under the laws of the Republic, including the 2008 Constitution, the Environmental Management Law (*Ley de Gestión Ambiental*), the Hydrocarbons Law, and other existing environmental regulations. Petroamazonas is required to obtain permits in connection with most of its projects and other exploratory efforts and believes it is in material compliance with the requirements of applicable law and terms of these permits. When the Ministry of the Environment, acting through the Environmental and Social Repair Program or another governmental enforcement agency, issues a notice of violation under any applicable program, Petroamazonas investigates and analyzes the allegations and engage the agencies to determine the appropriate resolution, which may involve taking remedial or corrective actions, and the payment of negotiated penalties if appropriate. Petroamazonas currently does not have any material notices of violations outstanding. From time to time, legal proceedings are commenced against Petroamazonas by private parties with respect to releases of hazardous materials on or around the oilfields in which it operates. For more information, see "Legal Proceedings."

### ***Optimization Program***

As part of its environmental responsibility initiative, Petroamazonas has developed the Optimization Program. This program was implemented in 2009 and seeks to guarantee the efficient use of non-renewable natural resources in the oil sector through the development and implementation of an innovative management model that reduces environmental impact, while creating wealth and wellness for the country. The project is centered on the optimization of oil-associated gas through the design and implementation of systems of capture, transportation and management of associated gas and more efficient systems of generation and distribution of energy, which allows Petroamazonas to prioritize the use of resources with lower costs and less impact on the environment. The project aims at reducing the carbon footprint per extracted barrel of oil by eliminating diesel and reducing the use of crude oil in electricity generation. The project also seeks to optimize associated gas for the production of liquefied petroleum gas and electricity. The development of a reliable distribution and transmission system that brings energy at lower cost and impact to the environment to different users such as oil operators and populations located in the area of influence is also included in the project.

The implementation of the Optimization has allowed Petroamazonas to reduce its diesel consumption demands by approximately 324.8 million gallons from 2009 to 2016. In 2016 alone, Petroamazonas' diesel consumption demand decreased by approximately 87.11 million gallons. In U.S. dollar terms, this reduction translates to approximately U.S.\$907.9 million in total savings (calculated based on the market prices for fuels) from 2009 to 2016. In 2016 alone, Petroamazonas' savings amounted to approximately U.S.\$149.3 million. The reduction in consumption has further decreased carbon dioxide emissions generated from Petroamazonas' operations by 937,511 tons from 2009 to 2016, of which 156,562 tons of carbon dioxide were reduced in 2016. The program has also led to an increase in efficiency in the production of hydrocarbons, resulting in a net increase of 9,095,008 boe from 2009 to 2016, and a net increase of 2,195,000 boe in 2016 alone.

The budget allocated to the Optimization Program by the National Manager of Operations (*Gerente Nacional de Operaciones*) of the Ministry of Hydrocarbons at the beginning of 2016, was of U.S.\$17.7 million. This budget however, had to be modified in June 2016, allocating an additional U.S.\$12.0 million to the program, as a result of cost overruns. For the 2017 fiscal year, Petroamazonas has allocated U.S.\$30.0 million in its budget towards the continued implementation of the Optimization Program.

### ***Environmental Remediation–Project Amazonia Viva***

On July 1, 2013, Petroamazonas' board established Project Amazonia Viva, which was later approved by the Ministry of the Environment on June 3, 2014. This project seeks to eliminate sources of pollution and remediate

contaminated soils, which resulted from exploration and production activities predating Petroamazonas' own operations. Currently, the project encompasses elimination and remediation efforts in exploration blocks 11 (*Bermejo*), 56 (*Lago Agrio*), 57 (*Shushufindi Libertador*), 58 (*Cuyabeno*), 60 (*Sacha*), and 61 (*Auca*), which are carried out in accordance with the Public Policy on Comprehensive Reparation and existing environmental regulations, under the supervision and monitoring of the Ministry of the Environment. For the period ending December 31, 2016, approximately 364,240 cubic meters of soil were remediated and 191 sources of pollution were eliminated as part of Project Amazonia Viva. As a result, Petroamazonas was able to recover approximately 4,959 barrels of crude oil during the 2016 period. To date, Petroamazonas has remediated approximately 732,956 cubic meters of soil and eliminated 520 sources of pollution since the implementation of Project Amazonia Viva in 2014.

In 2016, Petroamazonas registered expenses of approximately U.S.\$23.1 million for the implementation of such project and estimate an annual budget of U.S.\$ 31.6 million for 2017.

### ***Safety***

As part of Petroamazonas' operational plan, it has incorporated an occupational health management system and industrial safety policy. As such, Petroamazonas has taken steps to assure the integrity of people's health and installations, including through the revision of technical safety standards to meet the terms of new regulations, technologies and best practices; visualization and analysis of new trends and technologies in safety matters; implementation of training programs; and promotion of industrial safety and occupational health and investing in safety equipment for several of its facilities.

Petroamazonas' employees and contractors are responsible for complying with and enforcing the provisions of this policy. As a result, they are subject to a verification process through periodic audits and assessments. Petroamazonas' employees and contractors receive special training, aimed at raising awareness about the risks of oil activities and compliance with the policies, rules and procedures that have been implemented, with an approach of both preventive and continuous improvement to avoid damages to people, the environment and property.

### **Social Responsibility**

As an state-oil company, Petroamazonas is subject to various social responsibility regulations under Ecuadorian law, including the Organic Law on Public Enterprises, the Hydrocarbons Law, the Environmental Regulation for Hydrocarbons Operations (*Reglamento Ambiental de Actividades Hidrocarburíferas*), and the regulations on the enforcement of social participation mechanisms under the Environmental Management Law (*Reglamento de aplicación de los mecanismos de participación social de la Ley de Gestion Ambiental*).

As part of its commitment to social responsibility, Petroamazonas has established a Community Relations Program with the main purpose of developing a healthy coexistence between it and the communities located within the areas of direct, indirect and regional influence of its operations. The project consists of the development of activities to support the integral growth of communities, mitigation of negative impacts of the operation, as well as the enhancement of positive effects resulting from the operation. The project includes the development of community health, education and culture, self-management, productive projects, organizational support, infrastructure and equipment. In 2016, Petroamazonas incurred capital expenses of approximately U.S.\$21.3 million for the implementation of such project and estimate an annual budget of approximately U.S.\$14.4 million for year 2017.

### **Legal Proceedings**

Petroamazonas is involved in various claims, lawsuits and legal proceedings that arise from time to time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an adverse result in these or other matters that may arise in the future may harm Petroamazonas' business. For information regarding legal proceedings involving the Republic and certain of Petroamazonas' affiliates, see "Overview of the Republic—Legal Proceedings."

### ***Labor Disputes for Wrongful Termination***

On October 26, 2016, 52 of Petroamazonas' former employees initiated an action in the court of first instance in Quito seeking total compensation from Petroamazonas of approximately U.S.\$2.7 million on the following grounds: (i) 12-months' severance pay in accordance with Article 233 of the *Código de Trabajo* (the "Labor Code") for wrongful termination in the context of an effective collective bargaining; and (ii) bonus compensation in accordance with the provisions set forth in the State-Owned Enterprises Law. Petroamazonas does not believe these plaintiffs are entitled to severance on the grounds that they were not party to a collective bargaining agreement with Petroamazonas, as required under applicable law. Further, Petroamazonas believes that claim for bonus compensation is meritless as bonus compensation is subject to goal compliance. Petroamazonas submitted its reply to this complaint and a court hearing has not yet been set.

On February 2, 2017, 14 of Petroamazonas' former employees initiated an action in the court of first instance in Quito seeking total compensation from Petroamazonas of approximately U.S.\$500,000 on the following grounds: (i) 12-months' severance pay in accordance with Article 233 of the Labor Code for wrongful termination in the context of an effective collective bargaining; and (ii) bonus compensation in accordance with the provisions set forth in the State-Owned Enterprises Law. Petroamazonas does not believe these plaintiffs are entitled to severance on the grounds that they were no party to a collective bargaining agreement with Petroamazonas, as required under applicable law. Further, Petroamazonas believes that claim for bonus compensation is meritless as bonus compensations are subject goal compliance. Petroamazonas submitted its reply to this complaint and a court hearing has not yet been set.

### ***Environmental Claims***

On September 10, 2013, plaintiff Marco Tulio Artemnio Reascos Burbano filed a complaint against Petroamazonas in the court of first instance in Joya de la Sachas, claiming damages resulting from a fire cause by a release of hazardous materials that occurred during a period in which Petroecuador was operating in exploratory block 61 (*Auca*). The plaintiff initially claimed damages of U.S.\$500,000, but that amount was later increased to U.S.\$2,500,000. Petroamazonas has asserted to the court that the plaintiff's claim is improper as a matter of mistaken defendant (*falta de legítimo contradictor*) as Petroecuador was the entity operating in the oilfield at the time of the release of hazardous materials. Petroamazonas has further asserted that there were no environmental damages as defined under applicable law, that the plaintiff has improperly consolidated civil and environmental claims in violation of applicable rules of procedure and that the claim is barred under the applicable statute of limitations. In April 2017, the court ruled in favor of Petroamazonas and dismissed the complaint.

On September 11, 2013, plaintiff Luis Rojas filed a complaint against Petroamazonas in the court of first instance in Orellana claiming approximately U.S.\$1.0 million in property damages resulting from a release of hazardous materials in exploratory block 61 (*Auca*). Petroamazonas has asserted to the court that the plaintiff's claim is improper as a matter of mistaken defendant (*falta de legítimo contradictor*) as Petroecuador was the entity operating in the oilfield at the time of the release of hazardous materials, and that there were no environmental damages as defined under applicable law. All procedural stages of the case have concluded, except for the payment of experts by the plaintiff. Once such expenses are paid, the court can proceed to rendering its judgment.

On November 11, 2013, plaintiff Hector Guapi filed a complaint against Petroamazonas in the court of second instance in Sucumbíos claiming property damages resulting from a release of hazardous materials in exploratory block 56 (*Lago Agrío*). The amount of claim damages has not been set. Petroamazonas has asserted to the court that the plaintiff's claim is improper as a matter of mistaken defendant (*falta de legítimo contradictor*) as Petroecuador was the entity operating in the oilfield at the time of the release of hazardous materials. Petroamazonas has further asserted that there were no environmental damages as defined under applicable law, that the plaintiff has improperly consolidated civil and environmental claims in violation of applicable rules of procedure. A settlement hearing was held on March 6, 2017, but no settlement was reached and the case has advanced to the evidentiary phase. No new court date has been set.

On October 22, 2014, nine plaintiffs filed a joint complaint against Petroamazonas in the court of second instance in Sucumbíos, claiming property damages resulting from a release of hazardous materials in exploratory block 59. The amount of claim damages has not been set. Petroamazonas has asserted to the court that the plaintiff's

claim is improper as a matter of mistaken defendant (*falta de legitimo contradictor*) as Petroecuador was the entity operating in the oilfield at the time of the release of hazardous materials. Petroamazonas has further asserted that there were no environmental damages as defined under applicable law, that the plaintiff has improperly consolidated civil and environmental claims in violation of applicable rules of procedure and that the claim is barred under the applicable statute of limitations. Petroamazonas is currently awaiting the court's judgment. However, no date for such judgment has been set.

### ***Early Termination of Contract***

On July 22, 2015, Conbaquerizo Cia. Ltda. filed a complaint against Petroamazonas in administrative court in Quito seeking U.S.\$500,000 in damages for the early termination of Contract GGER No. 2011381 by Petroamazonas. Petroamazonas has asserted that the action lacks merit, and that the plaintiff has wrongfully consolidated actions. The court's notice to begin the evidentiary stage is pending.

### ***Potential Claims***

In February 2017, Petroamazonas closed the restructuring of certain of its accounts payable. Petroamazonas was not able to successfully negotiate a restructuring of all of its material accounts payable with its vendors and service providers. While Petroamazonas continues to negotiate with certain vendors and service providers, such vendors and service providers may be entitled to bring claims against it in respect of outstanding accounts payable. See "Petroamazonas' Business—Restructuring of Payments due under Petroamazonas' Services Agreements" for more information.

## THE REPUBLIC OF ECUADOR

### Territory, Population and Society

Ecuador is one of the smallest countries in South America, covering an area of approximately 99,054 square miles (256,549 square kilometers). Located on the north-western coast of the continent, it shares a 950-mile border with Peru to the south and the east, a 373-mile border with Colombia to the north, and a 1,452-mile coastline to the Pacific Ocean to the west.

Ecuador encompasses a wide range of geographic areas and climates, including the Pacific coastal plains, the Sierra (consisting of the Andean highland region), the Oriente (characterized by the Amazonian tropical rain forest) and the Galapagos Islands region located in the Pacific Ocean approximately 600 miles from the coast. The Republic is traversed by the equator and lies entirely in the north and south tropical zones. The country's regional climates vary depending on altitude. The climate is tropical in the Pacific coastal plains and the Oriente, predominantly temperate in the Sierra, and maritime in the Galapagos Islands.

Ecuador has several active volcanoes, some of which have shown increased activity in the past several years. When it occurs, the irregular 'El Niño' climatic phenomenon has caused heavy rains, landslides, widespread flooding and hotter temperatures across Ecuador. In 2012, forest fires occurred in many areas of Ecuador. The Pichincha province on the outskirts of Quito was particularly affected.

On October 26, 1998, Ecuador and Peru signed a comprehensive peace agreement that ended a long-standing territorial dispute concerning territory in the Oriente region. Although the territorial conflict spanned more than a century, the treaty ended multiple hostile encounters between the two governments over the course of the previous four years. As a result of this treaty, the two countries presented joint plans for the development of infrastructure and commerce in the border region.

On March 1, 2008, Colombian forces raided a camp of the *Fuerzas Armadas Revolucionarias de Colombia* ("Revolutionary Armed Forces of Colombia" or "FARC"), which was located in Ecuadorian territory. This led to the death of FARC's leader, Raúl Reyes. Despite some brief tensions that resulted in the end of diplomatic relations with Colombia, the restoration of diplomatic relations between both countries was announced in November of 2010 by the presidents of Ecuador and Colombia, Rafael Correa and Juan Manuel Santos, respectively, during the UNASUR summit in Guyana.

According to projections based on the 2010 census conducted by the INEC, in 2016, the total population of Ecuador is approximately 16.5 million. Approximately 50.2% of the population live in the Pacific coastal plains, 44.5% live in the Andean highlands, 5.1% in the Oriente and 0.2% in the Galapagos Islands. From 2001 to 2010, the population grew at an average annual rate of 1.9%, down from 2.05% between 1990 and 2001. Approximately 63.6% of the population is urban. Guayaquil, which is located on the coast, is the largest city with 2.6 million inhabitants. Quito, the country's capital, has a population under 2.6 million and is located in the highlands at 2,850 meters above sea level. Cuenca is the third largest city with 591,996 inhabitants, and is also located in the Andean highlands. Spanish is the official language, while Quechua and Shuar are considered official languages for intercultural relations.

Historically, Ecuador has been a Catholic country and while the country remains predominantly Catholic, evangelical Christianity has become increasingly popular.



The following chart sets forth certain demographic characteristics for Ecuador in the time period specified:

### Demographic Characteristics

	2012	2013	2014	2015	2016
<b>Total population (million)</b> .....	15.5	15.8	16.0	16.3	16.5
Female (%).....	50.4	50.5	50.5	50.5	50.5
Male (%) .....	49.6	49.5	49.5	49.5	49.5
Urban (%) .....	63.0	63.2	63.3	63.4	63.6
Rural (%).....	37.0	36.8	36.7	36.6	36.4
<b>Functional age groups (%)</b>					
Child (0–14).....	31.8	31.5	31.1	30.7	30.3
Adult (15–64).....	61.6	61.9	62.2	62.5	62.8
Elderly (65+).....	6.6	6.7	6.7	6.8	6.9
<b>Demographic Indicators</b>					
Average Annual Growth (%) .....	1.7	1.6	1.6	1.6	1.5
<b>Birth Rate (per thousand)</b>	4.1	4.0	3.9	4.0	n/a
Infant Mortality Rate (per 1,000 live births) .....	8.8	8.6	8.4	8.9	n/a
Fertility Rate (per woman).....	2.7	2.6	2.6	2.5	2.5
<b>Average Life Expectancy (age)</b>					
Female.....	78.3	78.6	78.8	79.1	79.3
Male.....	72.7	72.9	73.2	73.4	73.7
Overall.....	75.5	75.8	76.0	76.2	76.5

Source: Based on data from INEC.

The following table sets forth certain comparative information for Ecuador in 2015 relative to certain countries:

### Selected Comparative Social Statistics <sup>(1)</sup> As of December 31, 2015

	Ecuador	Bolivia	Paraguay	Honduras	Guatemala	Costa Rica	United States
Average life expectancy.....	75.8	68	73	73	71	79	79
Adult literacy rate.....	94%	94%	95%	87%	77%	97%	n/a
Expected years of schooling.....	9.8	13.9	12.3	11.2	10.7	15.1	16.5
<u>Population below poverty line.....</u>	23.3%	39.1%	22.6%	49.3%	53.7%	21.7%	n/a

Source: Ecuador data based on INEC projections as of December 31, 2015, remaining country data based on World Bank data available as of December 31, 2015.

(1) In Ecuador, as of December 2015, the poverty line was U.S.\$83.79/month, per household.

### Pedernales Earthquake

Ecuador is located in an active seismic area where the risk of an earthquake or tremors is high. On April 16, 2016, the Pedernales Earthquake, a 7.8 magnitude earthquake, struck the northern coast of Ecuador above the convergent boundary where the Nazca tectonic plate subducts beneath the South American tectonic plate. Ecuador has a history of serious earthquakes relating to this convergent boundary, with seven earthquakes with a magnitude of seven or higher occurring in this zone since 1900.

The epicenter of the Pedernales Earthquake was located between the provinces of Esmeraldas and Manabí and approximately 110 miles from Quito. According to situation bulletin Number 65 published by the Secretary of Risk Management, as of May 16, 2016, the number of fatalities from the Pedernales Earthquake had risen to 661, while 6,274 people sustained injuries, 28,678 people and 7,356 families remained in shelters, 18,663 buildings sustained damage and 808 schools sustained damage or remained under investigation. On April 17, 2016, President Correa issued Executive Decree No. 1001, declaring a state of emergency in the provinces of Esmeraldas, Manabí, Santa Elena, Santo Domingo de los Tsáchilas, Los Rios and Guayas due to the negative impact of the natural disaster.

Significant aftershocks followed the initial earthquake, including eight aftershocks with a magnitude above six on the Richter scale as of the date of this Remarketing Circular. While the damage from aftershocks occurring in

the five week period following the earthquake was minimal, aftershocks of 6.8 and, 6.7 magnitudes which occurred on May 18, 2016 led to one fatality and left an additional 85 people injured.

An evaluation conducted by SENPLADES, INEC and various ministries estimates that the cost of reconstructing the infrastructure damaged by the Pedernales Earthquake, including adding earthquake resistant features, is approximately U.S.\$3.3 billion (approximately 2-3% of Ecuador's GDP) out of which U.S.\$2.3 billion would come from the public sector and U.S.\$1.1 billion would come from the private sector. Without taking into account the cost of reconstruction, damage from the earthquake had an impact of -0.7% on the growth of Ecuador's GDP in 2016, and, as of December 2016, an impact of -9.8% on the growth of GDP in Manabí, the province in which 95% of the damages caused by the earthquake are concentrated. In response to the earthquake, President Correa empowered the Ministry of Finance to reallocate public funds, other than those allocated toward health and education, toward reconstruction efforts through Article 3 of Executive Decree No. 1001 and proposed a series of measures to help finance reconstruction pursuant to his authority under Articles 120 and 140 of the 2008 Constitution.

On May 20, 2016, the Law of Solidarity was published and became effective. The Law of Solidarity includes the following measures:

- increasing the value added tax by 2% (from 12% to 14%) for one year starting June 1<sup>st</sup>, 2016, of which an additional 2% may be refunded if payments are made with electronic money (i.e. a 4% VAT reimbursement applies in payments made with electronic money);
- a one-time contribution by natural persons equal to 0.9% of an individual's total assets for individuals whose total assets exceed U.S.\$1 million;
- a one-time contribution by corporations equal to 3% of their 2015 taxable income; and
- a one-time contribution of a day's salary for one month for those earning more than U.S.\$1,000 a month; a one-time contribution of a day's salary for two months for those earning more than U.S.\$2,000 a month, and similarly until a limit of a one-time contribution of one day's salary for five months for those earning more than U.S.\$5,000 a month.

President Correa also indicated that Ecuador would draw from existing contingent credit lines, including a U.S.\$150 million credit line with the World Bank, a U.S.\$240 million credit line with IDB, and a U.S.\$100 million with the CAF, and would explore the possibility of selling certain assets of the Republic, including the Sopladora 487 MW hydroelectric plant, Banco del Pacífico S.A., the Corporación Nacional de Telecomunicaciones, and other state owned utilities. Additionally, on July 8, 2016, the IMF approved a U.S.\$364 million facility to help Ecuador meet costs related to damages to infrastructure, housing, and agriculture caused by the Pedernales Earthquake. The IMF disbursed the U.S.\$364 million loan through a single, upfront disbursement with no conditionality. Ecuador received the funds under IMF rapid financing instrument. The funds from the IMF financing arrangement contributed to the increase in international reserves from March 31, 2016 to March 31, 2017. On July 8, 2016, the Executive Board of the IMF concluded its annual Article IV consultation with Ecuador.

To date, four sources of financing being used to address relief and restoration efforts in relation to the Pedernales Earthquake include the General State Budget, proceeds from the Law of Solidarity, contingent lines of credit and national and international donations. On August 15, 2016, Fausto Herrera, former Minister of Finance, allocated U.S.\$888 million for immediate attention to relief and restoration efforts in relation to the Pedernales Earthquake.

## **Historical Background**

Until 1553, what is now Ecuador formed part of the northern Inca Empire. Under Spanish rule, Ecuador became a seat of the Spanish colonial government in 1563 and part of the Viceroyalty of New Granada in 1717. The territories of the Viceroyalty (New Granada (Colombia), Venezuela and Quito) gained their independence between

1819 and 1822 and formed a federation known as Gran Colombia. Quito withdrew from the Gran Colombia federation in 1830, and formed what was then known as the “Republic of the Equator.”

The next 150 years were marked by domestic political instability and international border conflicts. Particularly, after the withdrawal from Gran Colombia, Ecuador saw a power struggle between conservatives from Quito and liberals from Guayaquil. Internationally, between 1904 and 1942, Ecuador lost territories in a series of conflicts with its neighbors, including a war with Peru in 1941.

After World War II, Ecuador saw periods of democratic rule juxtaposed with military dictatorships. Despite this instability, Ecuador’s banana industry boomed in the 1950s as it became one of the largest exporters of the fruit in the world. In the 1970s, the discovery of new petroleum fields in the eastern provinces transformed Ecuador into a producer of oil and made oil the Republic’s most important export commodity. The rise in oil exports fuelled economic growth and brought sharp increases to spending and employment, financed mainly by external borrowing and oil revenues.

Although Ecuador marked 25 years of civilian governance in 2004, the period was marked by political instability. Protests in Quito contributed to the mid-term ouster of three of Ecuador’s last four democratically elected Presidents. In 2006, current president Rafael Correa was elected with 56.67% of the vote. Under his administration, which began in January 2007, voters approved the 2008 Constitution, Ecuador’s 20th constitution since gaining independence. President Correa was reelected in general elections held in February 2013 with 57.17% of the vote and his term will end in May 2017.

### **Form of Government**

Ecuador is a republic, with powers divided among five branches of government: executive, legislative, judicial, transparency and social control, and electoral branches. The 2008 Constitution provides for concurrent four-year terms of office for the President, Vice President, and members of the National Assembly. Presidents and legislators may be re-elected immediately. Citizens must be at least 16 years of age to vote.

The President is the head of Government and head of state, and is elected by direct popular vote for a four-year term. The President’s duties include the enforcement of the Constitution, the establishment of economic, trade and foreign policy, and the enforcement of domestic law and order. The President is also commander-in-chief of the armed forces and appoints ministers and heads the Government’s cabinet. President Correa came into office in January 2007 under the previous Constitution, and is currently nearing the end of his second term under the 2008 Constitution, after being re-elected in general elections held in February 2013.

The 2008 Constitution establishes a single chamber national assembly elected through direct popular vote for a four-year period (the “National Assembly”). The National Assembly has 137 representatives, of which 15 are elected at the national level, two are elected per province, one additional provincial representative for every 200,000 inhabitants above 150,000 per province threshold, and six for Ecuadorians living abroad.

On February 19, 2017 (the “2017 Election”) the presidential election was held with eight candidates. Lenin Moreno of President Correa’s Alianza PAIS came in first with 39.36% of the vote and Guillermo Lasso of the CREO - SUMA party, came in second with 28.09% of the vote. Also, on February 19, a congressional election was held with Alianza PAIS preserving control of the legislative assembly by winning the majority of seats with 74 seats, CREO-SUMA with 28 seats and PSC with 15 seats, respectively. Since no candidate gained an outright victory of 50% of the vote or at least 40% of the vote with an additional ten points of advantage over the candidate in second place for the presidential election, a run-off election between Mr. Moreno and Mr. Lasso was held on April 2, 2017. Mr. Moreno was elected President with 51.15% of the vote. The CNE declared Mr. Moreno as president elect on April 4, 2017. Both the OAS and the UNASUR monitored the elections and recognized the transparency of the electoral process and the election results. On April 13, 2017, CNE approved the recount of approximately 11.2% of the total ballots cast in the run-off election due to a claim of alleged inconsistencies by CREO-SUMA and Alianza PAIS. On April 18, CNE broadcast a live recount of the ballots subject to the claim. International observers, political delegates of Alianza PAIS and representatives of social organizations monitored the recount. The recount ratified Mr. Moreno as the winner of the run-off election with 51.16% of the votes.

The following table shows the current composition of the National Assembly as of March 2017:

Legislative Assembly Composition by Political Party	
<u>Political Party</u>	<u>March 2017 Number of Members</u>
Alianza PAIS .....	81
PAIS-PACHAKUTIK .....	3
PAIS-Unidad Primero .....	8
PAIS-Mov. Aut. Reg. ....	4
PAIS-Partido Social Frente Amplio .....	4
Avanza .....	5
CREO .....	9
PSC CREO .....	2
PSP .....	5
PSC-Madera de Guerrero .....	4
PSC .....	2
Alianza UP IZQ .....	4
Others .....	6
<b>Total .....</b>	<b>137</b>

*Source: National Assembly of the Republic of Ecuador.*

The following table shows the composition of the National Assembly as of May 2017:

<u>Political Party</u>	<u>May 2017 Number of Members</u>
Alianza PAIS	74
CREO – SUMA	28
PACHAKUTIK	4
PACHAKUTIK – Izquierda Democrática	1
Izquierda Democrática	3
Fuerza Democrática	1
CREO	4
SUMA	2
PSP	2
PSC	15
Others	3
<b>Total</b>	<b>137</b>

*Source: El Telegrafo*

Ecuador is administratively divided into 24 provinces and 221 municipalities. Each province is governed by a prefect who is popularly elected. The Government also designates a governor for each province that coordinates and administers the initiatives of the Government; while mayors, who are elected by popular vote, govern municipalities. Each of the 24 provinces has a popularly elected provincial council headed by a prefect. A municipal council is responsible for the government of each municipality. All provincial and municipal officials are popularly elected to four-year terms.

The judicial system consists of the *Corte Nacional de Justicia* (“National Court of Justice”); *Cortes Provinciales de Justicia* (“Provincial Courts of Justice”); and *Tribunales Unidades Judiciales* (“First Instance Courts”). The National Court of Justice is composed of 21 judges appointed by the *Consejo de la Judicatura* (“Judiciary Council”), which is in charge of regulating, administering and auditing the judicial branch. The Judiciary Council is comprised of nine standing members with their respective alternates, who perform their duties for a six-year term of office and cannot be reelected. The designation of the standing members of the Judiciary Council and their alternates takes place by a competitive merit-based examination process, subject to citizen oversight. Issues relating to the 2008 Constitution, including the modification or amendment thereof, are reserved to

the Constitutional Court. The Constitutional Court is composed of nine members who are selected by a commission composed of eight members appointed from the various branches of government. Each member of the Constitutional Court is appointed to a nine-year term and may be re-elected at the end of their term.

In addition, the 2008 Constitution recognizes the possibility for indigenous communities to exercise their judicial authority in accordance with their traditions and their own sets of rules. The exercise of this authority must comply, and must not conflict with, the rights set forth by the 2008 Constitution and by international treaties ratified by the Republic.

The 2008 Constitution also creates two additional branches of government. *La Función de Transparencia y Control Social* (the “Transparency and Social Control Branch”) is intended to serve as the auditor of the Government and of private entities that contribute to the Republic’s general welfare. It is comprised of the *Contraloría General del Estado* (the “Office of the Comptroller General”), the *Consejo de Participación Ciudadana y Control Social* (the “Counsel of Citizen Participation and Social Control”), various superintendent organizations including the *Superintendencia de Bancos* (“Superintendent of Banks”), and the *Defensoría del Pueblo* (the “Public Defender”). The Counsel of Citizen Participation and Social Control appoints the chief executive of each superintendent organization, Office of the Comptroller General, the Public Defender and the Attorney General. It is also the entity principally responsible for corruption investigations and establishing citizens’ committees for public consultation prior to the enactment of laws according to the 2008 Constitution. The purpose of these citizens’ committees is to increase citizen participation and involvement in the democratic process and create an informed population who perform an active role in the enactment of laws.

The purpose of the *Función Electoral* (the “Electoral Branch”) is to provide oversight for the Republic’s political parties and elections. The Electoral Branch is comprised of the *Consejo Nacional Electoral* (“National Electoral Council”) and the *Tribunal Contencioso Electoral* (the “Electoral Dispute Settlement Court”). The National Electoral Council organizes and oversees elections to ensure transparency and compliance with election law, supervises the activities of political parties, and establishes a civil registry. The Electoral Dispute Settlement Court hears and resolves, among others things, disputes regarding campaign finance violations and settles election results appeals.

## **Memberships in International Organizations and International Relations**

### *International Organizations*

Ecuador has diplomatic relations with approximately 102 countries, and is a member of a number of international organizations, some of which include the United Nations, OPEC, the OAS, the World Health Organization, the Community of Latin American and Caribbean States (“CELAC”), and UNASUR.

In 2007, Ecuador rejoined OPEC as a full member after 15 years of absence, having left due to OPEC’s membership fee and its increase in production quotas. Ecuador decided to rejoin OPEC due to benefits of the global producer network and the access to information that OPEC provides to its members. In September 2014, Ecuador joined OPEC’s Fund for International Development, a development fund to stimulate economic growth and alleviate poverty in disadvantaged regions of the world.

On July 2, 2009, President Correa issued a decree declaring that Ecuador was terminating its agreement as a member of the ICSID. The decree stated that the ICSID Convention violated principles of sovereignty enshrined in Article 422 of Ecuador’s 2008 Constitution, which provides the rules for submission to arbitration proceedings by Ecuador as a sovereign. Notwithstanding the foregoing, Ecuador is a member of UNCITRAL and is still a party to the New York Convention on the Recognition and Enforcement of Foreign Arbitral Awards of 1958.

Ecuador continues to be a member of both the IMF and the World Bank. On July 8, 2016, the IMF approved a U.S.\$364 million facility to help Ecuador meet costs related to damages to infrastructure, housing, and agriculture caused by the Pedernales Earthquake. The World Bank has provided several recent project level financing for projects in infrastructure, irrigation, transport and sanitation. These projects include the Chimborazo

Development Investment project in 2007 and the Quito Metro line project in 2012. See “The Ecuadorian Economy—Strategic Sectors—Transportation.” For more information, see “Monetary System—the Central Bank.”

### *Treaties and Other Bilateral Relationships*

Ecuador is party to bilateral investment treaties with Argentina, Bolivia, Canada, Chile, China, Costa Rica, France, Germany, Spain, Italy, the Netherlands, Peru, Russia, Spain, Sweden, Switzerland, the United Kingdom, the United States, and Venezuela. On May 3, 2017, the National Assembly rejected certain of these bilateral investment treaties, including those with the United States, Canada, Spain, China and Italy on the basis that these treaties favored private investors over the interests of the Republic. This rejection has the effect of initiating a process of withdrawal of Ecuador from these bilateral investment treaties, although the negotiation of new bilateral investment treaties with certain of these countries is under consideration. Investments made during the term of these treaties will still be subject to its protections despite Ecuador’s withdrawal which could have an effect on prospective investments following withdrawal. Bilateral investment treaties with the following countries have either been terminated or expired: Cuba, the Dominican Republic, El Salvador, Finland, Guatemala, Honduras, Nicaragua, Paraguay, Romania and Uruguay.

In addition, on December 12, 2014, representatives from Ecuador’s Ministry of Foreign Commerce signed a trade agreement with the European Union. For more information see “Balance of Payments and Foreign Trade—Foreign Trade—Trade Policy.”

On August 24, 2016, the Central Bank of Ecuador and the Central Bank of Iran (Bank Markazi Jomhuri Islamic Iran) signed a memorandum of understanding and a banking and payment arrangement. The two documents provide for mechanisms to set up accounts, netting of payments and other payment arrangements between the two central banks to facilitate future payments of exports between Iran and Ecuador. A third document was signed by the *Agencia Ecuatoriana de Aseguramiento de Calidad del Agro de la República del Ecuador* (the “Agency for the Quality Assurance of Agriculture of Ecuador”) and the Plant Protection Organization of the Islamic Republic of Iran.

The document is a memorandum of understanding that establishes a framework for bilateral cooperation in plant quarantine methods in accordance with the International Plant Protection Convention. Ecuador previously entered into two other cooperative agreements with Iran. The first, signed in October 2011, is a memorandum of understanding that establishes a framework for bilateral cooperation on health initiatives. The second, signed in June 2012, is a commercial agreement that establishes a framework for any future commercial trade between Iran and Ecuador.

On November 11, 2016, Ecuador signed a trade agreement with the European Union Council. The agreement will allow Ecuadorian products (including fishing products, bananas, flowers, coffee, cocoa, fruits, and nuts) to have greater access to the European market. The Ministry of Foreign Commerce estimates that this agreement will increase the Ecuadorian supply of goods into and from the European Union by 1.6% until 2020. Both the European Union and Ecuador intend to implement the trade agreement on a provisional basis beginning in January 2017.

### *Regional Organizations*

Ecuador also maintains close ties with most of its neighboring countries and participates in several regional arrangements to promote trade, investment and services. As a member of the Latin American Integration Association (“ALADI”), a regional external trade association, Ecuador and the other signatories (Argentina, Bolivia, Brazil, Chile, Colombia, Cuba, Ecuador, Mexico, Panama, Paraguay, Peru, Uruguay and Venezuela) have worked to remove regional trade restrictions among member nations. Ecuador also forms part of the *Comunidad Andina de Naciones* (“Community of Andean Nations”) along with Colombia, Peru and Bolivia. Among the organization’s greatest achievements is the free flow of merchandise of Andean origin and the free mobility of member state citizens. Ecuador is also a member of the *Alianza Bolivariana para los Pueblos de nuestra América Latina* (“ALBA”) along with Venezuela, Bolivia, Cuba, and other Caribbean nations. In February 2012, ALBA members signed an agreement to create an *espacio de interdependencia*, a shared economic development zone between all members. Ecuador is also linked to Mercosur (comprised of Argentina, Brazil, Paraguay, Uruguay and Venezuela), as an associate member and has been invited to participate as a full member and is a member of CAF, who has

helped Ecuador finance several transportation and infrastructure projects. In November 2016, Ecuador entered into the Protocol of Accession of Ecuador to the Trade Agreement with Colombia and Peru along with the EU, Colombia and Peru.

In 2008, Ecuador, along with eleven other nations (Argentina, Bolivia, Brazil, Colombia, Chile, Guyana, Paraguay, Peru, Uruguay, Venezuela and Suriname) signed a treaty establishing the Union of South American Nations. The organization's General Secretariat has its permanent headquarters in the city of Quito, while its Parliament will be located in the Bolivian city of Cochabamba. As of 2010, Ecuador forms part of the CELAC. CELAC promotes the integration and development of Latin American nations.

Ecuador is a party to the United Nations Convention on Narcotic Drugs. Since 1990 the *Consejo Nacional de Control de Sustancias Estupefacientes y Psicotrópicas* (the "National Counsel for the Control of Narcotics and Psychotropic Drugs" or "CONSEP") has dictated policy against drug trafficking. In July 2013, pursuant to CONSEP's recommendation to decrease the illicit market for narcotics, the Ecuadorian penal code was reformed to decriminalize certain amounts of narcotics, including marijuana and cocaine. In the same month, Ecuador unilaterally rejected further benefits from preferential tariff program provided by the United States government under the Andean Trade Promotion and Drug Eradication Act (the "ATP-DEA"). These benefits bestowed preferential treatment to certain Ecuadorian products in exchange for the Republic's efforts in combating drug trafficking in Ecuador. The rejection of the tariff program ends tax-free treatment of approximately U.S.\$223 million worth of goods exported by Ecuador into the U.S. per year. The rejection of the ATP-DEA benefits, as well as the penal code reforms, reflect a change in Ecuador's approach towards narcotics. According to CONSEP, this change is a policy that "criminalizes the drug, but protects the rights of the addict." The policy reflects the guideline set by Article 364 of the 2008 Constitution, which defines addiction as a public health problem and states that addicts must not be criminalized nor suffer an infringement of their rights due to their addictions.

## THE ECUADORIAN ECONOMY

### Gross Domestic Product

In 2011, the economy grew by 7.9% in real terms, the highest growth rate in the last decade. Foreign debt reached U.S.\$10.06 billion, primarily due to a loan with the China Development Bank in the amount of U.S.\$2 billion. This total external debt amount represented 12.7% of GDP, while annual year-end inflation for the year was 5.4%.

In 2012, the economy of Ecuador grew by 5.6% in real terms, which was mainly driven by an increase in fixed capital formation and public sector consumption, 10.6% and 11.4%, respectively. Gross fixed capital formation in 2012 increased, in real terms, by U.S.\$1.58 billion due to the various infrastructure projects and public sector investments undertaken by Ecuador that year. For more information, see “The Ecuadorian Economy—Strategic Sectors of the Economy—Electricity and Water.” Foreign debt reached U.S.\$10.87 billion, which represented 12.4% of GDP, while the annual year-end inflation for the year was 4.2%.

In 2013, the economy of Ecuador grew by 4.9% in real terms, which was mainly driven by continued increases in fixed capital formation and public sector consumption, which increased by 10.4% and 10.3%, respectively. Foreign debt reached U.S.\$12.92 billion, which represented 13.6% of GDP, while the annual year-end inflation for the year was 2.7%.

In 2014, the economy of Ecuador grew by 4.0% in real terms, which increase was mainly due to the continuing growth of the construction and manufacturing sectors of the economy. Year-end external debt for 2014 reached U.S.\$17.58 billion, which represents 17.2% of GDP, while the annual year-end inflation for the year was 3.7%.

In 2015, the economy of Ecuador grew by 0.2% in real terms. This decreased level of growth when compared with prior years was mainly due to decreased revenues resulting from the decline in the price of oil. Year-end external debt for 2015 reached U.S.\$20.23 billion, which represents 20.2% of GDP, an increase of 15.0% compared to 2014. This increase was primarily due to the issuance of the 2020 Bonds. The rate of unemployment increased from 3.8% in 2014 to 4.8% in 2015 due to a general slowdown of the economy in 2015 that led to job losses in both the private and public sectors. Inflation for the 12-month period ending in December 2015 decreased from 3.7% in 2014 to 3.4% in 2015 due to a decrease in the price of certain foods, primarily shrimp and chicken.

Inflation for the 12-month period ending in December 31, 2016 decreased to 1.1% from 3.4% for the 12-month period ending December 31, 2015. This decrease is due to a decrease in the price of certain garments, motor vehicles and fruits and vegetables as a result of competition from Peruvian agricultural products entering the market, the impact on the price of imported goods as a result of a stronger dollar and the application of certain additional tariffs. Inflation decreased from 2.3% for the 12-month period ended March 31, 2016 to 0.96% for the 12-month period ended March 31, 2017 due to a decrease in price of certain products including large household appliances, sound and image recording equipment, garments for women, motor vehicles and frozen or refrigerated fresh poultry, as a result of a stronger dollar and the application of certain additional tariffs.

On April 10, 2017, the Central Bank published information regarding GDP for 2016. Real GDP for 2016 was U.S.\$69,321 million, compared to U.S.\$70,354 million in 2015, representing a decrease of 1.5% in real terms. This decrease is mainly due to the decline in the price of oil, a stronger dollar and the impact of the Pedernales earthquake.



## Real and Nominal GDP

(in millions of U.S. dollars, except percentages)

	For the Year Ended December 31,				
	2012	2013	2014	2015	2016
Real GDP (in millions of U.S.\$) .....	64,362	67,546	70,243	70,354	69,321
Real GDP growth .....	5.6%	4.9%	4.0%	0.2%	-1.5%
Nominal GDP .....	87,925	95,130	102,292	100,177	97,802

Source: Based on figures from the Central Bank Quarterly National Accounts for the Fourth Quarter of 2016.

## Nominal GDP by Economic Sector <sup>(1)</sup>

(in millions of U.S. dollars, except for percentages)

	For the Year Ended December 31,									
	2012	% of GDP	2013	% of GDP	2014	% of GDP	2015	% of GDP	2016	% of GDP
Manufacturing <sup>(2)</sup> .....	10,740	12.21	11,974	12.59	13,879	13.57	13,815	13.79	13,628	13.93
Construction .....	9,379	10.67	10,013	10.53	10,869	10.63	10,719	10.70	9,428	9.64
Petroleum .....	11,092	12.62	11,545	12.14	10,915	10.67	4,410	4.40	3,842	3.93
Trade (commerce) .....	9,054	10.30	9,977	10.49	10,555	10.32	10,501	10.48	9,924	10.15
Agriculture .....	6,564	7.47	7,231	7.60	8,114	7.93	8,452	8.44	8,429	8.62
Community services .....	6,943	7.90	7,513	7.90	7,879	7.70	8,679	8.66	8,743	8.94
Government services <sup>(3)</sup> .....	5,500	6.26	6,051	6.36	6,610	6.46	6,938	6.93	6,518	6.66
Administrative activity <sup>(4)</sup> .....	5,712	6.50	6,550	6.89	7,149	6.99	6,920	6.91	6,741	6.89
Transportation .....	3,860	4.39	4,300	4.52	4,523	4.42	4,469	4.46	4,516	4.62
Finance and insurance .....	2,761	3.14	2,591	2.72	3,180	3.11	3,332	3.33	3,388	3.46
Telecommunications .....	1,914	2.18	2,021	2.12	2,171	2.12	2,039	2.04	1,845	1.89
Electricity and water .....	1,046	1.19	1,066	1.12	1,302	1.27	1,557	1.55	1,804	1.85
Shrimp .....	462	0.53	516	0.54	491	0.48	393	0.39	418	0.43
Mining .....	289	0.33	305	0.32	337	0.33	354	0.35	344	0.35
Others <sup>(5)</sup> .....	12,609	14.34	13,477	14.16	14,317	14.0	17,598	17.57	18,232	18.64
<b>Total GDP .....</b>	<b>87,925</b>	<b>100</b>	<b>95,130</b>	<b>100</b>	<b>102,292</b>	<b>100</b>	<b>100,177</b>	<b>100</b>	<b>97,802</b>	<b>100.0</b>

Source: Based on information from the Central Bank.

(1) Table measures gross value added by economic sector and corresponding percentage of Nominal GDP.

(2) Includes manufacturing other than petroleum refining.

(3) Includes Public Defense and Social Security Administration.

(4) Includes Professional and Technical Administration.

(5) Includes fishing, petroleum refining, hospitality and food services, domestic services, and other elements of GDP.

The following table sets forth Ecuador's real GDP growth by expenditure as a percentage of total real GDP growth for the periods presented.

### Real GDP and Expenditure Growth

(Percentage change from previous comparable period based on 2007 prices)

	For the Year Ended December 31,				
	2012	2013	2014	2015	2016
Real GDP Growth .....	5.6	4.9	4.0	0.2	-1.5
Import of goods & services <sup>(1)</sup> .....	0.8	7.0	4.3	-8.6	-6.4
<b>Total Supply of Goods &amp; Services</b>	<b>4.5</b>	<b>5.4</b>	<b>4.1</b>	<b>-1.9</b>	<b>-2.6</b>
Public Sector Consumption .....	11.1	10.3	5.2	0.6	-3.3
Private Consumption .....	2.9	3.9	3.4	-0.1	-1.9
Gross Fixed Capital Formation .....	10.6	10.4	3.8	-5.9	-8.0
Exports of goods and services <sup>(1)</sup> .....	5.5	2.6	4.2	-0.4	-0.3
<b>Total Final Demand</b> .....	<b>4.5</b>	<b>5.4</b>	<b>4.1</b>	<b>-1.9</b>	<b>-2.6</b>

Source: Based on figures from the Central Bank Quarterly National Accounts for the Fourth Quarter of 2016.

(1) Corresponds to figures from "Real GDP by Expenditure" table.

The following table sets forth Ecuador's per capita GDP statistics for the periods indicated.

### Per Capita GDP

	For the Year Ended December 31,				
	2012	2013	2014	2015	2016
Per capita Nominal GDP (current U.S.\$) .....	5,665	6,030	6,382	6,154	5,917
Per capita Real GDP .....	4,147	4,282	4,383	4,322	4,194
Population (in thousands) <sup>(1)</sup> .....	15,521	15,775	16,027	16,279	16,529

Source: Based on figures from the Central Bank Quarterly National Accounts for the Fourth Quarter of 2016.

(1) Population figures correspond to projected population annual figures from 2010 census.

The following table sets forth the real GDP growth by expenditure for the periods indicated.

### Real GDP by Expenditure

(in millions of dollars)

	For the Year Ended December 31,				
	2012	2013	2014	2015	2016
Consumption					
Public Sector Consumption .....	8,712.1	9,609.8	10,111.9	10,172.3	9,831.8
Private Consumption .....	40,361.9	41,942.3	43,375.8	43,313.2	42,510.0
Total Consumption .....	49,074.0	51,552.1	53,487.7	53,485.5	52,341.8
Gross Investment					
Gross Fixed Capital Formation .....	16,496.2	18,214.1	18,904.8	17,797.9	16,367.0
Change in Inventory .....	380.3	261.3	460.2	-101.7	230.7
Exports of goods and services <sup>(1)</sup> .....	17,756.0	18,210.3	18,974.5	18,904.0	18,844.5
Imports of goods and services <sup>(1)</sup> .....	19,344.1	20,691.6	21,584.1	19,731.9	18,462.6
Real GDP .....	64,362.4	67,546.1	70,243.0	70,353.9	69,321.4

Source: Based on figures from the Central Bank Quarterly National Accounts for the Fourth Quarter of 2016.

(1) The exports and imports figures in this chart are adjusted for inflation and reflect the contribution of exports and imports to GDP. They differ from the nominal exports and imports in the "Balance of Payments" table and stand-alone exports and imports tables in the "Exports-(FOB)" and "Imports-(CIF)" tables in the Remarketing Circular.

## **Economic and Social Policies**

Since taking office in 2007, President Correa has sought to reform certain aspects of the Ecuadorian economy in order to comply with constitutional mandates. Certain reforms were undertaken as legislative proposals, which require the National Assembly's approval. Other reforms were undertaken by the executive branch and do not require legislative approval. The reforms were consistent with the Correa administration's objective to promote economic growth, while reducing poverty and inequality and fostering social progress. Below is a brief description of the most relevant major economic and financial reform initiatives since 2008.

### ***The 2008 Constitution***

Upon taking office, President Correa believed that significant reforms were necessary to rectify years of corruption, especially in regards to economic and financial matters. To do so, President Correa called for a referendum to write a new constitution, which was approved by the electorate and the National Assembly. The 2008 Constitution provided the foundation for the economic and financial reform initiatives of his administration.

One of the most important objectives of the 2008 Constitution was to grant control over the Central Bank to the executive branch. Section 6, Article 303 of the 2008 Constitution states that "the drafting of monetary, credit, foreign exchange and financial policies is the exclusive power of the executive branch and shall be implemented through the Central Bank" hence limiting the autonomy and authority of the Central Bank for the purpose of effective implementation of reforms by the executive branch and its agencies.

Another relevant reform embedded in the 2008 Constitution is the creation of a debt and finance committee (the "Debt and Finance Committee"), tasked with evaluating and approving issuances or incurrence of sovereign debt. The Debt and Finance Committee is comprised of the President or his delegate, the Minister of Finance or his delegate, and the National Secretary of Planning and Development or his delegate. The sub-secretary in charge of public debt, Undersecretary of Public Finance, acts as the secretary for the committee. See "Public Debt—General." Other important reforms include the establishment of limitations on the proceeds of public borrowing (Article 289) (see "Public Debt—General"), the establishment of presidential term limits (Article 144 of the 2008 Constitution) (see "The Republic of Ecuador—Form of Government"), the requirement of an evaluation structure for any public program in conjunction with the National Development Plan (Article 297 of the 2008 Constitution), and the establishment of the Treasury Account or the administration of the general budget (Article 299). In May 2011, certain amendments to the 2008 Constitution were approved by popular referendum. The most debated amendments included the change to the Judiciary Council to its current make up (see "The Republic of Ecuador—Form of Government"), and the prohibition of owners of media companies to own stock in non-media companies.

On June 26, 2014, the President of the National Assembly submitted a request to the Constitutional Court soliciting their opinion as to whether certain proposals, including one that would allow for re-election of the President of Ecuador for an indefinite number of terms, were constitutional amendments or constitutional reforms. Constitutional amendments require only the approval of two-thirds of the National Assembly while constitutional reforms require both the approval of a two-thirds vote in the National Assembly and a majority of the population eligible to vote in a popular referendum. On November 1, 2014, the Constitutional Court ruled that the proposals were constitutional amendments and therefore did not require a popular referendum. In December 2015, the National Assembly approved the proposals, including an amendment allowing for the indefinite re-election of the president. However, a transitional provision was included stating that the amendment will not be effective before May 24, 2017, and thus it did not apply to President Correa, whose term will finish on May 23, 2017. President Correa announced that he would not run for a subsequent term, and, accordingly, the 2017 Election was held and on April 2, 2017. Mr. Moreno was elected President with 51.15% of the vote. The CNE declared Mr. Moreno as president elect on April 4, 2017. Both the OAS and Unasur monitored the elections and recognized the transparency of the electoral process and the election results. On April 13, 2017, CNE approved the recount of approximately 11.2% of the total ballots cast in the run-off election due to a claim of alleged inconsistencies by CREO-SUMA and Alianza PAIS. On April 18, CNE broadcast a live recount of the ballots subject to the claim. International observers, political delegates of Alianza PAIS and representatives of social organizations monitored the recount. The recount ratified Mr. Moreno as the winner of the run-off election with 51.16% of the votes.

On April 13, 2016, a request soliciting the Constitutional Court’s opinion on the feasibility of a referendum to eliminate such a transitional provision was accepted. The Constitutional Court held that pursuant to Article 441 of the 2008 Constitution, in order for the referendum to take place, certain formal requirements must be met including a petition signed by at least 8% of the citizens registered in the electoral roll. The April 13, 2016 decision of the Constitutional Court did not specify a time limit for the referendum to be held.

### ***Budget Reforms***

Enacted in April 2008, the *Ley Orgánica para la Recuperación del Uso de los Recursos Petroleros del Estado y Racionalización Administrativa de los Procesos de Endeudamiento* (“Law for the Recovery of the Use of Oil Resources of the State and Administrative Rationalization of Indebtedness” or “LOREYTF”) replaced Ecuador’s then existing budget and transparency regulations. The objectives of the law were (i) to enhance the transparency and flexibility of the budget process by prioritizing investments and improving the management of Government resources and (ii) to terminate any distribution of budgeted amounts based on predetermined uses of resources. To achieve those objectives, the LOREYTF eliminated the *Cuenta Especial de Reactivación Productiva y Social del Desarrollo Científico-Tecnológico y de Estabilización Fiscal* (“Scientific-Technological and Fiscal Stability Social and Productive Reactivation Special Account” or “CEREPS”). Also, pursuant to Article 299 of the 2008 Constitution, LOREYTF established the *Cuenta Única del Tesoro* – a single Central Bank master account for the management of Ecuador’s resources. The *Cuenta Única del Tesoro* is comprised of various sub-accounts where amounts are allocated according to functional purposes. These sub-accounts include a social security account, accounts for public companies, a public banking account, and accounts for municipal and provincial governments (the “Autonomous Decentralized Governments”). The budget and transparency regulations established in LOREYTF were subsequently codified and superseded by the Public Planning and Finance Code.

### ***Bank Supervision***

Enacted in December 2008, the *Ley de Creación de la Red de Seguridad Financiera* (“Financial Safety Net Law”) created a regulatory framework for Ecuador’s banking sector. The objectives of the law were to strengthen the supervision of the financial sector, create a liquidity fund and a deposit insurance system for the benefit of the Ecuadorian banks and financial institutions, and to establish clear mechanisms for bank dissolutions. For more information on this law, see “Monetary System—Financial Sector.”

### ***Tax Reforms***

Enacted in December 2008, the *Ley Reformatoria a la Ley de Régimen Tributario Interno y a la Ley Reformatoria para la Equidad Tributaria del Ecuador* (“Reform Act to the Internal Tax Regime Law and the Reform Act for Tax Equity in Ecuador”) reformed the existing tax system by improving the mechanisms by which the Government collects tax revenues. The objectives of the law were to reduce tax evasion, improve direct and progressive taxation, increase the tax base, and generate adequate incentives for investment in economic activity. On December 29, 2014, the National Assembly enacted a corporate tax reform relating to the taxation of shareholders of Ecuadorian companies who reside in tax havens. The reform increases the corporate tax rate to 25% from 22% if an Ecuadorian company’s owners are tax haven residents who own collectively more than 50% of the company. In addition, the tax reform exempts companies from corporate taxes, for a period of ten years, for profits related to new and productive investments as defined by the *Código Orgánico de la Producción* (“Production Code”). For more information on these laws and other tax reforms, see “Public Sector Finances—Taxation and Customs,” and “Public Sector Finances—Tax Reforms.”

### ***Mining Law***

Enacted in January 2009, the *Ley Minera* (“Mining Law”) created norms for the exercise of the Government’s rights to manage and control the strategic mining sector. The objective of this law was to establish a sustainable and efficient administrative system to govern the relationship between the Government and domestic, foreign, public, or private individuals or legal entities involved in mining activities. Consequently, the Mining Law contains provisions regarding the attainment, preservation, and termination of mining rights and the performance of mining activities. Specifically, the Mining Law creates administrative agencies for the regulation, supervision and scientific investigation of the mining sector, sets specific geographic limits for mining activities, creates rules for

public bids for concessions, and creates rules for concession and service contracts. Oil and other hydrocarbons are exempt from this law.

On June 13, 2013, the National Assembly passed an amendment to the Mining Law, imposing an 8% ceiling on previously open-ended royalties, streamlining the permits required for mining, and eliminating windfall taxes for companies until they have recouped their investments. For more information on the Mining Law, see “The Ecuadorian Economy—Strategic Sectors of the Economy—Mining.” In June 2014, President Correa announced on national radio that the Republic will amend its existing mining laws. In an interview, the Minister of Coordination of Strategic Sectors has stated the principal objective of these new laws will be to attract investment in the mining sector. However, drafts of these potential reforms have not been publicly circulated and once publicly announced, are subject to the modifications by and approval of the National Assembly.

### ***Public Corporations Law***

Enacted in October 2009, the *Ley Orgánica de Empresas Públicas* (“Public Corporations Law”) created economic, administrative, financial and management control mechanisms for public companies in accordance with the 2008 Constitution. The objectives of the law were to regulate the formations, mergers, and liquidations of public companies outside the financial sector and that operate in Ecuador or abroad. To achieve those objectives, the Public Corporations Law:

- determines the procedures for the formation of public enterprises that are required to manage strategic sectors of the Ecuadorian economy;
- establishes the means to guarantee that the goals set forth by the Government are met by public companies, in accordance with the guidelines set by the *Sistema Nacional Descentralizado de Planificación Participativa* (“National Decentralized System of Participative Planning”);
- regulates the economic, financial, and administrative autonomy of public companies, in accordance with the principles and norms of the 2008 Constitution and other applicable laws; and
- encourages the integral, sustainable and decentralized development of the Republic by requiring public companies to take socio-environmental and technological update variables into account in their cost and production processes.

### ***Renegotiation of Oil Field Contracts***

Enacted in July 2010, the reform to the Hydrocarbons Law replaced the old system of oil revenue profit sharing contracts with a new contract system whereby the Republic owns oil production in its entirety, benefiting from all revenue windfalls that result from price increases. The objectives of the reform were to abide by Articles 1, 317, and 408 of the 2008 Constitution, which state that natural resources, such as oil, are part of the national heritage of Ecuador and that the Government shall earn profits from the exploitation of these resources, in an amount that is no less than the profits earned by the company producing them. Under the renegotiated contracts, contractor’s fees are established in accordance with the level and types of works and services to be performed, production costs, and a reasonable profit margin in relation to the level of risk. Under the old system, the Republic taxed between 17% and 27% of the first \$15 to \$17 in revenue for each barrel sold. Under the new system, the Republic taxes up to 80% of the revenue in each barrel sold. For more information on the Hydrocarbons Law, see “Strategic Sectors of the Economy—Oil Sector.” A number of oil companies have sued Ecuador in connection with the modification of their contracts resulting from the reform of the Hydrocarbons Law. See “Legal Proceedings—Windfall Profits Tax Litigation.”

### ***Public Planning and Finance Code***

Enacted in October 2010, the *Código Orgánico de Planificación y Finanzas Públicas* (“Public Planning and Finance Code”) created a new financial regulatory system pursuant to the 2008 Constitution. The objectives of the law, among others, were to develop and coordinate national and regional governmental planning, guarantee the

rights of citizens through equitable resource allocation and increased citizen participation in framing public policy, and strengthen national sovereignty and Latin American integration through public policy decisions. To achieve those objectives, the Public Planning and Finance Code:

- allows for more flexibility for the Ministry of Finance to reallocate and reassign expenditures up to 15% of the approved Government budget without the prior approval of the National Assembly;
- sets an explicit total public debt ceiling of 40% of GDP including Central Government, non-financial public sector and Autonomous Decentralized Governments (see “Public Debt—General”);
- allows the Ministry of Finance to issue short-term treasury notes with a term of less than one year (the “CETES”) at its discretion, without having to undergo the same approval process required for long-term internal and external sovereign debt;
- allows for the establishment of citizens’ committees for financial public policy consultations;
- determines that all excess cash not spent during a fiscal year will be accounted for as initial cash for the following fiscal year; and
- establishes the functions and responsibilities of the Debt and Finance Committee (See “Public Debt—General”).

Both the Republic and the Autonomous Decentralized Governments are subject to this law. For more information on the Public Planning and Finance Code, see “Public Sector Finances—Fiscal Policy.”

### ***Production Code***

Enacted in December 2010, the Production Code was created to stimulate investment and increase the production of goods and services. The objective of this law was to create fair guidelines that would balance workers’ rights with economic incentives for investors. To achieve that objective, the Production Code:

- provides guidelines for the *Consejo Nacional de Salarios* (“National Council on Wages”) to consider in setting the minimum wage;
- provides guidelines for foreign investments and outlines the rights of foreign investors; and
- creates tax incentives for investors, including a 3% reduction on capital gains tax and the elimination of up-front taxes on any new investment.

### ***Law for Market Power Control and Regulation***

Enacted in October 2011, the *Ley Orgánica de Regulación y Control del Poder de Mercado* (“Law for Market Power Control and Regulation”) was created to avoid, reform and penalize the abuse of market power. The objectives of the law were to prevent, prohibit and penalize collusive deals and other restrictive practices; control and regulate economic concentration operations; and prevent, prohibit and penalize disloyal practices, thereby seeking market efficiency as well as individual and collective well-being.

### ***Environmental Improvement and State Resources Optimization Law***

In November 2011, the Republic published and made effective the *Ley de Fomento Ambiental y Optimización de los Recursos del Estado* (“Environmental Improvement and State Resources Optimization Law”) to strengthen the environmental regulatory framework of the country. The law establishes, among others:

- an increase of the *Impuesto a la Salida de Divisas* ( “Currency Outflow Tax”), from 2% to 5% (for more information regarding the Currency Outflow Tax see “Balance of Payments and Foreign Trade—Foreign Trade—Trade Policy”);
- a tax increase on cigarettes and alcoholic beverages;
- the creation of a two-cent tax on plastic bottles; and
- the creation of a vehicle pollution tax.

#### ***Law Reforming the Financial Institutions Law and the Restructuring Financial Taxes Law***

Enacted in March 2012, the *Ley Reformativa a la Ley General de Instituciones del Sistema Financiero y a la Ley de Reordenamiento en Materia Económica en el área Tributario Financiero* (“Law Reforming the Financial Institutions Law and the Restructuring Financial Taxes Law”) was created to strengthen prior legislation related to mutual savings and housing credit associations. The objective of the law was to incorporate the concept of social capital and the framework of economic sustainability to mutual savings and housing credit associations. The law provides mutual savings and housing credit associations with political, economic and property rights to promote the social well-being of its members.

#### ***Comprehensive Law for the Regulation of Housing and Automobile Loans***

Enacted in June 2012, the *Ley Orgánica para la Regulación de los Créditos para Vivienda y Vehículos* (“Law for the Regulation of Housing and Automobile Loans”) was created to protect debtors in housing and automobile loan transactions. The law contains provisions, among others, that establish that collateral in these loans may only consist of the asset acquired through the loan and that the debtor of the loan may not use the acquired asset as collateral in other loan transactions.

#### ***Comprehensive Law of Redistribution of Income for Social Expenditures***

Enacted in January 2013, the *Ley Orgánica de Redistribución de los Ingresos para el Gasto Social* (“Comprehensive Law of Redistribution of Income for Social Expenditures”) was created to direct economic resources towards the financing of certain key social expenditures that generate economic activity. For more information on this law, which includes tax reforms, see “Public Sector Finances—Taxation and Customs.”

#### ***Law to Strengthen and Optimize the Corporate and Securities Sector***

Enacted by the National Assembly in May 2014, the *Ley Orgánica para el Fortalecimiento y Optimización del Sector Societario y Bursátil* (“Law to Strengthen and Optimize the Corporate and Securities Sector”) was created to regulate the establishment and operation of securities firms and stock exchanges. The law created the *Junta de Regulación del Mercado de Valores* (the “Committee for Securities Market Regulation”), a new regulatory agency that is responsible for establishing public policy for Ecuadorian insurance and stock markets and to make rules for their operation and control. The agency consists of governmentally appointed members, one of which is the delegate for the President. This new regulatory body replaces the *Consejo Nacional de Valores* (the “National Services Commission”) in formulating securities policies. The purpose of creating this new regulatory body was to ensure that the regulation of this market was in the hands of public servants as opposed to public and private individuals, as was the case with the National Services Commission.

#### ***Monetary and Financial Law***

In September 2014, the National Assembly enacted the Monetary and Financial Law in order to address weaknesses of the Republic’s financial system stemming from the banking crisis in 2000. To achieve its objectives, the Monetary and Financial Law creates a new regulatory body, the Committee of Monetary and Financial Policy Regulation, to oversee and regulate the execution of monetary, foreign exchange, financial, insurance, and securities policies of the country. The committee is comprised of delegates from Ecuador’s Ministry of Finance, the Ministry

of Production and Industrialization, the National Secretary of Planning and Development, the Ministry of Economic Policy, and a delegate appointed by the President. The principal function of the committee is to oversee and monitor the liquidity requirements of Ecuador's financial system, ensuring that liquidity remains above certain levels (to be determined by the Committee of Monetary and Financial Policy Regulation). The law also creates a separate internal auditor for the Government's financial entities, establishes certain norms for the Central Bank and the Superintendent of Banks regarding their budget, purpose, and their supervision, and sets forth reporting requirements to the Committee of Monetary and Financial Policy Regulation. The law also explicitly establishes that certain accounts in the Central Bank, including the accounts used for the deposits of the COSEDE and the Liquidity Fund, are subject to sovereign immunity and cannot be subject to attachment of any kind.

The law further establishes that all transactions, monetary operations and accounts in the Republic of Ecuador will be expressed in U.S. dollars. Other sections of the law make reference to an electronic payment system to facilitate payments to vendors. Through this voluntary electronic payment system, Ecuadorians will be allowed to make online payments to participating vendors through a payment system managed by the Government. Payments made through the system will be deducted or credited directly from accounts that vendors can establish with the Central Bank. Each dollar in the electronic payment system is backed by a physical dollar at one time deposited or credited to an individual user, and will be backed by liquid assets in the Central Bank. On August 7, 2014, mobile phone carrier Movistar signed an agreement with the Central Bank to establish accounts to use the electronic payment system. In December 2014, the electronic payment system began operating. According to the Central Bank, as of May 2016, approximately U.S.\$1 million was in circulation in Ecuador in electronic currency. The law further established that further details regarding this payment system may be set forth by the Committee of Monetary and Financial Policy Regulation in regulations and laws. The Committee of Monetary and Financial Policy Regulation issued various laws, including the Law to Balance Public Finances and the Law of Solidarity, both of which are described herein, incentivizing and further regulating the use of electronic money. For more information regarding the Monetary and Financial Law, see "Monetary System—Supervision of the Financial System."

On November 24, 2016, the Monetary and Financial Policy and Regulation Board issued Resolution No. 302-2016-F, amending Resolution No. 273-2016-F by increasing from 2% to 5% the reserves that financial institutions with more than U.S.\$1.0 billion in assets are required to hold at the Central Bank. This resolution is expected to reduce the liquidity of these financial institutions' Central Bank deposits by approximately U.S.\$750 million.

### ***Telecommunications Law***

Enacted by the National Assembly in February 2015, the *Ley Orgánica de Telecomunicaciones* ("Telecommunications Law") was created to improve access to quality telecommunications services and to increase the use of information technology in rural sectors. The objective of the law was to foster competition among telecommunication providers in order to increase the quality of telecommunication services in the country. The law applies to all companies that provide or facilitate the transmission of voice, video, data or any other type of signal via physical or wireless means. Under the Telecommunications Law, companies whose market share exceeds certain thresholds must pay a corresponding tax to the Government, which tax increases depending on the percentage of market share held. For example, companies that hold a market share higher than 75% must pay the government a tax equal to 9% of their total revenues for the year. In addition, the law provides that telecommunications companies must provide their services in Shuar and Quechua as well as in Spanish.

### ***Labor, Justice and Home Maker Recognition Law***

Enacted in April 2015, the *Ley Orgánica para la Justicia Laboral y Reconocimiento del trabajo en el Hogar* (the "Labor Justice and Home Maker Recognition Law") amends certain laws related to Ecuador's social security system. Under the Labor Justice and Home Maker Recognition Law, homemakers previously ineligible to receive social security benefits can now enroll and receive benefits as a result of disability or old age. In addition, the law eliminates mandatory contributions to the social security system by the Government. Instead, the law establishes a Government guarantee to finance the social security system only when the contributions from employers and employees are insufficient to meet the resources required in a particular year.



### ***Law for the Remission of Interest, Penalties and Surcharges***

On May 5, 2015, the *Ley Orgánica de Remisión de Intereses, Multas y Recargos* (the “Law for the Remission of Interest, Penalties and Surcharges”) was published and became effective. This law provides a rebate of 100% or 50% of the interest, penalties and any other charges applicable to outstanding tax-payer obligations, provided such obligations are paid by July 28, 2015 or September 9, 2015, respectively. This law also provided new exemptions to the 5% Currency Outflow Tax including credits granted to Ecuadorian financial institutions by qualifying international financial institutions or specialized non-financial institutions, intended for purposes of financing housing, microcredits or productive investments.

### ***Civil Procedure Code***

On May 12, 2015, a new *Código Orgánico General de Procesos* (the “Civil Procedure Code”) creating a new homologation process involving additional court procedures for the enforcement of foreign arbitration awards in Ecuador, were approved and enacted by the National Assembly. Under the new Civil Procedure Code, any judgment rendered by a properly constituted arbitral tribunal would be enforceable against the Republic after an homologation process before a Provincial Civil Court of Justice, without re-examination of the issues, provided it complies with the requirements established in the treaty between Ecuador and the country in which such judgment has been rendered, or in the absence of such treaty, when the formalities set forth in Articles 104, 105 and 106 and other relevant provisions of the General Code of Procedure are met.

### ***Law on Incentives for Public-Private Joint Ventures and Foreign Investment***

On December 18, 2015, the National Assembly enacted the *Ley Orgánica de Incentivos para Asociaciones Público-Privadas y la Inversión Extranjera* (“Law on Incentives for Public-Private Joint Ventures and Foreign Investment”) with the purpose of establishing incentives for the development of public projects by public-private joint ventures. According to the law, joint ventures that provide socially desirable and environmentally responsible goods to the country in accordance with Article 285 of the 2008 Constitution will be entitled to certain tax benefits such as a ten-year income tax exemption, among others. This law also provided new exemptions to the 5% Currency Outflow Tax including foreign payment transactions made by public-private partnerships established or structured for purposes of developing and implementing public projects.

### ***Law to Balance Public Finances***

On April 29, 2016, the *Ley Orgánica para el Equilibrio de las Finanzas Públicas* (the “Law to Balance Public Finances”) was published and became effective with the purpose of strengthening dollarization and correcting abuses in tax benefits and redistributions. According to a March 19, 2016 announcement by President Correa, the law would also generate additional revenue needed to offset the decline in oil prices. In order to achieve its goals, the law regulates and discourages excessive consumption of cigarettes, alcoholic beverages and sweetened beverages through a special consumption tax. Additionally, the law promotes the use of electronic money and credit cards issued by entities that are part of the national financial system by refunding 2% and 1% of payments made with electronic money and credit card, respectively, directly to consumers. The law also seeks to halt currency outflows by discouraging the transfer of large amounts of cash and encouraging instead the use of electronic means of payment.

### ***Law of Solidarity***

On May 20, 2016, the *Ley Orgánica de Solidaridad y de Corresponsabilidad Ciudadana para la Reconstrucción de las Zonas Afectadas por el Terremoto de 16 de Abril de 2016* (the “Law of Solidarity”) was published and became effective in an effort to reallocate public funds other than those for health and education, toward reconstruction effort resulting from the Pedernales earthquake. The Law of Solidarity includes the following measures:

- increasing the value added tax by 2% (from 12% to 14%) for one year from June 1, 2016, of which an additional 2% may be refunded if payments are made with electronic money (i.e. a 4% VAT reimbursement applies in payments made with electronic money);
- a one-time contribution by natural persons equal to 0.9% of an individual's total assets for individuals whose total assets exceed U.S.\$1 million;
- a one-time contribution by corporations equal to 3% of their 2015 taxable income;
- a one-time contribution of a day's salary for one month for those earning more than U.S.\$1,000 a month; and
- a one-time contribution of a day's salary for two months for those earning more than U.S.\$2,000 a month, and similarly until a limit of a one-time contribution of one day's salary for five months for those earning more than U.S.\$5,000 a month.

### ***Law to Eliminate Money Laundering and the Financing of Crimes***

On July 21, 2016, the *Ley Orgánica de Prevención, Detección y Erradicación del Delito de Lavado de Activos y del Financiamiento de Delitos* (the "Law to Eliminate Money Laundering and the Financing of Crimes") was published and became effective. This law is intended to prevent, detect, and eliminate money laundering and the financing of crimes by creating a registry of "unusual" and "unjustified" financial operations and transactions. In addition to the institutions that are part of the financial and insurance systems of Ecuador, the law requires certain other entities and institutions to report to the Financial and Economic Analysis Unit, the Government entity responsible for compiling information and producing reports relating to money laundering.

### ***Law on Tax Incentives***

On October 12, 2016, the *Ley Orgánica de Incentivos Tributarios para Varios Sectores Productivos e Interpretativa del Artículo 547 del Código Orgánico de Organización Territorial, Autonomía y Descentralización* (the "Law on Tax Incentives") was published and became effective. The Law on Tax Incentives is intended to encourage productivity by extending tax incentives to additional sectors of the economy. The law establishes income tax deductions for micro, small and medium sized businesses that provide private health insurance to their employees and income tax deductions for public and commercial transport operators equal to the value of the vehicles owned by such operators.

### ***Law to Regulate Companies that Finance Pre-paid Health Services and Health Insurance Companies***

On October 17, 2016, the *Ley Orgánica que Regula a las Compañías que Financien Servicios de Atención Integral de Salud Prepagada y a las de Seguros que Oferten Cobertura de Seguros de Asistencia Médica* (the "Law to Regulate Companies that Finance Pre-paid Health Services and Health Insurance Companies") was published and became effective. The law is intended to regulate health service companies and health insurance companies and to provide clear legal requisites for the establishment and operation of those entities.

### ***Law to Strengthen the Social Security System of the Armed Forces and National Police***

On October 21, 2016, the *Ley de Fortalecimiento a los Regímenes Especiales de Seguridad Social de las Fuerzas Armadas y de la Policía Nacional* (the "Law to Strengthen the Social Security System of the Armed Forces and National Police") was published and became effective. The law is intended to make the national system of social security more sustainable over time by making adjustments and improvements to the pensions of public servants from Ecuador's Armed Forces and National Police.

### ***Decree 1218***

On October 25, 2016, pursuant to Article 147, Clause 13 of the 2008 Constitution, President Correa exercised his presidential authority to issue implementing regulations and signed Decree 1218, which modifies Article 135 of the Public Planning and Finance Code. Decree 1218 changes the methodology that the Ministry of Finance uses to calculate the 40% total public debt to GDP ceiling established in Article 124 of the Public Planning and Finance Code. This change in methodology effectively reduces the amount of internal public debt taken into account for purposes of calculating the 40% total public debt to GDP ceiling. For a further discussion of the impact of Decree 1218, see “—Public Debt.”

### ***Law to Eliminate Speculation and Tax Fixing***

On December 13, 2016, the *Ley Orgánica para evitar la Especulación sobre el valor de las tierras y fijación de tributos* (the “Law to Eliminate Speculation and Tax Fixing”) was published and became effective. This law is intended to create a more equal distribution of wealth and resources in Ecuador. This law imposes a tax of 75% on capital gains obtained from the sale of real estate in excess of an amount equal to 24 basic unified wages, or U.S.\$9,000 as of the time the minimum wage for the year 2017 went into effect. The Law to Eliminate Speculation and Tax Fixing also imposes more stringent property record keeping obligations on the Autonomous Centralized Governments.

### ***Law to Reform the Organic Law of Public Service and Labor Code***

On December 20, 2016, the *Ley Orgánica Reformativa a la Ley Orgánica de Servicio Público y al código de trabajo* (“Law to Reform the Organic Law of Public Service and Labor Code”) was published and became effective. Under this law, a public servant who ceases to work for a public institution receives full remuneration up until the last day worked on the last month of work without receiving payment for the remaining days not worked on that month. The aim is not to overcompensate those employees partially working during a month as opposed to those who work the full month.

### ***Law to Restructure Debt of Public Banks and Closed Banks***

On April 18, 2017, the *Ley para la Restructuración de Deudas de Banca Pública, Banca Cerrada y Gestión del Sistema Financiero Nacional y Régimen de Valores* (the “Law to Restructure Debt of Public Banks and Closed Banks”) was published and became effective. This law is intended to restructure and forgive debt (the “Debt”) arising from the 1999 financial crisis in Ecuador which prompted the closure of seventeen banks. The Law to Restructure Debt of Public Banks and Closed Banks forgives Debt of up to U.S.\$150,000 that is owed by surviving spouses and surviving cohabiting partners of deceased debtors as well as by debtors who are incapacitated. In addition, the Law to Restructure Debt of Public Banks and Closed Banks forgives expenses, surcharges, and interest payments of debtors of the BNF so long as the debtors make payment of at least 5% of the principal owed to BNF.

### ***Strategic Sectors of the Economy***

Ecuador’s principal economic sectors are coordinated under the Ministry of Coordination of Strategic Sectors. MICSE supervises and coordinates the activities of the Secretary of Water, Ministry of Telecommunications, Ministry of Electricity and Renewable Energy, Ministry of Mines and the Ministry of Hydrocarbons, who in turn are in charge of the water, telecommunications, electricity, and natural resources (oil and mining) sectors of the economy, respectively.

The Republic considers these sectors as the most important aspects of its economy. Consequently, public investment in these segments has grown at a rapid rate. The government of the Republic considers the water, telecommunications, natural resources, and electricity sectors to be the most important sectors of the economy. In 2014, the Government invested U.S.\$7,017 million in these strategic sectors, compared to U.S.\$6,536 million in 2013. In 2015, investment in Ecuador’s principal economic sectors decreased by 18% to U.S.\$5,736 million. This decrease was due to the Government’s decision to decrease investment in the oil sector in 2015 as a result of expected lower revenues from oil sales. Investment in the oil and mining sector decreased from U.S.\$3,014 million

in 2015 to U.S.\$2,533 million in 2016. In 2016, the Government invested U.S.\$4,386 million in the strategic sectors, compared to U.S.\$5,736 million in 2015. In 2016, the Government invested in water, telecommunications, natural resources and electricity, including investments made Ecuador Estratégico, and other areas of investments including those made by Environment Ministry and the Public Enterprise Administrator of the Special Economic Development Zone Eloy Alfaro ZEDE.

The total aggregate investment amount in the strategic sectors from 2012 to 2016 was U.S.\$28,024 million. For more information regarding the 2016 budget please see “Public Sector Finances - 2015, 2016 and 2017 Budgets.”

The following chart sets forth accumulated investment in strategic sectors since 2012:

<b>Strategic Sector Investment</b>					
(in millions of U.S.\$)					
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016<sup>(1)</sup></b>
Water.....	69	201	363	485	234
Telecommunications .....	371	433	298	322	217
Natural Resources (oil and mining) .....	2,544	3,915	4,339	3,014	2,533
Electricity .....	1,148	1,730	1,777	1,801	1,348
Ecuador Estratégico.....	109	191	175	57	28
Other investment <sup>(2)</sup> .....	107	67	66.12	56.31	26
<b>Total Investment .....</b>	<b>4,349</b>	<b>6,536</b>	<b>7,017</b>	<b>5,736</b>	<b>4,386</b>

Source: MICSE Information available as of December 2016.

(1) Includes preliminary information. Public companies have yet to adjust their budgets.

(2) Includes investments made by the Environment Ministry and the Public Enterprise Administrator of the Special Economic Development Zone Eloy Alfaro (ZEDE).

### ***Ecuador Estratégico***

*Ecuador Estratégico*’s main functions are to evaluate project proposals submitted by municipalities, administer and distribute funds towards approved projects, and supervise the completion and progress of each project. According to *Ecuador Estratégico*, the Mirador is the first mining project on a large-scale. The Fruta del Norte project is a gold and silver mineral deposit with expected benefits considering the current prices of those metals. Financing for infrastructure projects has been procured through a selection process where competing financing offers are compared to determine the offer with the most favorable terms. The process, undertaken by Ministries under the supervision of *Ecuador Estratégico*, in consultation with the Ministry of Finance, assigns a percentage value to different aspects of an offer (price, experience of the financing entity in the type of project, and overall experience, among others). Projects with high levels of financing emphasize the price offered by the financing entity and assign a large percentage value to price. Then, competing offers are granted points depending on their qualifications. The financing entity with the most points is then chosen to finance the project. Financing has also been procured through joint venture contracts and direct investment through a grant of a concession and service contracts.

On February 13, 2015, President Correa signed Decree 578 (“Decree 578”), which creates the *Ministerio de Minas* (“Ministry of Mines”) and renames the Ministry of Non-Renewable Resources as the *Ministerio de Hidrocarburos* (“Ministry of Hydrocarbons”). Decree 578 was signed with the purpose of establishing one ministry to supervise and regulate geological, mineral, and metallurgical activities in the country, which were formerly undertaken by the Ministry of Natural Resources and the Vice-Ministry of Mines. The Ministry of Hydrocarbons will continue to supervise and regulate oil related activities in Ecuador in the same capacity as the Ministry of Non-Renewable Resources.

### **Oil Sector**

Ecuador’s oil reserves are managed directly by state-owned oil companies Petroecuador and Petroamazonas and through service contracts with other Ecuadorian and foreign companies. Oil exploitation operations are conducted under the supervision and regulation of the Ministry of Hydrocarbons acting through the

Hydrocarbons Regulation and Control Agency and the Hydrocarbons Secretariat of Ecuador. The Hydrocarbons Secretariat of Ecuador also provides technical, economic and legal support in service contract origination and public bidding processes. In November 2012, President Correa signed the Consolidation Decree. For more information, see “Business—Our Business—Crude Oil Exploration and Production”).

While revenues from oil exports (including oil derivatives) decreased from 2012 to 2016, non-petroleum sources of revenue in the non-financial public sector increased during that time period. As a result, the percentage of oil revenues with respect to GDP has declined in relation to the percentage of GDP of non-petroleum revenues during the time period. According to data from the Central Bank of Ecuador, Ecuador’s crude oil exports reached U.S.\$13,016 million in 2014, a 3.0% decrease from U.S.\$13,412 million in 2013. Additionally, crude oil exports in 2015 reached U.S.\$6,355 million, a 51.2% decrease from U.S.\$13,016 million in 2014. In 2016, crude oil exports reached U.S.\$5,054 million, a 20.4% decrease from U.S.\$6,355 million in 2015. This decrease was due to a decrease in the average price of petroleum per barrel from U.S.\$45 in 2015 to U.S.\$34 in 2016. The Esmeraldas refinery underwent a period of preventative maintenance up until the end of 2015. In 2016, the fully-operational Esmeraldas refinery processed larger quantities of refined petroleum, temporarily reducing the average price of petroleum per barrel up to the third quarter of 2016, when the price of petroleum began to increase once more. In contrast, revenues from non-petroleum sources increased in both 2014 and 2015, reaching U.S.\$23,939 million in 2014 and U.S.\$25,942 million in 2015. Both increases were due to increased tax revenues for both years. In 2016, revenues from non-petroleum sources reached U.S.\$24,294 million, which is a decrease from the U.S.\$25,942 million in 2015. This decrease was due to certain factors including a reduced collection in taxes mainly in specific consumption taxes and value added tax which decreased by 26% and 17% respectively from 2015.

In 2016, Central Government oil revenues represented 2.0% of GDP and 10.8% of Central Government revenues and non-petroleum revenues represented 16.9% of GDP and 89.2% of Central Government revenues. For more information on Central Government revenues, see “Public Sector Finances—Central Government Revenues and Expenditures.” In the same year, oil revenues for the non-financial public sector represented 5.5% of GDP and 17.8% of non-financial public sector revenues and non-petroleum revenues represented 24.8% of GDP and 80.1% of non-financial sector revenues. In 2016, Central Government oil revenues reached U.S.\$2,003 million, which is a decrease from the U.S.\$2,264 million in 2015. This decrease was due to a decrease in the average price of petroleum per barrel from U.S.\$45 in 2015 to U.S.\$34 in 2016. The Esmeraldas refinery underwent a period of preventative maintenance up until the end of 2015. In 2016, the fully-operational Esmeraldas refinery, processed larger quantities of refined petroleum, temporarily reducing the average price of petroleum per barrel up to the third quarter of 2016, when the price of petroleum began to increase once more. For more information on revenues of the non-financial public sector, see “Public Sector Finances - Non-Financial Public Sector Revenues and Expenditures.”

In January 2015, in response to the decline of oil prices in the last quarter of 2014, Ecuador reduced its 2015 budget by U.S.\$1.4 billion, resulting in a modified budget of U.S.\$34.9 billion for 2015. In August 2015, in response to the continuing decline of oil prices, Ecuador further reduced its 2015 budget by U.S.\$800 million, resulting in a modified budget of U.S.\$34.1 billion. In November 2015, the National Assembly approved a budget of U.S.\$29.8 billion for 2016, a decrease of 17.9% as compared to the original budget for 2015. The 2016 budget assumed an average crude oil price of U.S.\$35 per barrel, which represents a 56% decrease from the U.S.\$79.7 per barrel assumption of the original 2015 budget. The actual average crude oil price per barrel at the end of 2016 was U.S.\$34.96, which represents a 16.52% decrease from the actual U.S.\$41.88 average crude oil price per barrel at the end of 2015. For information regarding adjustments to the 2016 Budget see “Public Sector Finances - 2015 and 2016 Budgets.”

Petroecuador and Petroamazonas are state-owned companies and are legal entities with their own assets and budgetary, financial, economic and administrative autonomy. The Hydrocarbons Secretariat of Ecuador is a Governmental institution under the management of the Ministry of Hydrocarbons, with its own assets and administrative, technical, economic, financial and operational autonomy. It conducts the management of non-renewable hydrocarbon resources and is tasked with executing activities such as the administration of oil fields and the execution and modification of oil field contracts.

## Exploitation

Under the 2008 Constitution, all subsurface natural resources are property of the state, and in the case of petroleum, following the Consolidation Decree, its exploitation is undertaken directly by Petroamazonas. The 2008 Constitution, however, permits the Government to contract with the private sector for the development of these natural resources.

The 2008 Constitution, the Hydrocarbons Law, the Consolidation Decree, decree 315 (“Decree 315”) and decree 314 (“Decree 314”) set out the following reforms which clearly define the public sector oil entities’ functions as follows:

- the Ministry of Hydrocarbons implements the hydrocarbon policies defined by the Republic’s president;
- the Hydrocarbons Secretariat of Ecuador conducts the public tender process for specific service contracts to develop oil fields, and executes and administers such contracts;
- the Hydrocarbons Control and Regulation Agency controls and oversees hydrocarbon activity in all its phases;
- Petroecuador is involved in the refining, and industrialization of hydrocarbon activities, as well as their internal and external marketing; and
- Petroamazonas is involved in the exploration and production of hydrocarbons.

Under the new framework established by the National Development Plan and the 2008 Constitution, Ecuador allows foreign investment in its hydrocarbon resources, which, under the 2008 Constitution and Hydrocarbons Law are exclusively owned by the state. In November 2010, the Government completed its contract renegotiations with foreign oil companies under the Hydrocarbons Law, which, as mentioned above, replaced production-sharing agreements for private companies with a fixed per-barrel fee for their exploration and production activities.

## Production

### Petroleum Production

(in thousands of barrels per year, except where noted)

	For the year ended December 31,					January - February,
	2012	2013	2014	2015	2016	2017
<b>Petroleum</b> <sup>(1)</sup>	504	526	557	543	548	536
<b>Public Companies</b> <sup>(2)(3)</sup> .....	133,656	144,921	157,976	154,308	158,118	25,133
<b>Other operators</b> .....	50,667	47,198	45,166	43,922	42,593	6,475
<b>Total</b> .....	<b>184,323</b>	<b>192,119</b>	<b>203,142</b>	<b>198,230</b>	<b>200,711</b>	<b>31,608</b>
<b>Natural Gas Production</b> <sup>(4)</sup> .....	<b>15,249</b>	<b>18,052</b>	<b>20,292</b>	<b>17,429</b>	<b>18,495</b>	<b>2,823</b>

Source: Petroleum data is based on figures from the Central Bank March 2017 Monthly Bulletin (Table 4.1.1).

(1) Petroleum information is displayed in thousands of bpd.

(2) Petroecuador and Petroamazonas until 2012. After January 1, 2013, only Petroamazonas is involved in petroleum production.

(3) Public company numbers include the production of Rio Napo.

(4) Natural Gas Production information is displayed in millions of cubic feet.

According to the Central Bank’s Monthly Bulletin for March 2017, oil field crude production, including that of private and state-owned companies, reached 200.7 million barrels for the year 2016, averaging 548.000 bpd. This represents a 1.2% increase from the 198.230 million barrels produced for the year 2015, or an average production of 543.000 bpd. This increase was principally due to the commencement of operations at new oilfields, such as ITT.

For more information regarding ITT, see “Petroamazonas—Recent Developments. In the year 2016, state-owned companies were responsible for 78.8% of production, compared to 77.8% of production for the year 2015.

The vast majority (95%) of Ecuador’s oil blocks are located onshore. The most productive oil blocks are located in the northeastern part of the country, with Shushufindi and Auca as two of the oldest and most productive fields. Crude oil production has increased in the last ten years with the opening of the Oleoducto de Crudos Pesados (the “OCP”) pipeline (see “Transportation”), which removed a chokepoint on heavy crude oil transportation in the country. Production in existing fields has leveled off in recent years as the result of the natural decline in the productivity of existing blocks, particularly older blocks such as Shushufindi, which has been in operation for over forty years. In January of 2012, in order to boost production, Petroecuador signed incremental production contracts with two oil company consortiums. For more information regarding these and other services agreement, see “Business—Our Business—Selected Services Agreements.”

In August 2013, President Correa signed a decree authorizing the exploitation of oil from exploratory blocks 31 and 43, which include the ITT field in Yasuní National Park. Following the issuance of the decree, environmental and indigenous groups have announced their opposition to the removal of the moratorium and the Presidential decree authorizing the development of the ITT fields; however, the National Assembly has approved the use of the ITT field. For more information regarding the ITT field, as well as other fields operated by Petroamazonas, see “Business—Our Business—Crude Oil Exploration and Production.”

Petroamazonas operates a significant portion of its business through service contracts with third-party contractors. For more information regarding these contracts, see “Business—Our Business—Selected Service Agreements.”

### *Exports*

Crude oil exports as measured in U.S. dollars steadily increased from 2011 to 2013. Ecuador’s crude oil exports in 2015 reached U.S.\$6,355 million, a 51.2% decrease from U.S.\$13,016 million in 2014. The decrease was due to the decrease in the price of oil beginning in late 2014 and continuing through 2015 and 2016. In 2016, crude oil exports reached U.S.\$5,054 million, a 20.5% decrease from U.S.\$6,355 million in 2015. This decrease was due to a decrease in the average price of petroleum per barrel from U.S.\$45 in 2015 to U.S.\$34 in 2016. The Esmeraldas refinery underwent a period of preventative maintenance up until the end of 2015. In 2016, the fully-operational Esmeraldas refinery, processed larger quantities of refined petroleum, temporarily reducing the average price of petroleum per barrel up to the third quarter of 2016, when the price of petroleum began to increase once more.

In 2015, 95.4% of the value of oil exports was crude oil and 4.6% was oil derivatives. In 2016, 92.6% of the value of oil exports was crude oil and 7.4% was oil derivatives. In 2015, 62.5% of oil exports were exported to the United States, followed by Chile, Peru, Panama, and Japan with 13.2%, 10.1%, 6.1%, and 2.4%, respectively. In 2016, 51.8% of oil exports were exported to the United States, followed by Chile, Peru, Panama and China with 16.2%, 12.3%, 11.4%, and 4.3%, respectively.

PetroChina, a wholly-owned subsidiary of China National Petroleum Corporation (“CNPC”), has made prepayments to Petroecuador in connection with crude oil supply agreements, including an agreement providing for prepayments of U.S.\$2 billion executed in August 2013, and Unipac Asia Co., Ltd (“Unipac”), a wholly-owned subsidiary of China Petrochemical Corporation, has also made prepayments to Petroecuador in connection with crude oil supply agreements, including an agreement providing for prepayments of U.S.\$2.4 billion, executed in May 2014.

In June 2015, PTT Public Company Limited, a Thai state-owned oil and gas company, executed an agreement providing for prepayments of U.S.\$2.5 billion to Petroecuador in connection with a crude oil supply agreement.

On December 1, 2016, Petroecuador signed a crude oil sale and purchase contract with PTT International, pursuant to which Petroecuador will receive initial prepayments of \$600 million shortly after signing for crude oil to be delivered during the five-year term of the contract. On December 6, 2016, Petroecuador signed a fuel oil sale

and purchase contract with OTI, pursuant to which Petroecuador will receive an initial prepayment of U.S.\$300 million shortly after signing for fuel oil to be delivered to OTI during the 30-month term of the contract. In connection with each contract, the Republic has agreed to refund to the purchasers any amounts of the prepayments and related surcharges for advance payment which are not otherwise satisfied through the delivery of crude oil or fuel oil, respectively, or refunded by Petroecuador in accordance with the contracts.

### *Transportation*

Ecuador has two major oil pipelines. Most of Ecuador's crude oil production is transported through the Trans-Ecuadorian Pipeline System (the "SOTE"), which links Lago Agrio in the Oriente region to the Balao export terminal on the Pacific coast. The SOTE was built by Texaco (now Chevron) and was transferred to Petroecuador in 1998. The SOTE has a capacity of approximately 390,000 bpd. In 2013, the SOTE transported 131.9 million barrels, averaging 361,568 bpd, an increase of 2.3% compared to 2012. In 2014, the SOTE transported 132.5 million barrels, averaging 363,097 bpd, an increase of 0.4% compared to 2013. In 2015, the SOTE transported 133.7 million barrels, averaging 366,215 bpd, an increase of 0.9% compared to 2014.

On May 31, 2013, a rain-caused landslide ripped up a tranche of the SOTE near the Reventador volcano in the north-east region of Ecuador, near Peru and Brazil. It is estimated that approximately 11,500 barrels of oil were lost. Much of the oil spilled affected the waters of the Quijos, Coca and Napo rivers, and it is estimated that the oil may have reached the Amazon river and other territories or waters in Peru and Brazil. The Republic is in the process of analyzing the incident and is working closely with the governments of Peru and Brazil to contain any environmental damage that the accident may have caused. The Republic is not aware of any pending or threatened lawsuit or claim arising from this incident.

In June 2001, Ecuador awarded the construction and operation contract for its second pipeline, the OCP heavy crude oil pipeline, to Oleoducto de Crudos Pesados Ecuador S.A., a consortium of domestic and foreign oil companies. The OCP pipeline was constructed at a cost of U.S.\$1.4 billion, all of which was paid by the consortium. Construction was completed in September 2003, and operations began the same month. The contract for the operation of the OCP has a duration of twenty years and ends in 2023. At the end of the contract, the OCP pipeline will become national property. The Ministry of Energy and Mines and Petroleum (now the Ministry of Hydrocarbons) oversaw the construction of the OCP pipeline, and now oversees its operation. The OCP pipeline is made up of two sections, the largest of which was designed to transport a maximum of 517,300 bpd and has a sustainable transportation rate of 450,000 bpd of crude oil of 18° to 24° American Petroleum Institute degrees. In 2014, the OCP pipeline transported 59.1 million barrels, averaging 161,929 bpd, an increase of 10.8% compared to 2013. In 2015, the OCP pipeline transported 62.1 million barrels, averaging 170,025 bpd, an increase of 5.0% compared to 2014. In 2016, the OCP pipeline transported 61.2 million barrels, averaging 167,171.29 bpd, a decrease of 1.40 % compared to 2015.

### *Refining*

Following the Consolidation Decree, Petroecuador is the only company that conducts refining activities in Ecuador. Petroecuador owns three refineries in Ecuador (Esmeraldas, La Libertad and Amazonas) with processing capabilities of 110,000, 45,000 and 20,000 bpd, respectively. Petroecuador also owns one associated gas processing plant (Shushufindi), which has a processing capacity of 637.8 million barrels of liquefied petroleum gas ("LPG") and average production of 1,747.6 bpd.

In 2016, the three main refineries produced 77.1 million barrels of oil derivatives including gasoline, diesel, fuel oil, jet fuel and liquefied petroleum, which represented an increase of 16.5% compared to the 66.2 million barrels of oil derivatives produced in 2015. This increase was caused primarily by the repowering of the Esmeraldas refinery at the end of the preventative maintenance period which upgraded its capacity and improved its processes.

During 2016, the domestic consumption of oil derivatives was 87.6 million barrels, which represents a decrease of 5.5% compared to the 92.7 million barrels in 2015. It is important to note that Ecuadorian refineries do not produce sufficient oil derivatives to meet internal demand. Ecuadorian refineries meet approximately 60% to



65% of the national demand. Accordingly, Ecuador is a net importer of oil derivatives, even though it is a net exporter of crude oil.

In February 2013, Petroecuador announced that the Esmeraldas refinery would be undergoing a project of preventative maintenance, which resulted in reduced operations until year-end 2015, when all maintenance was completed. Reduced production by the Esmeraldas refinery during the preventative maintenance project required Ecuador to import additional oil derivatives to meet domestic demand. Upon completion, improvements to the refinery included, among other things, the expansion of the Fluid Catalytic Fractionation Unit (the “FCC”), and replacement of the FCC’s reactor and regenerator which increased processing capacity and improved the quality of finished products. Ecuador estimates that the preventative maintenance project at Esmeraldas will allow Ecuador to reduce imports of gasoline by 17%, diesel by 15%, and liquefied petroleum gas by 10%, resulting in annual savings of approximately U.S.\$305 million in fuel import costs for the country. The cost of the project, contracted with several international companies including SK Engineering, was approximately U.S.\$1.2 billion.

Operations at the Esmeraldas refinery were temporarily halted to allow for technical inspections of the facility following the earthquake on April 16, 2016 but resumed on April 18, 2016 and returned to full operating rates as of April 23, 2016 and intermittently halted for inspections following aftershocks. After the end of the project of preventative maintenance at Esmeraldas both its refining capabilities and production of oil derivatives increased. Esmeraldas’ refining capabilities increased from 59,990 average bpd in 2015 to 105,677 average bpd in 2016. Esmeraldas’ production of oil derivatives increased from 74,817 average bpd in 2015 to 156,017 average bpd in 2016. For 2017, an oil derivatives production of 45,731,396 barrels is estimated. As of the date of this Remarketing Circular, the Esmeraldas refinery is operating at its maximum capacity.

As of the current date, there is no private sector participation in the production of oil derivatives. However, on July 15, 2008, Petroecuador and PDVSA Ecuador formed a new entity called RDP in which Petroecuador is currently the majority shareholder (51%) and PDVSA Ecuador is the minority shareholder (49%). RDP will develop a refinery project with the same name to be built in the municipality of Manta, Manabí Province, with a total nameplate capacity of 300,000 bpd. It is expected that RDP will produce gasoline, diesel, kerosene, polypropylene, benzene, mixed xylene and LPG. The land rights and environmental licenses necessary to develop RDP have already been obtained, and a preliminary detailed feasibility study of the project is complete. The total estimated investment for RDP is approximately U.S.\$15 billion. Negotiations are ongoing to provide financing for the project, although no decisions have been made as to whether the project will be financed by debt or equity or a combination of both. In the event RDP is able to obtain financing through debt for this project, it is not clear whether it would be able to do so while remaining within the 40% public debt to GDP limit as further described in “Public Sector Finances - Fiscal Policy.” For a description of the risks of the limitation on further borrowing for projects like RDP, see *“Risk Factors - Risk Factors relating to Ecuador - The Republic may incur additional debt beyond what investors may have anticipated of as a result of a change in methodology in calculating the public debt to GDP ratio for the purpose of complying with a 40% limit under Ecuadorian law, which could materially adversely affect the interests of Noteholders.”* Construction has commenced and the project is scheduled to be completed by year-end 2021.

#### *Domestic Fuel Distribution*

In 1993, the Government implemented a free market in domestic fuel distribution, which has led to a rapid modernization of distribution facilities. The price at which gasoline is sold to domestic distributors is fixed by an executive decree of the President in accordance with the Hydrocarbons Law, and set according to variables such as domestic demand and the impact of the price on public finances. Until 1998, the Government had fixed the maximum profit level for distributors at 18%. In 1999, the fixed margin was eliminated. In early 2000, the Government reinstated a 15% fixed margin for regular gasoline and diesel fuels (distributors remained free to set any margin for premium gasoline). Since 2003, the fixed margin has been determined in cents per gallon. In 2005, the margin increased to U.S.\$0.71 per gallon of regular gasoline and to U.S.\$0.137 per gallon of diesel. These margins were set by Presidential decree 338 (“Decree 338”), which was issued in August 2005, and as subsequently modified. Any future change to the profit margin would require a new Presidential decree.

Decree 338 also regulates the sales price of consumer petroleum derivatives, and sets the price for consumers for gasoline and diesel products. The price of gasoline (net of value-added taxes) sold to consumers is fixed at U.S.\$1.689 per gallon for gasoline and at U.S.\$0.8042 per gallon for diesel.

Several private multinational petroleum companies, including ExxonMobil and PDVSA Ecuador, have established service stations in Ecuador. As of December 31, 2016, Petroecuador maintains a network of 49 service stations of its own and 203 affiliate stations.

#### *Natural and Liquefied Petroleum Gas*

An important part of Petroecuador's commercial strategy includes the distribution of natural gas to southern Ecuador in order to reduce the consumption of LPG, the replacement of gasoline use with LPG for taxis and the creation of a network of service stations in order to compete in quality, service and price with private oil companies. Ecuador has approximately 10.9 billion cubic meters of natural gas reserves, which it expects will be sufficient to meet internal demand for the next 20 years.

The natural gas platform at the Amistad field in the bay of Guayaquil was previously operated by the U.S. Company Energy Development Corp. Ecuador Ltd. ("EDC") and then managed by Petroecuador, as a result of EDC failing to reach a contractual agreement with the Government. In 2012, Petroecuador announced the discovery of approximately 28.3 billion cubic meters of natural gas in block 6 of the Amistad field in the gulf of Guayaquil. Due to the creation of four new wells and exploration drilling in this block, production increased from 49.77 cubic meters per day in 2013 to 55.91 cubic meters per day in 2014. Following the Consolidation Decree, the Amistad field has been operated by Petroamazonas. For more information regarding the Amistad oilfield, see "Business—Overview—Natural Gas Exploitation and Production."

In August 2013, Petroecuador began tests at the Monteverde LPG terminal. The terminal is a new facility, built as part of a combined LPG storage, transport and distribution project in the Guayas and Santa Elena provinces. Ecuador has invested U.S.\$550 million in the combined project, which also includes the Monteverde-El Chorrillo pipeline. This new terminal replaced the floating LPG storage units and related maritime transport to Tres Bocas terminal, thereby generating expected annual savings of U.S.\$40 million and easing congestion in the access canal to the Port of Guayaquil. The new facilities, which became operational in 2014, have a capacity to store 76,700 tons of LPG and have storage tanks for diesel and petroleum.

In February 2014, Petroecuador signed a long-term propane and butane requirement contract with Petredec Limited, a liquefied petroleum shipping company. Under the agreement, Petroecuador will buy up to 2,470,000 metric tons (plus or minus 20% at the option of Petroecuador) to be made in monthly deliveries of 72,500 metric tons per month. Petroecuador may also request for up to an additional 30,000 metric tons per month. The first monthly delivery of butane and propane occurred in March 2014 for 72,500 metric tons. According to Petroecuador, the contract is valued at approximately U.S.\$2 billion.

#### **Mining**

The mining sector represents an important source of potential resources for the development of the Republic. According to information from MICSE as of April 2017, Ecuador has potential copper reserves valued at approximately U.S.\$127 billion, potential gold reserves valued at U.S.\$48.9 billion, molybdenum reserves valued at U.S.\$5.7 billion, and silver reserves valued at U.S.\$3.7 billion. In total, the nation has estimated reserves valued at U.S.\$185 billion.

The Mining Law establishes norms for the exercise of the Government's rights to manage and control the mining sector, in accordance with the principles of sustainability, precaution, prevention and efficiency. It provides that it is the Government's responsibility to oversee all aspects of the mining process, such as exploration, development, industrialization and marketing and authorizes the Republic to invest directly or through joint ventures with domestic or foreign private sector entities. In addition, it authorizes the Republic to both hire and grant licenses and concessions to wholly owned private entities to conduct all phases of development. However, the Republic

cannot grant ownership rights in the soil and subsoil mineralogical wealth to entities that are not controlled by state entities.

The mining sector represents a small portion of GDP (0.35% in 2016, 0.35% in 2015, 0.33% 2014, 0.32% in 2013 and 0.33% in 2012). In 2013, most production from mining was generated by domestic artisan and jeweler businesses. However, Ecuador expects mining exports to continue to increase as a result of an expansion of the Republic's mining projects in 2014 and 2015. Currently, there are five projects in advanced stages of completion – two copper mines and three gold mines. Project Mirador is the largest copper project in Ecuador. The copper mine in the Zamora Chinchipe province is expected to begin production in 2018. Project Mirador is financed in part through a concession to Ecuacorriente S.A., a joint-venture owned by the Chinese companies China Railway Construction Corporation (“CRCC”) and Tongling Nonferrous Metals Group. Ecuacorriente S.A. is planning an investment of approximately U.S.\$1,400 million. The expected life cycle of the mine is 27 years from the start of production. The Government estimates that the project will produce 30,000 tonnes of copper per day during the first three years, increasing afterwards to 60,000 tonnes of copper per day. The Republic expects that the project will generate approximately U.S.\$3.74 billion in revenue for the Republic. The Fruta del Norte Project, located in the Zamora Chinchipe Province, is a gold and silver ore deposit owned by the Lundin Gold group, which is expected to start operations in 2018. An expected U.S.\$1 billion investment will be made over a 13-year period. The gold and silver ore deposit in the Zamora Chinchipe Province is expected to begin construction in the second half of 2017. Benefits to the Republic considering current metal prices amount to U.S.\$900 million. The Rio Blanco project is a gold and silver mining project located in the Azuay Province which began construction in August 2016 and is expected to being operations in the second half of 2017. An expected U.S.\$88,825,115 million investment will be made over an 11-year period. Benefits to the Republic considering current metal prices amount to U.S.\$284 million. The Loma Larga and San Carlos Panantza projects, also in advanced stages of completion, are expected to receive an investment of approximately U.S.\$3,700 million. Other projects, mostly in the south of the country, are in different stages of negotiation and completion.

## **Electricity and Water**

As of 2006, hydroelectric plants supplied approximately 53% of the power in Ecuador. As of 2015, hydroelectric plants supplied 58% of the power in Ecuador. By year-end 2016, hydroelectric plants generated 66% of the power in Ecuador. By 2017, hydroelectric plants are expected to generate 90% of the power in Ecuador. The increase in power supplied by hydroelectric plants is due to the development of a matrix of hydroelectric plants built throughout Ecuador. Ecuador's objective in developing this matrix is to reduce its consumption of oil through oil based generators, thereby decreasing oil imports and electric energy imports and improving energy independence. Ecuador also plans to replace household oil-based consumption (for cooking and heating as further described below) with electricity-based consumption through the hydroelectric power grid, thereby eliminating the need for a gas subsidy.

The Santiago hydroelectric project is located at the Morona Santiago province and has a 3,600 MW capacity expected to generate approximately an average of 15.060 GWh per year. The required investment for the Santiago hydroelectric project is U.S. \$ 2.590 million. The Cardenillo hydroelectric project is located at the Azuay province, and has a 596 MW capacity expected to generate approximately an average of 3.356 GWh per year. The required investment for the Cardenillo hydroelectric project is U.S.\$ 1.050 million. The 1,500 MW Coca Codo Sinclair plant was inaugurated on November 18, 2016. It is expected to generate an average of 8.73 GWh per year and supply approximately 30% of the country's electricity needs. In November 2016, all eight turbines in the plant became operational, each generating 187.5 MW and a total of 1,500 MW of power, or 30% of Ecuador's electricity needs.

The plant is set to reduce 3.5 million tons of carbon emissions per year and replace oil energy consumption for domestic purposes such as cooking and water heating. The plant will join the existing infrastructure of hydroelectric plants that include the 21 MW Mazar plant in the Azuay province, the 1,075 MW Paute-Molino plant near Cuenca, the 270 MW Minas San Francisco plant, the 50 MW Quijos plant, and the 487 MW Sopladora and Cardenillo plants planned along the Paute River. Many of these hydroelectric projects are financed through agreements with bilateral lenders, including the China Exim Bank, which has provided U.S.\$1,700 million to

finance the Coca Codo Sinclair project, U.S.\$571 million to finance the Sopladora hydroelectric project and U.S.\$313 million to finance the Minas San Francisco hydroelectric project, the Brazilian National Economic and Social Development Bank which has provided U.S.\$90.2 million to finance the Manduriacu hydroelectric power plant project near Quito, and Société Générale and Deutsche Bank which in April 2014 committed to provide together an additional U.S.\$50 million to finance the Manduriacu hydroelectric power plant.

The construction of these hydroelectric plants is due to an enhanced effort by the Government to invest in the sector. In 2016, the Government invested U.S.\$1,348 million in the electricity sector, a 17% increase from 2012, when the Government invested U.S.\$1,148 million in the sector. Construction on the new line of hydroelectric plants continued in 2016 including the 180 MW Delsitanisagua hydroelectric plant and the 254 MW Toachi Pilaton hydroelectric plants, and the construction of a reservoir in the Minas San Francisco project.

In March 2014, President Correa announced a new program to substitute electricity use for gas use. Under this program, beginning in November 2014, the Government began to sell subsidized stoves to replace gas stoves. President Correa has stated that the use of electric stoves will enable the Government to terminate the gas subsidies in 2017 and the net effect on the Government budget will be positive due to the elimination of the subsidies, with savings of approximately U.S.\$800 million a year.

The Government has also increased investment in the water sector in order to alleviate flood conditions and access to potable water in various parts of the country. Ecuador's national water authority, *Secretaria de Agua*, currently has invested U.S.\$1,233 million out of U.S.\$1,560 million for six multi-purpose projects to improve flood control and irrigation. One of the most important projects in the water sector is the Multipropósito Chone project in the Manabí province. Financed by the Government and private partners, the U.S.\$168.4 million project built a dam to alleviate the flood conditions of the region. The project also built a drain system, which serves for irrigation purposes and provides a drinking water supply for Chone city. The cost of this project includes mitigation costs of U.S.\$41.7 million in the surrounding areas to compensate inhabitants in those areas.

Other water projects include: (i) the Cañar project at a cost of U.S.\$360.5 million to protect approximately 40,000 hectares along the Cañar River and its adjoining streams through a system of levees, including a 24-kilometer bypass, (ii) four new bridges, (iii) a flood regulatory system and 173 km of dyke walls, (iv) the U.S.\$372.7 million Daule-Vinces project that redirects water from the Daule River and transports it along a 38.73 kilometer canal to dry farmlands and (v) the Naranjal project at a cost of U.S.\$181.7 million to protect approximately 44,000 hectares, seven new bridges and 158 km of dyke walls.

These flood control projects reduce the social and economic damage caused by floods in the winter season, allowing the Government to reallocate resources previously used to repair the damage to other projects. To repair the damage, the Government spent U.S.\$312 million in 2012 and U.S.\$415 million in 2013. The Government did not spend any funds in 2014 and 2015 due to the mild winter conditions for those years.

In 2016, the electric and water sectors contributed a total of U.S.\$1,804 million to GDP, an increase compared to U.S.\$1,557 million in 2015. Since 2012, the sectors represent an average of approximately 1.4% of GDP per year.

## **Telecommunications**

In 2007, only 8.47% of the Ecuadorian population was connected to the Internet. Under President Correa's administration, the average percentage of Internet users has increased to 108.7% per every 100 inhabitants as of March 2016. Similarly, while only 20 of Ecuador's 221 municipalities had access to the national fiber optic network in 2007, this number increased to 200 by 2015.

In 2012, the telecommunications sector accounted for U.S.\$1,914 million of GDP. This amount increased steadily through 2014, when the telecommunication sector accounted for U.S.\$2,171 million of GDP to then decrease in 2015, when the telecommunications sector accounted for U.S.\$2,039 million. In 2016, the telecommunications sector decreased again and accounted for U.S.\$1,845 million. From 2012 through 2016, the telecommunications sector represented an average of approximately 2.07% of GDP per year. In 2016, the

Government invested U.S.\$217 million in the sector, a decrease compared to U.S.\$322 million in 2015. In 2008, Ecuador granted Spain's Telefónica (currently operating in Ecuador as "Movistar") and Mexico's América Móvil (currently operating in Ecuador as "Claro") 15-year concession contracts to provide the country with telephone and 3G services. The concessions are extensions of previous agreements both companies had with Ecuador and are expected to generate U.S.\$840 million in revenues for Ecuador over the course of the term of the concessions. In February 2015, Ecuador amended the concession to provide the country with 4G services.

In February of 2015, the National Assembly enacted the Telecommunications Law as a means to improve access to quality telecommunications services and to increase the use of information technology in rural sectors. For more information on the Telecommunications Law, see "The Ecuadorian Economy" Economic and Social Policies – Telecommunications Law."

## **Other Sectors of the Economy**

### **Agriculture**

Before the discovery of petroleum fields in provinces of the Orient region in the 1970's, the agriculture sector had traditionally been the largest contributor to Ecuador's GDP. Of Ecuador's total 27.1 million hectares, 7.8 million are devoted to agriculture and livestock. Ecuador's diverse climatic conditions, varying altitudes and rich volcanic soil are well suited to tropical and subtropical agriculture. Ecuador's primary product from this sector, which is also the Republic's most significant non-oil export, is bananas. According to data from the Food and Agricultural Organization of the United Nations ("FAO"), Ecuador has represented approximately 25% to 30% of banana world exports for the ten years ending in December 31, 2013. Ecuador also exports significant amounts of coffee, flowers, and cacao. The agricultural sector constituted an average of 8.01% of GDP per year for the years 2012 through 2016. In 2016, the agricultural sector represented 8.62% of GDP, an increase compared to 8.44% in 2015.

Between 2012 and 2016, the volume of Ecuador's banana exports increased by 21.8%. In 2012, the value of Ecuador's banana exports decreased by 7.5%, primarily as a result of difficult growing conditions for that year. However, the value of these exports increased by 11.8% in 2013 when growing conditions returned to normal and 10.9% and 9.0% in 2014 and 2015, respectively. In 2016, banana exports totaled U.S.\$2,734 million, a 2.6% decrease from U.S.\$2,808 million in 2015 primarily due to the decrease in quality of the banana supply during the first trimester due to climate conditions, and the oversupply of Central American bananas in the global marketplace which reduced the overall price.

Ecuador also exports significant amounts of cacao. In 2012, cacao exports were U.S.\$345 million. Exports increased to U.S.\$423 million in 2013 when growing conditions returned to normal. With continued normal growing conditions, cacao exports reached U.S.\$576 million in 2014 and increased to U.S.\$693 million in 2015. In 2016, cacao exports reached U.S.\$621 million, a 10.4% decrease from 2015 primarily due to the oversupply of cacao, especially from Ivory Coast and Ghana which affected the overall price and a general decrease in the consumption of chocolate.

Flowers and flower products are among one of the newest, but fastest growing exports for Ecuador, making up 4.8% of Ecuador's total exports in 2016. Flower exports were U.S.\$714 million in 2012, U.S.\$830 million in 2013 and U.S.\$918 million in 2014. In 2015, flower exports decreased by 12% to U.S.\$820 million primarily as a result of the strengthening of the dollar which made Ecuador's flowers more expensive compared to Colombian flowers. In 2016, flower exports decreased by 2.2% to U.S.\$802 million primarily due to exchange rate changes, particularly the strengthening of the U.S. dollar which reduced sales principally to the Russian market as well as political problems affecting sales to Ukraine.

### **Fishing**

Another important aspect of Ecuador's agriculture is its fishing exports. Ecuador exports significant amount of tuna and other fish, but its predominant fishing export is shrimp. Ecuador is the largest shrimp producer in the Americas, and one of the largest shrimp producers in the world. According to the FAO, over the ten years

ending December 31, 2013, Ecuadorian shrimp exports have represented approximately 2% of worldwide shrimp exports.

The amount of shrimp exports steadily rose in the period from 2011 to 2014, growing from U.S.\$1,178 million in 2011 and reaching U.S.\$2,513 million in 2014. In 2015, shrimp exports totaled U.S.\$2,280 million, a 9.3% decrease from 2014. This decrease is due to the phenomenon of El Niño, which took place in 2015, as well as a decrease in exports to Asia. In 2016, shrimp exports totaled U.S.\$2,580 million, an increase of 13.2% from 2015. This increase was due to the recovery of the price of shrimp and to the export of shrimp of greater weight, which have a higher price. Fishing exports, other than shrimp, decreased from U.S.\$324 million in 2012 to U.S.\$244 million in 2016. In 2016, fishing exports decreased by 5.4% from U.S.\$258 million in 2015. This decrease is due to the impact of the phenomenon of el Niño in the Ecuadorian coast which reduced the supply and raised prices.

### **Manufacturing**

Manufacturing, excluding petroleum products, is dominated by consumer products such as food, beverages, textiles, and paper, with a concentration of imported intermediate and capital goods. The manufacturing sector contributed 12.21%, 12.59%, 13.57%, 13.79% and 13.93% to the GDP, per year for the years, 2012, 2013, 2014, 2015 and 2016, respectively. Ecuador's main manufactured, non-petroleum exports are canned seafood, automobile assembly, processed cocoa, and processed coffee. The manufacturing sector has grown an average of 10.27% per year between 2011 and 2015. During 2012, 2013 and 2014, manufacturing grew by 11.1%, 11.5%, and 15.9%, respectively. In 2015, manufacturing decreased by 0.5%, reaching U.S.\$13,815 million. In 2016, manufacturing decreased by 1.4% reaching U.S.\$13,628 million. The decrease in growth of the manufacturing sector was due to the general slowdown of the economy in Ecuador for those periods.

Ecuador's membership in international trade organizations and its status as a party to various multilateral agreements such as ALADI, CELAC, and the Community of Andean Nations have contributed to the opening of new markets for the sale of Ecuadorian goods abroad and challenged domestic manufacturers to operate more competitively. On December 12, 2014, representatives from Ecuador's Ministry of Foreign Commerce signed a trade agreement with the European Union. For more information, see "Balance of Payments and Foreign Trade — Foreign Trade - Trade Policy." By the end of 2016, 16.9% of Ecuador's non-petroleum exports were sold in the European Union.

### **Construction**

The construction sector accounted for 10.63% of GDP in 2014, 10.53% of GDP in 2013 and 10.67% in 2012. In 2016, the construction sector accounted for 9.64% of GDP, compared to 10.70% of GDP in 2015. In 2015, construction activity decreased by 1.7% in real terms compared with 2014. In 2014, construction activity grew by 7.2%, compared to 7.4% in 2013 and 12.2% in 2012. These decreases in construction activity were due to a decrease in residential and non-residential buildings as well as a decrease in civil engineering projects. In 2016, construction activity decreased by 8.9% in real terms compared with 2015. In 2016, U.S.\$413 million worth of raw materials used for construction were imported, a decrease of 37% from the U.S.\$658 million worth of raw materials used for construction imported in 2015. This decrease in construction activity was primarily due to a decrease in imports of construction materials. The steady increase in construction and the large percentage of GDP that it represents is a result of the construction activity in connection with the Republic's infrastructure projects, particularly the development of new oil fields, and the hydroelectric and flood control projects of the past seven years.

### **Science and Technology**

The Government has begun development of a very large education and research center north of Quito, known as "Yachay-the City of Knowledge" ("Yachay"). Construction of Yachay began in 2012 and is expected to be completed in 2028. Yachay is a 18-square-mile planned community that is expected to house a large university and a dozen technology and innovation parks. The university opened its doors to 187 enrolled students in April 2014.

The goal of Yachay is to create a culture of scientific research in Ecuador and promote a long-term state-of-the-art site for technological research. Developers have mentioned that there will be an emphasis on nanotechnology, but add that Yachay will be multi-disciplinary. Long-term goals include the development of knowledge-based products to diversify the Ecuadorian economy and the development of new technologies for the country's well-being. Ecuador estimates that it will spend U.S.\$20 billion over the course of 16 years to complete the project.

In February 2016, the Republic entered into a U.S.\$198 million loan agreement with China Exim Bank to finance the first phase of Yachay.

## **Tourism**

Ecuador's tourism industry grew steadily from 2012 to 2014, slightly decreasing in 2015 and again in 2016. In 2012, 1.27 million tourists visited the country, 1.36 million in 2013, 1.56 million in 2014, 1.54 million in 2015 and 1.41 million in 2016. In 2016, the largest number of tourists came from Colombia accounting for 21% of tourists, followed by the United States and Peru, both in second place, accounting for 12% of tourists each. Based on the 2010 census, 2,546 foreign retirees and foreign pensioners have been residing in Ecuador for 15 years or more.

The steady increase in tourism from 2012 to 2014 was largely due to promotional campaigns instituted by the Ministry of Tourism. In 2010, the "Ecuador loves life" campaign was launched in England, Germany, France and the United States. A second campaign, the "I discovered" campaign, was launched in 2011, and a third campaign, the "All you need is Ecuador" campaign, was launched in 2014. As part of this campaign, Ecuador became the first government to advertise during the Super Bowl, airing a thirty second spot during the 2015 event. The Ministry also provides financing and logistics advice to local businesses that cater to tourists such as tours and adventure companies. The decrease in tourism from 2015 to 2016 was due to the Pedernales Earthquake. The initial 2016 annual budget allocated U.S.\$36 million to the Ministry of Tourism for tourism promotional campaigns and other initiatives to promote tourism. The 2016 budget for tourism was modified to U.S.\$ 22.7 million while being used as the provisional budget for 2017.

## **Transportation**

In 2015, the Government invested a total of U.S.\$1,119 million in roads and highways, a decrease of 20% from the previous year, when total investment was U.S.\$1,400 million. The most significant road projects in Ecuador are the Manta (Ecuador)-Manaus (Brazil) road network, linking the Pacific Ocean with the Atlantic and the Troncal-Amazonica road, which runs from north to south, linking the Colombian and Peruvian borders. The Troncal-Amazonica road was completed in early 2016 with the construction of the El Tigre bridge and a portion of the Manta-Manaus road network. The Manta-Manaus road-network is currently under construction, although there is no definitive completion date. Both projects are not toll roads and were financed by oil revenues and financing from CAF.

Two recent significant projects have recently been financed along with the municipality of Quito. In February of 2013, a new international airport opened in the suburbs of Quito. The airport cost was U.S.\$700 million and was financed by Quiport S.A., an international consortium led by AECON Construction Group and HAS Development Corporation. The new airport features the largest control tower and the longest runaway of any international airport in Latin America. Phase 2 of the airport, which includes the expansion of the passenger terminal, new jet bridges, and the expansion of the shopping areas was financed by Quiport S.A. and cost U.S.\$70.5 million. Construction of Phase 2 of the airport was completed in 2015, and began operating as a passenger terminal in May of that year. A new road and bridge to reduce congestion from the previous single bridge and highway that led to the airport have been completed. Construction of a subway system in Quito based on the Metro of Madrid has been under way since 2012. As of March 29, 2017, 23% of construction of the subway system in Quito has been completed. This metro system is expected to connect the northern business and resident areas of Quito to Quito's historic city center. The project is budgeted to cost U.S.\$1,680 million through completion and is expected to commence operations in 2019. This project was financed, in part, by a U.S.\$205 million loan from the World Bank, a U.S.\$259 million loan from the European Investment bank, which was increased by U.S.\$44,152,000 in November 2016, a U.S.\$200 million loan from the IDB and a U.S.\$200 million loan from CAF. In February 2014, the municipality of Cuenca began construction of the *Tranvía Cuatro Ríos*, a 21.4-kilometer tram system with 27

stations. The project is planned to connect the airport and city-center to the outlying suburbs of the city. The project is estimated to cost U.S.\$232 million and was financed, in part, by a 15-year loan executed in January 2013, pursuant to the French government's Emerging Country Reserve Loan program.

### Employment and Wages

The National Council on Wages sets the minimum wage for workers in the private sector on an annual basis. The monthly minimum wage for a job in the private sector has increased from U.S.\$318 for 2013 to U.S.\$375 for 2017. The announcement of the minimum wage applicable for 2017 was made in December of 2016 and was set at U.S.\$375 per month. Public sector employee wages are based on the wage scale determined by the *Ministerio de Relaciones Laborales* ("Ministry of Labor Relations"). The following table shows the increase in minimum wage from 2012 to 2017.

**Monthly Minimum Wage (1)**  
(in U.S.\$)

2012	2013	2014	2015	2016	2017
292	318	340	354	366	375

Source: Ministry of Labor Relations.

(1) Minimum wages set at the beginning of each year.

Private employee salaries received a boost with the introduction of the "Living Wage" into the Labor Law. Enacted in December 2010, this law dictates that any company that generates a profit shall distribute it amongst its employees until their total income has risen to the level of the living wage. The value of the living wage is determined annually by INEC on the basis of the cost of living and the number of family members in each family unit.

The following table shows certain labor force and employment data for the periods indicated:

**Labor Force and Employment**  
(in thousands of persons, except percentages)

	2012	2013	2014	2015	2016	March 2017
Total Population <sup>(1)</sup> .....	15,520	15,775	16,027	16,279	16,529	16,738
Labor Force <sup>(2)</sup> .....	10,864	11,200	11,159	11,399	11,696	11,726
Labor Force Participation <sup>(3)</sup> .....	6,701	6,953	7,195	7,499	7,874	8,084
Labor Force Participation Rate .....	61.68%	62.08%	64.47%	65.78%	67.32%	68.9%
Employed Labor Force .....	6,425	6,664	6,921	7,141	7,464	7,729
Unemployed Labor Force .....	276	289	273	357	410	355
Unemployment Rate <sup>(4)</sup> .....	4.12%	4.15%	3.80%	4.77%	5.20%	4.4%

Source: Based on figures from INEC as of March 2017.

(1) Total population numbers based on yearly projections from 2010 census.

(2) Refers to population above minimum working age (15 years old), irrespective of employment status.

(3) Also referred to as economically active population.

(4) As a percentage of economically active population.

In 2009, in order to reduce unemployment, the Ministry of Labor Relations established the *Red Socio Empleo* ("Employment Partner Network"), a government agency designed to assist with employment searches and provide educational opportunities abroad for future work in Ecuador. The agency provides scholarships and allows individuals looking for work to post resumes, create their own web pages, and schedule interviews with potential employers online.

From 2012 to 2016, the unemployment rate increased by 1.08%. Underemployment, or individuals who are unable to obtain full-time work to receive a salary meeting the official minimum wage, decreased from 49.29% to 48.09% during this time as well but increased to 53.39% as of 2016. In 2013, unemployment increased slightly to 4.15% from 4.12% in 2012, decreasing to 3.80% in 2014 due to increased job creation in the services and commerce



industries. In 2015, the unemployment rate increased to 4.77% due to a general slowdown of the economy in 2015 that led to job losses in both the private and public sectors. The rate of unemployment increased to 5.20% as of December, 2016 due to an increase in the labor force participation rate as previously economic inactive members attempted to join the labor force. The rate of unemployment decreased from 5.7% as of March 31, 2016 to 4.4% as of March 31, 2017.

The rate of individuals who are unable to obtain full-time work to receive a salary meeting the official minimum wage, or underemployment, increased from 47.15% in 2012 to 47.77% in 2013, then decreased to 46.69% in 2014 but increased in 2015 to 48.09% and increased again in 2016 to 53.39%.

The sectors that registered the greatest reduction in employment in the period from 2011 to 2015 were the agriculture sector with 2.89%, and the commerce sector with 1.52%. The labor force participation rate of the Ecuadorian economy increased by an aggregate of 5.64% from 2012 to 2016 and unemployment increased by 1.08% for that same period. Underemployment increased by 6.24% in the same time period.

The following table sets forth information regarding the unemployment and underemployment rates, and real minimum wages for the periods presented:

### Wage and Unemployment

	For the Year ended December 31,					As of March 31,
	2012	2013	2014	2015	2016	2017
Unemployment rate (% of economically active population) <sup>(1)</sup>	4.12	4.15	3.80	4.77	5.20	4.4
Underemployment rate (% of economically active population) <sup>(2)</sup>	47.15	47.77	46.69	48.09	53.39	57.0

Source: Based on figures from INEC as of March 2016.

(1) Refers to population at or above the minimum working age that is not employed and is willing to work (even if not actively seeking work) as a percentage of the total labor force.

(2) Refers to individuals who are unable to obtain full-time work to receive a salary meeting the official minimum wage.

### Average Wages by Economic Sector (Monthly)<sup>(1)</sup>

	(in U.S. dollars)					
	Average Wage	Oil and Mining	Agriculture <sup>(2)</sup>	Services <sup>(3)</sup>	Manufacturing	Tourism <sup>(4)</sup>
2011	295.74	422.31	263.38	424.05	247.28	326.86
2012	345.50	479.73	308.66	493.10	282.78	372.86
2013	374.90	510.80	340.00	551.21	313.20	398.24
2014	416.21	704.93	371.31	559.95	340.28	424.15
2015	422.83	715.49	398.72	535.12	352.20	446.00

Source: Based on figures from INEC.

(1) These figures include mixed income (wage and non-wage income) by economic sector per month as of the date indicated. Methodology to compute the data is based on all wages earned by individuals in a month. For the purposes of this data, there is no distinction made between full-time and part-time workers.

(2) Represents industrial production of agricultural products.

(3) Services include water and electric.

(4) Tourism includes hotels and restaurants.

### Poverty

In recent years, Ecuador has seen decreases in levels of urban and rural poverty. The urban poverty rate decreased from 16.1% to 15.7% between 2012 and 2016, while the rural poverty rate decreased from 49.1% to 38.2% across the same time frame. Extreme poverty rates have also decreased, from 5.0% of all urban households in 2012 to 4.4% of all urban households in 2016, and from 23.3% of all rural households in 2012 to 17.6% of all rural households in 2016. At the same time, the total extreme poverty rate decreased from 11.2% in 2012 to 8.7% in 2016. As such, in spite of the general economic conditions in 2016 due to the Pedernales earthquake, the income for households in extreme poverty has not been affected mainly as a result of an increase in the number of household members receiving income.

The Republic believes this decrease in poverty is partially the result of a significant expansion of the *bono de desarrollo humano* (“BDH”), a cash transfer program for those in the lower 40% of income distribution who are either mothers of children under the age of 16, above the age of 65, or disabled. Currently, the BDH transfers U.S.\$50 a month to qualifying individuals.

The following table shows the percentage of households in poverty for the periods indicated.

	<b>Percentage of Households in Poverty</b>								
	<b>Poverty Based on Income <sup>(1)</sup></b>			<b>Extreme Poverty Based on Income <sup>(2)</sup></b>			<b>Poverty Based on Lack of Basic Necessities <sup>(3)</sup></b>		
	<b>Urban</b>	<b>Rural</b>	<b>Total</b>	<b>Urban</b>	<b>Rural</b>	<b>Total</b>	<b>Urban</b>	<b>Rural</b>	<b>Total</b>
December 2012.....	16.1	49.1	27.3	5.0	23.3	11.2	19.5	70.8	36.8
December 2013.....	17.6	42.0	25.6	4.4	17.4	8.6	25.7	65.7	38.7
December 2014.....	16.4	35.3	22.5	4.5	14.3	7.7	24.8	57.8	35.4
December 2015.....	15.7	39.3	23.3	4.4	17.0	8.5	22.0	55.8	32.9
December 2016.....	15.7	38.2	22.9	4.4	17.6	8.7	22.3	52.6	32.0

Source: Based on figures from INEC as of December 2016.

- (1) Persons whose income is below the poverty line. As of December 31, 2016, the poverty line, as determined by Ecuador, is U.S.\$84.68/month, per person.
- (2) As of December 31, 2016, the extreme poverty line is U.S.\$47.22/month per person.
- (3) This number is based on information taken at the census regarding the lack of availability of basic necessities. Variables considered in this figure include literacy rates and access to potable water, sewage systems and hygienic services, electricity, running water, telephone lines, doctors and hospital beds per 1000 persons.

## Social Security

The social security system in Ecuador is administered by the IESS, as well as by the *Instituto de Seguridad Social de las Fuerzas Armadas* and the *Instituto de Seguridad Social de la Policía Nacional* (the Social Security programs of the Armed Forces or “ISSFA” and the Ecuadorian Police Department or “ISSPOL,” respectively). The Ecuadorian Social Security System is a trans-generational model where the current work force funds the benefits of those who are no longer in the work force and permits retirees to also make on-going contributions to their retirement fund.

Social security benefits are a constitutional right for all workers and their families, designed to protect the insured in case of illness, maternity, unemployment, disability, old age and death. The social security system also provides financing for workers’ housing. Ecuador’s social security system is financed by contributions from the Government, employers and employees. The level of employee contribution is based on an employee’s income. The monthly pension is based on a percentage of the insured’s average monthly earnings in his or her five highest years of earnings. The minimum monthly pension for 2016 was U.S.\$183.

Retirees benefit from the IESS system once they have left employment. As of December 2015, IESS, ISSFA and ISSPOL had 9.2 million, 1.1 million and 0.2 million beneficiaries, respectively. In 2016, total non-financial public sector contributions to social security were U.S.\$4.7 million, or 4.8% of GDP, a decrease from U.S.\$5.0 million, or 5.0% of GDP in 2015. In 2015, IESS’s beneficiaries included 3.1 million affiliates, 0.4 million pensioners, 4.4 million dependents, 1.1 million people covered through rural social security and 0.03 million people that receive benefits related to work related risks. For 2016, IESS’s expenditures totaled approximately U.S.\$6.3 billion.

Under Article 372 of the 2008 Constitution, the *Banco del Instituto Ecuatoriano de Seguridad Social* (the Social Security Institute Bank of Ecuador or “BIESS”) is responsible for channeling investments and managing public pension funds. Resolution JB-2009-1406 enacted in July 2009 sets the parameters for the types of investments allowed. Investments in real estate are only allowed in the long-term (over five years), investments in trusts are not allowed in the short-term (less than three years), and investments in public sector securities cannot exceed 75% of the market value of the fund. A risk committee must approve all investments. Investments must be rated by an approved rating agency, and no investment may be rated lower than specific thresholds set for that type

of investment, as determined by the risk committee. As of February 28, 2017, BIESS is the largest holder of Government securities, with 44.3% of its portfolio investment, or U.S.\$7,922.5 million, in Government holdings.

The primary functions of the BIESS are, among others, the provision of different financial services such as mortgages, pledge-backed loans and unsecured credits. Additional services include portfolio re-discount operations for financial institutions and other financial services in favor of retirees and other affiliates of the IESS by means of direct operations or through the national financial system. Additional bank functions are investment in infrastructure projects that generate financial profitability, added value and new sources of employment, as well as investments in fixed and variable income securities through the primary and secondary markets.

On October 21, 2016, the Law to Strengthen the Social Security System of the Armed Forces and National Police was published and became effective. The law is intended to make the national system of social security more sustainable over time by making adjustments and improvements to the pensions of public servants from Ecuador's Armed Forces and National Police.

### **Education**

In 2011, the Government implemented the *Ley Orgánica de Educación Intercultural* (the "Intercultural Education Law"). The law created a standardized curriculum for all high schools, consolidated school systems to eliminate single-teacher schools, created a stringent evaluation system for teachers and schools, and launched a nation-wide literacy program. Under the reform, students were to receive free medical attention, school lunches, and uniforms.

The 2016 annual budget allocated U.S.\$4.9 billion for Government education and education initiatives. Education initiatives include the continued construction of Yachay (See "The Ecuadorian Economy—Other Sectors of the Economy—Science and Technology"), the use of outside consultants to improve English education, the granting of scholarships to exceptional students for study in elite foreign universities, the inspection of Ecuador's universities to ensure that they meet a high standard quality, and various other projects administered by individual municipalities. The 2016 budget for education was modified to U.S.\$5.0 billion while being used as the provisional budget for 2017.

Education is mandatory in Ecuador until the age of 14. The literacy rate for adults over 15 years of age was 94.2% in 2015, and has been above 90% since 2004.

### **Health**

The initial 2016 annual budget allocated U.S.\$2.3 billion for Ecuador's health sector. The 2016 budget for health was modified to U.S.\$2.4 billion while being used as the provisional budget for 2017. Recent reforms include a mandatory increase in hours and pay for medical professionals, and the creation of mobile clinics intended to ensure vaccinations in the most remote areas of the country. The Government has also signed various agreements with private companies to produce generic drugs in the country.

## **LEGAL PROCEEDINGS**

The Republic is involved in certain litigation and administrative arbitration proceedings described below. Some of the proceedings described below are conducted pursuant to the mandatory arbitration provisions contained in the U.S.-Ecuador Bilateral Investment Treaty and the Canada-Ecuador Bilateral Investment Treaty, as applicable. These treaties aim to protect investors of both nations in the other country. An unfavorable resolution of some of these proceedings could have a material adverse effect on the Republic. Legal Proceedings with respect to Petroamazonas are described in “Business Overview—Legal Proceedings.”

### **Occidental - Breach of Contract Claim**

In May 1999, Petroecuador and Occidental Exploration and Production Company (“Occidental”) entered into a participation agreement for the exploration and exploitation of hydrocarbons in Block 15, in the Oriente region. On September 15, 2004, Petroecuador sent Occidental a notice of breach alleging various grounds for forfeiture of the participation agreement, including the unauthorized assignment of 40% of Occidental’s rights and obligations thereunder to Canadian oil company Encana. Block 15 is one of Ecuador’s most productive oil fields. In May 2006, the Ministry of Energy and Mines declared the participation agreement with Occidental to be terminated due to its alleged breach of the Hydrocarbons Law. As a result, all of Occidental’s assets were transferred to the Republic. In May 2006, Occidental filed a claim before the ICSID against Ecuador in an amount of U.S.\$3.3 billion, claiming that the termination of the participation agreement constituted the “equivalent of expropriation,” in violation of the U.S.-Ecuador Bilateral Investment Treaty, and that the forfeiture of the participation agreement was litigated for political reasons rather than due to an illegal assignment.

On October 5, 2012, the ICSID arbitral panel issued an arbitral award in favor of Occidental in the amount of U.S.\$1.7 billion, plus interest, but it also found that Occidental’s assignment to Encana was made in violation of Ecuadorian law. The arbitral panel calculated the amount based on the full value of the contract, with a reduction of 25% due to such violation. On October 9, 2012, Ecuador filed a petition for a stay of the enforcement of the arbitral award until an annulment procedure could be carried out. The petition was registered with ICSID on October 11, 2012. On January 18, 2013, ICSID appointed an ad hoc panel to resolve the petition for the stay and consider a petition for annulment. The first meeting of the panel took place on March 25, 2013. On May 13, 2013, the panel met to consider a February 13, 2013 petition by Occidental to lift the currently effective stay of the arbitral award. In a September 30, 2013 decision, the panel ratified the stay of the award and held that it should continue unconditionally.

On August 12, 2013, Ecuador submitted its brief of annulment. On October 18, 2013, Occidental presented its response, arguing that there was no basis for an annulment. Ecuador presented its reply on January 6, 2014 and Occidental submitted its rejoinder on February 28, 2014. The hearing concerning annulment took place between April 7 and April 10, 2014.

On November 2, 2015, the ad hoc panel partially annulled the October 5, 2012 arbitral award, finding that the unauthorized assignment of 40% of Occidental’s rights under the participation agreement was made in violation of Ecuadorian law and therefore limited the arbitration award to U.S.\$1.06 billion, plus interest. Subsequent to this finding, on November 4, 2015, the U.S. District Court for the Southern District of New York issued an order, at the petition of Occidental, recognizing the award as a final judgment of the court.

In January 2016, Ecuador and Occidental entered into a settlement agreement. As a result, no further actions have been taken in court proceedings in New York to enforce the award. In the settlement agreement, Ecuador agreed to pay a total of U.S.\$980 million to Occidental in a series of installments. In June 2016, Ecuador paid the final installment to Occidental. Occidental agreed to release all claims and accept such payments as a final settlement of all amounts payable pursuant to the arbitral award.

### **Chevron**

In 2006, Chevron brought arbitration proceedings against the Republic under the arbitration rules of the UNCITRAL alleging the Republic’s breach under certain “denial of justice” provisions under the U.S.-Ecuador

Bilateral Investment Treaty. In August 2011, the arbitral tribunal established that Ecuador had breached such treaty and should pay Chevron U.S.\$96 million plus compound interest calculated from September 1, 2011 until the date of payment. The tribunal accepted the position of Ecuador that any amount received by Chevron should be subject to the payment of a tax at a rate of 87.31% (the preliminary arbitral award was approximately U.S.\$700 million) and deducted the tax amount due to Ecuador from the preliminary arbitral award of U.S.\$700 million. Consequently, Ecuador filed a petition to annul the arbitral award before the District Court of The Hague, which was denied on May 2, 2012. Ecuador presented an appeal to the District Court decision, and on May 13, 2013, the Appellate Court of The Hague heard the arguments of the parties on appeal and rejected Ecuador's appeal on June 19, 2013. In September 18, 2013, Ecuador presented an appeal to the Supreme Court of the Netherlands, which held hearings on February 28, 2014 and denied Ecuador's appeal on September 26, 2014.

On July 27, 2012, Chevron filed a claim before the District Court of the District of Columbia (Washington, DC) seeking recognition and enforcement of the arbitral award. On March 25, 2013, Ecuador filed its brief in opposition with the court, and on April 25, 2013, Chevron filed its response. On June 6, 2013 the District Court confirmed the award in favor of Chevron. Ecuador filed an appeal on July 1, 2013, to which Chevron filed an opposition brief on August 19, 2013.

On September 6, 2013, because Ecuador did not have substantial assets in the District of Columbia, Chevron filed a motion to enable it to register the district court award "in any other district" in the United States. Ecuador objected, arguing that Chevron should be permitted to register the award only in "those districts for which Chevron has provided sufficient evidence that Ecuador has substantial assets." On October 29, 2013, the District Court of the District of Columbia granted Chevron's motion to register the award in any other district. On June 11, 2014, Ecuador appealed the District Court decision. Chevron filed a response to this appeal on July 18, 2014 and Ecuador filed a reply on August 8, 2014. On August 4, 2015, the United States Court of Appeals for the District of Columbia Circuit affirmed the District Court decision. On February 25, 2016, Ecuador filed a petition for a writ of certiorari requesting that the United States Supreme Court review the decision of the Court of Appeals. On June 6, 2016, the United States Supreme Court denied the Republic's writ of certiorari.

On October 9, 2015, the United States Court of Appeals for the District of Columbia Circuit affirmed the District Court decision. Accordingly, the arbitral award granted to Chevron became due and payable in the United States with the same force and effect as a judgment in a judicial action. The total amount due under the award, (U.S.\$96.4 million plus U.S.\$16.4 million in interest) was paid by Ecuador to Chevron in satisfaction of the arbitral award.

On a separate matter, in September 2009, Chevron filed an UNCITRAL arbitration claim against Ecuador for an undetermined amount. The claim seeks indemnification for claims brought by indigenous communities in Lago Agrio, Ecuador, against Chevron for environmental damages. In 2011, an Ecuadorian court ruled in favor of the Lago Agrio community, ordering Chevron to pay U.S.\$19 billion in damages. This amount was reduced to U.S.\$9.5 billion in November 2013. Chevron argues that Ecuador and Petroecuador should be solely responsible for any judgments arising from claims resulting from the Lago Agrio litigation because of "hold harmless" provisions of a 1995 settlement agreement ("1995 Settlement") between Chevron and the Republic and also claims breach of the 1995 Settlement and the U.S.-Ecuador Bilateral Investment Treaty. On the other hand, Ecuador argues that it has not assumed any obligation to indemnify, protect, or defend Chevron from third party claims. On January 25, 2012, the arbitral tribunal issued an interim award that ordered Ecuador to take all available measures to suspend the enforcement or recognition of the claims in the Lago Agrio case in Ecuador and abroad. On February 16, 2012, the tribunal issued a second interim award ordering Chevron to compensate Ecuador for the costs Ecuador incurs in performance of its obligations under the interim awards, and ordered Chevron to post a bond in the amount of U.S.\$50 million to secure payment of the same. The plaintiffs for the Lago Agrio case, in November 2012, obtained the seizure of certain bank accounts of Chevron in Argentina and the seizure of Chevron's interests in its Argentine subsidiaries. On June 5, 2013, this seizure was revoked. In a third interim award dated February 27, 2012, the arbitral tribunal held that it had jurisdiction to hear the claim. In a fourth interim award dated February 7, 2013, the arbitral tribunal resolved that Ecuador has not complied with the decisions from the previous awards, and that each party shall argue whether Ecuador must reimburse Chevron for any expenses related to the enforcement proceedings. The arbitration tribunal has divided the merits of the case into 3 tracks. Track 1 will decide issues relating to the 1995 Settlement and the obligation of Ecuador to indemnify Chevron from third party claims. Track 2 will decide issues relating to denial of justice claims by Chevron and the alleged breach of the U.S.-Ecuador Bilateral

Investment Treaty. Once Tracks 1 and 2 have been decided on the merits, Track 3 will determine any monetary damages that resulted from the alleged breaches and will assess the monetary value of the environmental damage in the Lago Agrio community. On September 17, 2013 the arbitral tribunal issued a partial Track 1 award (Track 1A) where it agreed with the Republic in that the 1995 Settlement did not preclude the Lago Agrio plaintiffs from asserting claims “in respect of their own individual rights.” According to the arbitral tribunal, the 1995 Settlement bars claims that Ecuador might raise in the exercise of their own rights, but does not bar to claims by third parties acting independently from the state in the exercise of their individual rights. It also held that the 1995 Settlement did not contain an indemnity provision that required the Republic to be held liable for any costs or any judgment rendered against Chevron. However, the arbitral tribunal held that Chevron was a “released party” under the 1995 Settlement. The arbitration tribunal did not decide on the claims of breach of the 1995 Settlement. In response, on January 7, 2014, Ecuador filed a writ of summons in the District Court of the Hague requesting an order setting aside the September 17, 2013 partial award and of the previous interim awards. The District Court of the Hague held a hearing regarding Ecuador’s writ of summons on November 2015 and rejected Ecuador’s request in a decision issued on January 20, 2016. On April 20, 2016, Ecuador presented its petition for appeal. It presented its memorial on August 16, 2016. On October 11, 2016, Chevron submitted its response. The appeal is pending. A hearing regarding Ecuador’s request to set aside the partial award and the previous interim awards is scheduled to be held on May 9, 2017.

On March 12, 2015, the arbitral tribunal issued a second Track 1 (Track 1B) decision in favor of Ecuador, holding that the initial pleading brought by the Lago Agro plaintiffs qualified as an “individual rights” claim not barred by the 1995 Settlement.

On May 9, 2014, Chevron submitted a supplemental brief regarding the Track 2 issue of the alleged violations of the Ecuador-US Bilateral Investment Treaty, explaining the relevance of certain prehearing exhibits.

On November 7, 2014, Ecuador filed a written response to Chevron’s supplemental brief on Track 2, to which Chevron replied on January 14, 2015. Ecuador in turn filed a supplemental rejoinder brief on March 17, 2015. A telephone conference regarding procedural matters took place on March 27, 2015. Hearings on the Track 2 issues relating to the supplemental briefs took place in Washington, D.C. from April 21 to May 8, 2015. The result of the Track 2 hearing is pending. The parties submitted briefs on the final report of a forensic computer expert on August 12, 2016 and August 26, 2016 and presented their positions on the relevance of the August 8, 2016 decision of the Southern District of New York Court of Appeals on the RICO action: *Chevron v. Donziger et. al.* on August 16, 2016 and August 18, 2016. On August 29, 2016, the arbitral tribunal issued an order concluding that the legal issues presented before it and those presented in the August 8 decision of the Southern District of New York Court of Appeals are materially different. Accordingly, due to lack of sufficient privity under international law, the arbitral tribunal held that there can be no issue estoppel or *res judicata* applicable before it arising from the outcome of the U.S. legal proceedings. The tribunal has indicated that it will issue a decision with respect to Track 2 after the submission of such briefs. The tribunal has not yet issued a decision.

On a separate matter, in October of 2013, a provincial court of Ecuador ordered the *Instituto Ecuatoriano de la Propiedad Intelectual* (the “Ecuadorian Institute for Intellectual Property” or “IEPI”) to place an embargo on 50 trademarks of Chevron in Ecuador as a result of the Ecuadorian verdict against Chevron in the Lago Agrio case. According to IEPI, the embargo was placed in order to guarantee the payment of the verdict amount by redirecting the revenues from the trademarks to Ecuador, as opposed to Chevron.

### **Windfall Profits Tax Litigation**

A number of foreign oil companies have sued Ecuador in connection with the application of Ecuadorian law 42-2006, which levied a 99% tax on the windfall profits of a number of foreign oil companies. For a description of the windfall profits tax, see “The Ecuadorian Economy—Renegotiation of Oil Field Contracts.” As a result of the implementation of the windfall profits tax law, Ecuador is a defendant in the following arbitration proceedings:

#### *Burlington Resources, Inc.*

Burlington filed an arbitration claim before ICSID in April 2008 against Ecuador, seeking compensation for alleged modifications to its contracts for the development of Blocks 7 and 21 in Ecuador imposed by Ecuadorian

law 42-2006. Burlington argued that such unilateral modification resulted in an expropriation of the blocks that Burlington was operating, although, subsequent to the commencement of the proceedings, Burlington withdrew the contractual claims and based all claims solely on violations of the U.S.-Ecuador Bilateral Investment Treaty. On September 30, 2011, Ecuador filed two counterclaims against Burlington for environmental damage and failure to maintain the facilities of Blocks 7 and 21, in an approximate amount of U.S.\$2 billion. On December 14, 2012, the tribunal decided the liability issue in favor of Burlington and consequently, on January 28, 2013, Ecuador submitted a petition for reconsideration. The arbitral tribunal was scheduled to meet for a hearing on damages and Ecuador's counterclaims in August 2013, but the hearings were suspended due to the request by Ecuador that one of the arbitrators recuse himself from the decision because of a conflict of interest. Burlington presented its assessment of damages memorandum on June 24, 2013, to which Ecuador responded on May 23, 2014. The tribunal held a hearing regarding damages from March 2 to March 6, 2015 in Paris, after which both parties presented their post-hearing briefs on May 29, 2015. On February 7, 2017, the arbitral tribunal rendered its decision. The tribunal rejected the amount of U.S.\$1,515,603,095 claimed by Burlington and instead awarded Burlington U.S.\$379,802,267 plus interest. The tribunal also accepted Ecuador's counterclaims holding Burlington responsible for U.S.\$41,776,992.77 for the costs of environmental damage and failure to repair the facilities of Blocks 7 and 21. On February 13, 2017, Ecuador presented a request to set aside the arbitral decision as well as the decision on the counterclaims claiming that they are both defective under the CIADI convention. Together with this petition, Ecuador requested the suspension of the arbitral decision. On February 14, 2017, the ICSID granted the suspension of the execution of the arbitral award against Ecuador. The ICSID Annulment Committee has not yet been appointed.

On February 10, 2017, Burlington commenced a petition for recognition of the award in the District Court for the Southern District of New York. Similar actions have been initiated in Washington DC and the United Kingdom. However, in accordance with the agreement between the parties, any action will be suspended until the ICSID Annulment Committee renders its decision regarding the suspension.

#### *Perenco Ecuador Limited*

On April 30, 2008, Perenco Ecuador Limited ("Perenco") filed an ICSID arbitration claim against Ecuador seeking compensation of U.S.\$440 million plus costs and interest for alleged changes to its contracts for the development of Blocks 7 and 21 in Ecuador imposed by Ecuadorian law 42-2006. The amount of the claim remains subject to adjustment. Perenco argued that law 42-2006 modified the participation of Perenco under contracts for the development of Blocks 7 and 21 in Ecuador and that the unilateral modification of the contracts resulted in an expropriation of the blocks that Perenco was operating. On July 18, 2014, the tribunal decided the claim in favor of Perenco and considered the schedule for the assessment of damages. The hearing for the assessment of damages took place from November 9, 2015 to November 13, 2015 in Paris. On April 21, 2016, the parties presented their final arguments. The decision on the assessment of damages is pending.

On December 5, 2011, Ecuador filed two counterclaims against Perenco for environmental damage and failure to maintain the facilities of Blocks 7 and 21, in an approximate amount of U.S.\$2 billion. On March 13, 2013, the parties presented their respective memoranda to the arbitral tribunal. Hearings took place from September 9 to September 17, 2013. On August 11, 2015, in an interim decision, the tribunal held that contamination exists in Blocks 7 and 21. However, the tribunal held that a third environmental expert is needed in order to determine if the contamination was caused by Perenco. On November 25, 2016, the independent environmental expert appointed by the tribunal visited Blocks 7 and 21 but has not released any findings yet. The independent environmental expert will return to Ecuador in 2017.

#### *Murphy Ecuador Oil Company, Ltd.*

Murphy Ecuador Oil Company, Ltd. ("Murphy") has claimed that law 42-2006 modified its contracts for exploration and production of crude oil in Ecuador, resulting in an expropriation and a violation of the U.S.-Ecuador Bilateral Investment Treaty. Murphy filed its ICSID arbitral claim against Ecuador on September 30, 2011. In November 2013, the arbitral tribunal rejected Ecuador's objection to jurisdiction. Ecuador submitted its response to merits and jurisdiction to the arbitral tribunal on May 4, 2014. Hearings on the matter took place during November 17-21, 2014 in Washington, D.C. The post-hearing briefs were submitted by both parties on January 9, 2015. At the request of the arbitral tribunal, both parties submitted their briefs regarding costs on January 15, 2016. A partial

final award against Ecuador was rendered on May 6, 2016, ordering the payment of U.S.\$19 million in damages and the arbitration cost of 5 million Euros. The tribunal also held that the parties must submit their calculation of the fair market value of Murphy's property in Ecuador for the tribunal's consideration. On July 29, 2016, the parties in the case of Murphy Ecuador Oil Company, Ltd. presented their briefs on the fair market value of Murphy's property in Ecuador. The tribunal informed the parties that no additional briefs may be submitted and that it will issue its decision in September 2016. On February 10, 2017, the arbitral tribunal issued its final decision confirming its May 2016 decision from the partial final award rendered in May 2016. In the same decision, the tribunal determined that the market value of Murphy Ecuador is zero. As a result, Ecuador must pay U.S.\$19.7 million in addition to U.S.\$7 million in interests. At the same time, the tribunal rejected Murphy's attempt to obtain an additional indemnity for breach of the bilateral investment treaty clause for which it was requesting compensation of up to U.S.\$187 million.

### **William and Roberto Isaías Dassum**

In 2009, Ecuador commenced an action against William and Roberto Isaías, who were the President and Executive Vice-President, respectively, of Filanbanco S.A, Ecuador's largest bank at the time of its bankruptcy in 2001. Arguing before a U.S. federal court, Ecuador alleged that the defendants embezzled funds and forged financial statements thereby resulting in losses suffered by the *Agencia de Garantía de Depósitos* (the "Deposit Guarantee Agency" or "AGD"), in the amount of U.S.\$661.5 million. On May 30, 2013, the federal court judge granted summary judgment against Ecuador. On August 28, 2013, Ecuador filed for appeal in the U.S. Court of Appeals for the Third Circuit. On July 2, 2014, the Third Circuit ruled in favor of Ecuador, reversing the federal court's decision and finding the defendants liable for the losses of Filanbanco S.A. The defendants petitioned the Third Circuit for a hearing to review the July 2, 2014 decision, which the Third Circuit rejected. On August 6, 2014, the defendants submitted their brief in support of their petition, which was denied by the Third Circuit court on September 16, 2014.

Upon remand, the federal court, in an October 15, 2015 decision, held that the ten-year statute of limitations on the action had expired. On November 12, 2015, Ecuador notified the federal court that it would appeal this decision. On November 16, 2015, the defendants filed a motion for costs and fees. On January 11, 2016, the federal court issued an order deferring the decision regarding costs and fees until after the appeal is decided. Ecuador presented its motion to appeal on March 11, 2016. The defendants presented their response to Ecuador's appeal on October 8, 2016. Ecuador filed its brief in response on January 6, 2017. The court of Appeals held the hearing on April 3, 2017.

### **Copper Mesa**

On January 21, 2011, Ecuador was notified of an arbitration proceeding by Copper Mesa for a breach of the Canada-Ecuador Bilateral Investment Treaty based on the termination of the Junin, Chaucha and Telinbela concessions. Copper Mesa claimed indemnification for no less than U.S.\$120 million. Hearings to determine jurisdiction were held in September 2013. The proceedings were concluded on March 12, 2014.

On March 15, 2016 the arbitration tribunal concluded that Ecuador breached the Canada-Ecuador Bilateral Investment Treaty by expropriating certain assets of Copper's Mesa in Ecuador. The arbitration tribunal, however, reduced the total indemnification owed to Copper Mesa to U.S.\$11,184,595 for the Junin concession and U.S.\$8,262,899 for the Chauca concession. The arbitration tribunal rejected Copper Mesa's argument regarding the Telinbela concession.

On June 16, 2016, Ecuador filed its request to set aside the arbitral tribunal's grant of the indemnification award to Copper Mesa. On February 22, 2017, Copper Mesa filed its response to Ecuador's request to set aside the indemnification award. A date for the hearing has not been set yet.

### **Zamora Gold**

On July 7, 2011, Ecuador was notified of an arbitration proceeding for allegedly depriving Zamora Gold of its investments in violation of the Canada-Ecuador Bilateral Investment Treaty. Since then, the plaintiff has not taken further action. The amount of the claim has not yet been determined.



### **RSM Production Corporation**

On May 13, 2010, Ecuador was notified of an arbitration proceeding for allegedly cancelling a mining license held by RSM Production Corporation in violation of the U.S.-Ecuador Bilateral Investment Treaty. Since then, there has not been further action by the plaintiff. The amount of the claim has not yet been determined.

### **Merck Sharp & Dohme**

On February 2, 2011, Merck Sharp & Dohme (“Merck”) filed a claim against Ecuador alleging denial of justice for not having provided judicial guarantees in a judgment initiated against Merck by the Ecuadorian company NIFA S.A. (currently “PROPHAR, S.A.”) in violation of the U.S.-Ecuador Bilateral Investment Treaty.

On February 5, 2016, Merck filed a petition requesting that the arbitration tribunal set forth certain measures to protect Merck from an unjust final judgment in Ecuador. On May 7, 2016, the arbitration tribunal accepted Merck’s petition and ordered Ecuador to guarantee that no final judgment will be enforceable in Ecuador until the arbitration tribunal issues its final decision on the matter.

On August 4, 2016, the National Court of Justice ordered Merck to pay U.S.\$42 million with respect to the judgment initiated against Merck by NIFA S.A. On September 6, 2016, the arbitral tribunal ordered that Ecuador ensure that all proceedings and actions for the enforcement of that judgment be suspended pending the delivery by the tribunal of its final award. On September 16, 2016, the National Court of Justice enforcement judge suspended the enforcement proceeding pending the arbitral tribunal’s final award. This decision was constitutionally challenged by PROPHAR, S.A. Resolution of the Ecuadorian Constitutional Court is pending. On November 16, 2016, the parties presented their post-hearing briefs. On December 2, 2016, the parties presented comments to their post-hearing briefs.

### **Hutchison Port Investments Ltd**

In 2012, the Manta Port Authority (the “APM”) represented by the Procuraduría General del Estado commenced an arbitration proceeding against Hutchison Port Investments Ltd. and Hutchison Port Holdings (“Hutchison”), in the *Centro de Arbitraje y Mediación de la Cámara de Comercio de Quito* (“Center for Arbitration and Mediation of Quito Chamber of Commerce”) to recover U.S.\$141 million in damages. APM alleges that it suffered these damages as a result of Hutchison’s unilateral abandonment of the facilities and other defaults under a concession agreement to operate the port at Manta. Hearings took place from February 9 to 13, 2015 in Panama. On November 30, 2015, the arbitration tribunal decided in favor of Ecuador for an amount of U.S.\$30 million.

The arbitral tribunal awarded APM U.S.\$34,9 million for consequential damages and lost profits. After deduction of the contractual guarantee executed by APM, the indemnification amount totaled U.S.\$27,2 million (before adjusting current value). The tribunal also ordered the compensation of 50% of the arbitral costs to APM to be paid within thirty days from notification of the arbitral award. APM has initiated proceedings in various jurisdictions for the execution of the award.

On March 16, 2017, before the *Sala Cuarta de la Corte Suprema de Justicia* the APM presented its opposition to the annulment petition by Hutchison in Panama on December 30, 2015 against the award in favor of APM.

### **Coca Codo Sinclair**

From 2012 to March 2017, CELEC EP – Unidad de Negocio Coca Codo Sinclair (CCS), an Ecuadorian public enterprise and Sinohydro Corporation were heard by the *Junta Combinada de Disputas* (JCD) (“Combined Dispute Board”), a pre-arbitral forum created under the engineering, procurement and construction contract (the “EPC Contract”) for the construction of the Coca Codo Sinclair hydroelectric plant. The amount of the claims is yet to be determined. Both parties presented, among others, claims relating to time extensions under the EPC Contract, declined payroll/tax return payments, supposed changes in tax laws, costs for changes in infrastructure design,

indirect effects of the non-execution of a potential agreement between China and Ecuador relating to double taxation, and non-compliance with the national participation quota established in the EPC Contract for subcontracting of works. Synohydro Corporation has sought tax refunds for capital exit taxes, additional costs for engineering designs and a time extension for supposed extreme subsoil geological conditions. Both parties disagree with JCD's 21 decisions. The EPC Contract allows for the parties to appeal these decisions in the International Chamber of Commerce by sending a notification of disagreement within 20 days after the JCD's decision. Arbitration is being considered.

### **Arch Trading Corp.**

On June 26, 2013, Arch Trading Corp. and four other media companies filed a claim against the Republic of Ecuador and two other governmental entities for the alleged seizure of over 200 companies owned by the plaintiffs. The plaintiffs allege that they suffered damages exceeding U.S.\$1 billion dollars and request monetary damages plus interest and attorney's fees. Ecuador was served with notice on March 20, 2014. Ecuador filed a motion to vacate with the U.S. District Court for the Southern District of New York on July 3, 2014. Hearings took place on July 31, 2014. On September 5, 2014, Ecuador filed a motion to vacate on the basis of jurisdictional objections, which was granted by the U.S. District Court on May 29, 2015. Arch Trading filed its motion to appeal on August 26, 2015 to which Ecuador presented its reply on September 23, 2015. On January 5, 2016, the Court of Appeals held a hearing regarding Arch Trading's motion to appeal. On October 14, 2016, the Court of Appeals rejected the appeal, affirming the decision of the lower court. Arch Trading Corp. did not take any further action.

### **Ecuador TLC, Cayman International, and Teikoku Oil**

On February 26, 2014, Ecuador TLC, Cayman International, and Teikoku Oil filed a breach of contract arbitration claim against Ecuador in the Permanent Court of Arbitration in the Hague for an amount of U.S.\$808.3 million plus interest. The claim is in connection with an oil-field exploration contract that was terminated by Ecuador because the plaintiffs did not agree to the new renegotiated terms. See "The Ecuadorian Economy—Economic and Social Policies—Renegotiation of Oil Field Contracts." Ecuador presented its response brief on March 21, 2016 and Ecuador TLC presented its response on June 20, 2016. From January 24, 2017 to January 28, 2017, the Court held a hearing regarding Ecuador TLC's breach of contract claim in Washington D.C. The parties presented their submissions on March 3 and will present subsequent submissions on May 5 and May 15, respectively. The final decision is pending.

### **GMO Trust**

On December 12, 2014, GMO Trust issued proceedings against the Republic in respect of an alleged U.S.\$15,876,000 holding of the 2030 Bonds. GMO voluntarily withdrew its complaint pursuant to a settlement agreement between the parties. A stipulation dismissing the complaint was filed on March 16, 2015; under that stipulation, the case cannot be re-filed.

### **Daniel Penades**

On January 30, 2015, Daniel Penades issued proceedings against the Republic of Ecuador in respect of an alleged U.S.\$455,000 holding of the 2030 Bonds in the United States District Court for the Southern District of New York. Ecuador was served with a notification of the claim on September 16, 2015. On January 15, 2016, Ecuador filed a motion to dismiss. On September 30, 2016, the United States District Court for the Southern District of New York granted Ecuador's January 15, 2016 motion to dismiss the Penades complaint and ordered the case closed. On October 27, 2016, Mr. Penades filed a notice of appeal with the Southern District of New York to the United States Court of Appeals for the Second Circuit. Thereafter, Mr. Penades duly filed the required standard forms to initiate the new appeal case.

On November 29, 2016 the United States Court of Appeals for the Second Circuit issued a notice stating that the appeal had been assigned to the Court's Expedited Appeals Calendar. On January 3, 2017, Mr. Penades submitted a brief in support of his position. Ecuador filed its brief in response on February 7, 2017. On February 7, 2017, Mr. Penades filed a motion requesting a time extension to file his reply brief by March 8, 2017. On February

8, 2017, the United States Court of Appeals for the Second Circuit granted Mr. Penades' motion. On February 23, 2017, the United States Court of Appeals for the Second Circuit scheduled the case for May 2017.

**Caribbean Financial International Corp v. Ecudos – Corporación Azucarera Ecuatoriana Coázucar**

On July 11, 2012, Caribbean Financial International (“CFI”) filed a breach of contract claim against ECUDOS S.A. in the Juzgado Duodécimo de Circuito Civil del Primer Circuito Judicial de Panamá (the “Twelfth Court of the Civil Circuit in the First Circuit of Panama”) for an amount of U.S.\$65,9 million plus costs, expenses and interests. The contract was originally entered into by CFI and TRAINSAINER S.A., a company absorbed by ECUDOS S.A. through merger (the “CFI-TRAINSAINER contract”). The CFI-TRAINSAINER contract called for CFI's sale to TRAINSAINER S.A of all of its stock capital in DURCHES S.A. and ECUDOS S.A. Through the CFI-TRAINSAINER contract, CFI granted TRAINSAINER S.A. a credit of U.S.\$60 million for a term of ten years. In turn, on October 29, 2000, TRAINSAINER S.A. issued a promissory note in favor of CFI due on October 27, 2010. The CFI-TRAINSAINER contract provided for the filing of a lawsuit if the payment became overdue. PGE intervened as a result of an indemnity obligation in the CFI-TRAINSAINER contract. ECUDOS S.A. filed a response to the claim denying CFI's allegations and challenging the contract. Resolution of the dispute is pending.

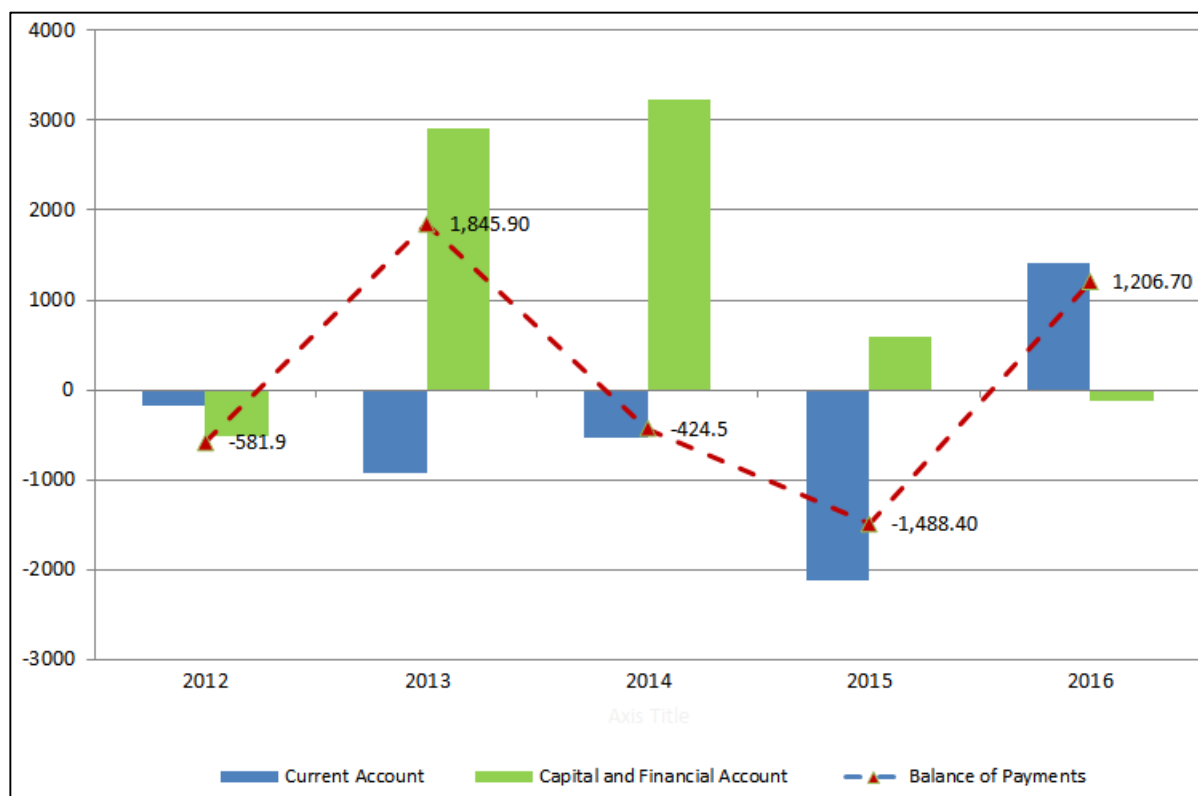
**Ecudos – Corporación Azucarera Ecuatoriana Coázucar v. Caribbean Financial International Corporation – CFI**

On August 8, 2012, ECUDOS S.A. initiated a proceeding against CFI seeking annulment of the CFI-TRAINSAINER S.A. contract as well as of the promissory note in favor of CFI. As it is an annulment lawsuit, the amount of the lawsuit is undetermined. Admission of the evidence brought by the parties is pending. After consideration of the admissibility of the evidence, both parties will present their pleas.

## BALANCE OF PAYMENTS AND FOREIGN TRADE

### Balance of Payments

Given Ecuador's dollarized economy, the balance of payments is important in determining money supply. A positive balance of payments would increase money supply and a negative balance of payments would decrease money supply. Between 2012 and 2016, Ecuador experienced fluctuations between balance of payment deficits and surpluses. While there were surpluses in 2013 and 2016, there were deficits in 2012, 2014 and 2015. For the quarter ended September 2015, there was a balance of payment deficit while there was a surplus for the quarter ended September 2016 while there were deficits for the quarters ended December 2015 and December 2016.



Source: Based on Figures from the Central Bank Balance of Payments Quarterly Bulletin for the Fourth Quarter of 2016.

In 2012, an increase in Government investment contributed to a deficit of U.S.\$581.9 million. In 2013, an improvement in the financial account that was the result of an increase in bilateral debt and corresponding loan disbursements contributed to a balance of payments surplus of U.S.\$1,845.9 million. However, the current account deficit of U.S.\$923.3 million registered in 2013 represents a decrease compared to the U.S.\$165.7 million current account deficit registered in 2012. This deficit is the result of an increase in imports, particularly with respect to imported capital goods and raw materials.

In 2014, Ecuador had a balance of payment deficit of U.S.\$424.5 million as a result of a decrease in the capital and financial account. The capital and financial account decreased from U.S.\$2,914.5 million in 2013 to U.S.\$323.0 million in 2014 as a result of a decrease in investment for that year. However, the current account improved from a deficit of U.S.\$923.3 million in 2013 to a deficit of U.S.\$522.9 million in 2014. This improvement was due to the improvement in the trade balance from a deficit of U.S.\$528.6 million in 2013 to a deficit of U.S.\$63.5 million in 2014, which was due to an increase in non-petroleum exports in 2014, particularly banana and shrimp exports.

In 2015, Ecuador's balance of payment deficit grew to U.S.\$1,488.4 million as a result of a decrease in the current account. The current account decreased from a deficit of U.S.\$522.9 million in 2014 to a deficit of U.S.\$2,114.0 million in 2015. The expansion of the deficit in the current account was due to an increase in the deficit in the balance of trade from U.S.\$63.5 million in 2014 to a deficit of U.S.\$1,649.8 in 2015. The increase in the deficit was the result of a decline in the price of oil.

In 2016, there was a balance of payment surplus of U.S.\$1206.7 million, an increase compared to the U.S.\$1,488.4 million deficit in 2015. The balance of payment surplus was due to an increase in the current account. The current account increased from a deficit of U.S.\$2,114.0 million in 2015 to a surplus of U.S.\$1,418.6 million in 2016. The surplus in the current account was principally due to an improvement in the trade balance from a deficit of U.S.\$1,649.8 million to a surplus of U.S.\$1,569.9 million, which was due to a decrease in imports particularly with respect to fuel and lubricants as well as capital goods.

For the fourth quarter of 2016, there was a balance of payment deficit of U.S.\$220 million, a decrease compared to the U.S.\$1,022 million balance of payment deficit for the fourth quarter of 2015. Additionally, in the fourth quarter of 2016, the current account registered a surplus of U.S.\$264.3 million and the capital and financial account registered a deficit of U.S.\$ 400 million.

In the years from 2012 to 2016, the total balance of payments has heavily depended on petroleum exports. Although non-petroleum exports are increasingly becoming a larger portion of the Republic's GDP, there has been a non-petroleum trade balance deficit for the past from 2012 to 2016. Until the last quarter of 2014, increasing petroleum exports due to the increase in petroleum prices have offset this deficit and resulted in yearly trade balance surpluses or reduced deficits. The time period from 2012 to 2015 also saw a decrease in remittances from U.S.\$2,466.9 million in 2012 and U.S.\$2,449.5 million in 2013 to a slight increase to U.S.\$2,461.7 million in 2014 and a decrease to U.S.\$2,377.8 million in 2015. These decreases in remittances occurred due to the weakening of the euro against the dollar and the economic recession in Spain, which represented 14.4% of all remittances to Ecuador. In 2016, remittances increased to U.S.\$2,602.0 million representing an increase of 9.4% from remittances in 2015. This increase in remittances is due to the economic situation of the main countries where Ecuadorians living abroad reside, including the United States, Spain and Italy, among others and also to the response of Ecuadorian migrants to the Pedernales Earthquake.

The following table sets forth information regarding the Republic's balance of payments for the periods indicated.

<b>Annual Balance of Payments</b> (in millions of U.S.\$)					
	<b>2012</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>	<b>2016</b>
<b>Current Account.....</b>	<b>-165.7</b>	<b>-923.3</b>	<b>-522.9</b>	<b>-2,114.0</b>	<b>1,418.6</b>
<b>Trade balance .....</b>	<b>49.9</b>	<b>-528.6</b>	<b>-63.5</b>	<b>-1,649.8</b>	<b>1,569.9</b>
Exports (FOB) <sup>(1)</sup> .....	24,568.9	25,586.8	26,596.5	19,048.7	17,428.0
Petroleum and derivatives .....	13,792.0	14,107.2	13,275.5	6,660.1	5,459.2
Non-petroleum .....	9,972.8	10,643.7	12,448.9	11,670.6	11,338.5
Non-registered commerce and other exports.....	804.1	835.9	872.0	718.1	630.3
Imports (FOB) .....	-24,518.9	-26,115.3	-26,660.0	-20,698.5	-15,858.1
<b>Services .....</b>	<b>-1,394.3</b>	<b>-1,419.6</b>	<b>-1,170.7</b>	<b>-805.2</b>	<b>-1,054.2</b>
Rendered services (credit) .....	1,804.0	2,041.4	2,346.3	2,391.3	2,139.9
Transportation .....	408.7	435.8	437.0	444.3	409.8
Travel .....	1,032.5	1,246.2	1,482.1	1,551.4	1,443.6
Other .....	362.8	359.4	427.1	395.7	286.4
Rendered services (debit) .....	-3,198.4	-3,460.9	-3,517.0	-3,196.6	-3,194.1
Transportation .....	-1,708.4	-1,708.9	-1,743.9	-1,510.1	-1,238.3
Travel .....	-610.6	-622.5	-634.6	-638.6	-660.7
Other .....	-879.4	-1,129.5	-1,138.5	-1,047.8	-1,295.0
<b>Investment income .....</b>	<b>-1,301.5</b>	<b>-1,374.0</b>	<b>-1,552.8</b>	<b>-1,736.7</b>	<b>-1,877.4</b>
Inflows (credit) .....	104.9	112.6	120.7	140.3	161.4
Outflows (debit) .....	-1,406.4	-1,486.6	-1,673.5	-1,877.1	-2,038.9
Employees' remuneration .....	-8.4	-9.8	-11.4	-13.5	-14.4
Direct investment income .....	-674.4	-680.5	-663.2	-598.1	-458.1
Portfolio investment income .....	-64.0	-63.7	-143.2	-230.9	-300.7
Other .....	-659.6	-732.6	-855.6	-1,034.6	-1,265.7
<b>Net transfers .....</b>	<b>2,480.2</b>	<b>2,398.8</b>	<b>2,264.1</b>	<b>2,077.8</b>	<b>2,780.3</b>
Emigrant remittances .....	2,466.9	2,449.5	2,461.7	2,377.8	2,602.0
<b>Capital and financial account .....</b>	<b>-513.6</b>	<b>2,914.5</b>	<b>3230</b>	<b>590.3</b>	<b>-121.6</b>
<b>Capital account .....</b>	<b>121.5</b>	<b>66.1</b>	<b>66.8</b>	<b>-69.1</b>	<b>-813.8</b>
<b>Financial account .....</b>	<b>-635.1</b>	<b>2,848.4</b>	<b>256.2</b>	<b>659.4</b>	<b>692.3</b>
Direct Investment .....	567.5	727.1	772.3	1,322.0	744.0
Portfolio Investment .....	66.7	-909.8	1,500.4	1,473.4	2,200.9
Other Investment .....	-1,269.3	3,031.1	-2,016.4	-2,136.0	-2,252.7
<b>Errors and omissions .....</b>	<b>97.4</b>	<b>-145.3</b>	<b>-224.6</b>	<b>35.2</b>	<b>-90.3</b>
<b>Total balance of payments .....</b>	<b>-581.9</b>	<b>1,845.9</b>	<b>-424.5</b>	<b>-1,488.4</b>	<b>1,206.7</b>
<b>Financing .....</b>	<b>581.9</b>	<b>-1,845.9</b>	<b>424.5</b>	<b>1,488.4</b>	<b>-1,206.7</b>
International Reserves <sup>(2)</sup> .....	475.1	-1,878.0	411.5	1,453.1	-1,762.9
IMF loans .....	-	-	-	-	365.2
Exceptional Financing, net <sup>(3)</sup> .....	106.8	32.1	13.0	35.3	191.0

Source: Based on figures from the Central Bank 2016 Quarterly Balance of Payments Bulletin for the Fourth Quarter of 2016. Balance of payments data is published by the Central Bank on an annual and quarterly basis.

- (1) Figures differ from "Exports-(FOB)" charts and "Real GDP by Expenditure" chart due to the inclusion of non-registered commerce and "other exports." "Non-registered commerce" includes goods, which for some reason are not registered by customs. Ecuadorian customs may not register commerce under various situations including, but not limited to, delays in the submission of export forms, false declarations, different statistical treatment in the country with which Ecuador has engaged in trade, sales of contraband, and arms trade. "Other exports" includes exports of goods for processing, repair of goods, goods acquired in ports through various transportation means and non-monetary gold.
- (2) Data corresponds to changes in International Reserves. Negative numbers indicate an increase in International Reserves and positive numbers indicate a reduction.
- (3) Data refers to the refinancing of existing debt, financing necessary for repayment of arrears, and loans procured for the purpose of financing the balance of payments.

**Quarterly Balance of Payments<sup>(4)</sup>**  
(in millions of U.S.\$)

	For the Quarter Ended,			
	September 2015	December 2015	September 2016	December 2016
	(in millions of U.S. dollars)			
<b>Current Account</b> .....	<b>470.1</b>	<b>474.7</b>	<b>270.0</b>	<b>264.3</b>
<b>Trade balance</b> .....	<b>-363.1</b>	<b>-318.7</b>	<b>368.3</b>	<b>334.7</b>
Exports (FOB) <sup>(2)</sup> .....	4,614.2	4,254.5	4,399.6	4,781.8
Imports (FOB) .....	-4,977.3	-4,573.2	-4,031.2	-4,447.0
<b>Services</b> .....	<b>-143.4</b>	<b>-204.0</b>	<b>-298.5</b>	<b>-298.9</b>
Rendered services (credit) .....	617.5	587.1	539.5	542.6
Transportation .....	117.1	113.0	108.7	107.3
Travel .....	397.5	382.1	364.2	372.3
Other .....	102.8	92.0	66.6	62.9
Rendered services (debit) .....	-760.8	-791.1	-838	-841.5
Transportation .....	-372.9	-336.0	-327.2	-329.5
Travel .....	-159.5	-161.2	-181.4	-159.0
Other .....	-228.4	-293.9	-329.3	-353.0
<b>Investment income</b> .....	<b>450.9</b>	<b>492.9</b>	<b>-447.9</b>	<b>-478.6</b>
Inflows (credit) .....	32.6	39.9	42.5	43.0
Outflows (debit) .....	-483.5	532.1	-490.4	-521.6
Employees' remuneration .....	-3.1	-3.4	-3.0	-3.5
Direct investment income .....	-480.4	528.7	-487.4	-518.1
<b>Net transfers</b> .....	<b>487.3</b>	<b>540.2</b>	<b>648.1</b>	<b>707.1</b>
Emigrant remittances .....	616.3	635.8	666.4	671.4
Other transfers .....	62.8	110.9	274.1	185.5
Outgoing transfers .....	-191.8	-163.6	-292.3	-149.9
<b>Capital and financial account</b> .....	<b>747.7</b>	<b>612.3</b>	<b>462.6</b>	<b>-400.0</b>
<b>Capital account</b> .....	<b>15.5</b>	<b>-118.8</b>	<b>17.7</b>	<b>18.2</b>
<b>Financial account</b> .....	<b>-763.2</b>	<b>493.4</b>	<b>444.8</b>	<b>-418.2</b>
Direct Investment .....	259.4	782.6	125.1	301.4
Portfolio Investment .....	289.2	-363.7	1,651.6	784.9
Other Investment .....	1,311.9	912.3	-1,331.9	-1,504.5
<b>Errors and omissions</b> .....	<b>-20.7</b>	<b>64.6</b>	<b>-69.6</b>	<b>-84.3</b>
<b>Total balance of payments</b> .....	<b>-1,238.5</b>	<b>-1,022</b>	<b>663</b>	<b>-220</b>
<b>Financing</b> .....	<b>1,238.5</b>	<b>1,022</b>	<b>-663</b>	<b>220</b>
International Reserves <sup>(3)</sup> .....	1,227.6	1,015.6	-1,039.2	214.1
IMF loans .....		-	365.2	0
Exceptional Financing, net <sup>(4)</sup> .....	10.9	6.8	11.0	5.9

Source: Based on figures from the Central Bank 2016 Quarterly Balance of Payments Bulletin for the Fourth Quarter of 2016.

- (1) Balance of payments data is published by the Central Bank on an annual and quarterly basis, not by semester.
- (2) Figures include "non-registered commerce" and "other exports" and therefore differ from figures included in "Exports-(FOB)" and "Real GDP by Expenditure" tables. "Non-registered commerce" includes goods not registered by customs for reasons such as delays in the submission of import or export forms, falsely declared goods for import or export, different statistical treatment of goods in the origin or destination country, undeclared imports or exports (i.e., contraband), and arms trade. "Other exports" includes exports of goods for processing, repair of goods, goods acquired abroad by transportation companies and non-monetary gold.
- (3) Data reflects changes in International Reserves, where negative numbers indicate an increase in International Reserves and positive numbers indicate a decrease.
- (4) Data refers to the refinancing of existing debt, financing necessary for repayment of arrears, and loans procured for the purpose of financing the balance of payments.

## Current Account

In 2012, the oil exports continued to improve due to the increasing price of petroleum. Exports increased by 6.5% in 2012 and contributed to a reduced deficit of U.S.\$168.4 million, a 58.9% reduction compared with 2011.

In 2013, the current account registered a deficit of U.S.\$923.3 million (0.97% of GDP), which was partly due to the result of lower services and investment income balances and primarily a result of a decrease in the trade balance due to an increase of imports. The current account deficits were financed by external debt, including Chinese bilateral credits. In 2014, the current account improved and registered a deficit of U.S.\$522.5 million (0.51% of GDP), which was the result of an increase in non-petroleum exports. The current account for 2015 resulted in a deficit of U.S.\$2,114.0 million (2.12% of GDP) caused by the decrease in the price of petroleum exports. The current account for 2016 resulted in a surplus of U.S.\$1,418.6 million (1.5% of GDP) caused by the surplus in the trade balance and the surplus in net transfers. The current account for the fourth quarter of 2016 resulted in a surplus of U.S.\$264.3 million (0.3% of GDP) a decrease compared to the U.S.\$474.7 million (0.5% of GDP) surplus in the fourth quarter of 2015.

Although the levels of imports increased from 2012 to 2014, the rate of increase declined over this three year period due to the Republic's promotion of domestic production. In 2012, imports increased by 4.8% compared to the previous year, increased slightly to 6.5% in 2013 and declined to 2.1% in 2014. In 2015, imports totaled U.S.\$20,698.5 million, compared to U.S.\$26,660 million for 2014 registering the first decrease in the levels of imports in the past five years. This decrease in the level of imports was due to budget adjustments that limited the amount of investment to be used in the purchase of imports. In 2016, imports continued decreasing totaling U.S.\$15,858.1 million, a 23% decrease compared to the previous year. This decrease was principally due to a decrease in the price of crude oil and a decrease in imports of fuel and lubricants. The trade balance registered a surplus of U.S.\$49.9 million in 2012, an increase from a deficit of U.S.\$302.6 million in 2011. The surplus was due to the increase in petroleum exports coupled with the reduced rate of growth in imports as compared to the previous year. The trade balance registered a deficit of U.S.\$528.6 million in 2013 due to the increase in imports from the previous year. In 2014, the trade balance registered a deficit of U.S.\$63.5 million. Increased shrimp exports for the period contributed to this reduction in the deficit. In 2015, the trade balance registered a deficit of U.S.\$1,649.8 million, which was the result of lower revenues from petroleum exports as a result of the decline in the price of oil. In 2016, the trade balance resulted in a surplus of U.S.\$1,569.9 million, an improvement compared to the U.S.\$1,649.8 million trade balance deficit in 2015.

The services balance registered a deficit of U.S.\$1,394.3 million in 2012, which was a decrease from the deficits of U.S.\$1,562.7 million in 2011. Although there was a negative services balance from 2011 to 2015, general increases in travel and transportation services contributed to a decrease in the deficit. The services balance registered a deficit of U.S.\$1,419.6 million in 2013, a U.S.\$25.3 million increase from 2012. This increase was the result of an increase in the amount of services that were contracted to work on domestic infrastructure projects. In 2014, the services balance registered a deficit of U.S.\$1,170.7 million. In 2015, the services balance improved to a deficit of U.S.\$805.2 million as a result of an improvement in the rendered services balance. In 2016, the services balance registered a deficit of U.S.\$1,054.2 which is an increase from the U.S.\$805.2 million deficit of 2015. This increase was the result of a decrease in the credit amount for rendered services. The investment income balance registered a deficit of U.S.\$1,877.4 million in 2016, which was an increase from the deficits of U.S.\$1,736.7 million in 2015, U.S.\$1,552.8 million, U.S.\$1,374.0 million and U.S.\$1,301.5 million in 2015, 2014, 2013 and 2012, respectively. The continued increases from 2012 to 2016 are primarily due to an increase in interest payments related to the increase in bilateral and multilateral debt as well as an increase in the portfolio. For more information regarding the Republic's public debt, see "Public Debt–Debt Obligations."

Remittances, which are primarily denominated in U.S dollars and Euros, are an important source of net transfers to Ecuador's current account. Remittances decreased by 7.7% and 0.7%, in 2012 and 2013, respectively. Remittances increased by 0.4% to U.S.\$2,461.7 million in 2014 and decreased by 3.4% to U.S.\$2,377.8 million in 2015. Remittances then increased by 9.4% to U.S.\$2,602 million in 2016. The year on year fluctuation for remittance levels from 2012 to 2015 reflected the economic situation of those countries from which the remittances were received. In 2016, the majority of remittances came from the United States, Spain and Italy with 56.2%, 26.4%



and 6.0%, respectively. This increase in remittances is due to the economic situation of the main countries where Ecuadorians living abroad reside, including the United States, Spain and Italy, among others, and also to the response of Ecuadorian migrants to the Pedernales Earthquake.

### **Capital and Financial Account**

The capital and financial account measures valuations in Ecuador's assets and liabilities against those of the rest of the world (other than valuations from exceptional financings). In 2012, the capital and financial account registered a deficit of U.S.\$513.6 million due to the net flows of other investments such as trade credits, currency, and deposits. In 2013, the capital and financial account registered a large surplus of U.S.\$2,914.5 million primarily due to the net proceeds from the 2024 Bonds. In 2015, the capital and financial account registered U.S.\$590.3 million, an increase from a surplus of U.S.\$323.0 million in 2014. This increase was the result of increased foreign investment in 2015. In 2016, the capital and financial account registered a deficit of U.S.\$121.6 million. This deficit was the result of a deficit in the capital account consisting mainly of a decrease in outgoing capital transfers. Ecuador experienced an increase in direct investment for 2013, where direct investment totaled U.S.\$727.1 million, which represents a 28.1% increase from the U.S.\$567.5 million in 2012. This increase was due to continuing investment in Ecuador's infrastructure, in particular, its electricity and water sector. In 2014 and 2015, total direct investment continued to increase to U.S.\$772.3 million and U.S.\$1,322.0 million, respectively. These increases were principally due to an increase in investment in the mining sector. In 2016, total direct investment decreased to U.S.\$744.0 million. This decrease was principally due to a decrease in investment in the manufacturing and in the services rendered to businesses sectors.

The investment portfolio showed a surplus of U.S.\$66.7 million for 2012. In 2013, the investment portfolio showed a deficit of U.S.\$909.8 million. In 2014 and 2015, the investment portfolio registered a surplus of U.S.\$1,500.4 million and U.S.\$1,473.4 million, respectively. In 2016, the investment portfolio showed a surplus of U.S.\$2,200.9 million.

### **International Reserves**

Ecuador's International Reserves, include, among other items, cash in foreign currency, gold reserves, reserves in international institutions, and deposits from Ecuador's financial institutions and non-financial public sector institutions. In 2011, 2012 and 2013, Ecuador's International Reserves totaled U.S.\$2,957.6 million, U.S.\$2,482.5 million and U.S.\$4,360.5 million, respectively. In 2015, Ecuador's International Reserves totaled U.S.\$2,496.0 million, a decrease from 2014, when International Reserves totaled U.S.\$3,949.1 million. This decrease was due to transfers to the Liquidity Fund for the purpose of strengthening the financial safety net. In 2016, Ecuador's international reserves totaled \$4,258.8 million, an increase from 2015. This increase was primarily due to loan disbursements, external debt servicing and hydrocarbon operations.

As of March 31, 2017, Ecuador's International Reserves totaled U.S.\$3,810 million, an increase from March 31, 2016, when International Reserves totaled U.S.\$2,573 million. This increase was primarily due to loan disbursements, including under the IMF financing agreement described in "The Republic of Ecuador — Territory Population and Society – Pedernales Earthquake" and to external debt servicing.

On May 16, 2014, the Central Bank and Goldman Sachs International ("GSI") entered into a 3-year gold transaction in which the Central Bank transferred an initial amount of approximately 465,619 ounces of gold (valued at the date of the transaction at approximately U.S.\$604 million) and in return received a fixed rate on the value of the gold transferred to GSI. Upon maturity on February 20, 2017, the Central Bank received from GSI the return of the total amount of gold that the Central Bank delivered.

### **Foreign Trade**

#### ***Merchandise and Services Trade***

Ecuador has historically been an exporter of primary goods, and an importer of raw materials, capital, and intermediate goods, as well as manufactured products. The Republic's main exports are relatively limited in terms of

sectors and export markets. Two of Ecuador's principal export markets, the United States and the European Union, have been significantly affected by the global recession that began in 2008-2009. From 2012 to 2016, the United States, the European Union and the Andean Community were the destinations for the majority of Ecuador's exports. Ecuador continues to seek to expand the types of goods it exports as well as its trading partners through engaging with, and obtaining funding from development banks and other strategic initiatives. Since 1972, petroleum and petroleum derivatives have comprised the majority of Ecuadorian export products. According to exports (FOB) data, in 2012, 2013, 2014, 2015 and 2016 exports of petroleum and petroleum derivatives accounted for approximately 58.0%, 57.0%, 51.6%, 36.4% and 32.5% of total exports, respectively. Between 2011 and 2014, non-petroleum exports, which include, among others, flowers, vehicles, manufactured textile products and seafood, increased an average of 10.0% per year, but decreased by 6.3% in 2015. Ecuador's total export trade has grown steadily during the period between 2011 and 2014, but decreased in 2015 and in the second and third quarter of 2016, due to a decrease in non-petroleum revenues consisting mainly of decreases in banana and tuna and fish exports, despite the increase in oil exports. According to exports (FOB) data, in 2016, total exports decreased to U.S.\$16.798 million, compared to U.S.\$18.331 million in 2015.

The following table shows the overall balance of trade for the periods indicated:

<b>Overall Balance of Trade <sup>(1)</sup></b> (in millions of U.S.\$)			
	<b>Exports</b>	<b>Imports</b>	<b>Balance</b>
Year Ended December 31, 2011 .....	23,082.3	-23,384.9	-302.6
Year Ended December 31, 2012 .....	24,568.9	-24,518.9	49.9
Year Ended December 31, 2013 .....	25,586.8	-26,115.3	-528.6
Year Ended December 31, 2014 .....	26,596.5	-26,660.0	-63.5
Year Ended December 31, 2015 .....	19,048.7	-20,698.5	-1,649.8
Year Ended December 31, 2016 .....	17,428.0	-15,858.1	1,569.9

*Source: Based on Figures from the Central Bank Balance of Payments Quarterly Bulletin for the Fourth Quarter of 2016.*

(1) Data for exports and imports reflect figures from "Balance of Payments" chart.

## Trade Policy

Ecuador's trade policy has focused on protecting dollarization, avoiding a decrease in the money supply, integrating into the international economy, as well as increasing the access of Ecuadorian goods and services to new markets and, until recently, reducing non-tariff barriers to trade.

Until the late 1980s, Ecuador used tariff barriers to protect its domestic industry against foreign competition. Import duties ranged from zero to 290%, with up to fourteen different rates.

In the early 1990s, the Government began to significantly liberalize its foreign trade policy. As a result of those reforms, the tariff structure was simplified and currently consists of a seven-tiered structure (0%, 3%, 5%, 10%, 15%, 20% and 35%), with levels of 5% for most raw materials and capital goods, 10% or 15% for intermediate goods, and 20% for most consumer goods. A small number of products, including planting seeds, are subject to a tariff rate of zero, while the 35% tariff is exclusively applied to the automobile industry. Average tariff levels were reduced from 29% in 1989 to 6% in 2004.

In 2007, Ecuador introduced the Currency Outflow Tax, an exit tax of 0.5% on any currency leaving the country, which was subject to a number of exemptions. Since December 2007, Ecuador has progressively increased the Currency Outflow Tax as a measure to support a positive balance of trade. The tax acts as a devaluation of the U.S. dollar in Ecuador, thereby making imports more expensive and fostering local production. In December 2007, Ecuador increased the Currency Outflow Tax to 1% and eliminated the applicable exemptions. In December 2009, the Currency Outflow Tax increased from 1% to 2% and included an exemption for the first U.S.\$500 per transaction. In November 2011, the Currency Outflow Tax increased from 2% to 5% and included an exemption for the first U.S.\$1,000 in a 15-day period as long as no debit or credit card is used in the transaction. Payments of external public debt and dividends paid to foreign shareholders are also exempt from this tax. In 2016, the exemption was raised to U.S.\$1,098 and U.S.\$5,000 if a debit card or credit card is used.

In January 2009, the Republic, through the *Consejo de Comercio Exterior e Inversiones* (“Foreign Commerce and Investment Council”) (now the Committee on Foreign Trade), imposed tariffs of general applicability on some consumer goods imports, including products imported from countries with which Ecuador has commercial treaties honoring preferential status. Ecuador enforced these tariffs for one year, in order to restore its trade balance.

On December 12, 2014, representatives from Ecuador’s Ministry of Foreign Commerce signed a trade agreement with the European Union, which requires approval of each of the Constitutional Court, the National Assembly, the European Parliament, and the legislatures of the 28 EU member countries in order to be effective. The agreement is intended to provide expanded access to the European market for Ecuadorian exports and lower tariff duties on European imports into the Ecuadorian market. As part of the agreement, Ecuador will be a beneficiary of the European Union’s Generalized Scheme of Preferences Plus program until 2016 or until the trade agreement is in place. This benefit allows Ecuador to not pay tariffs on exports of Ecuadorian products into the European Union.

On January 25, 2015, EPCN and Peru’s Cementos Yura S.A. signed a U.S.\$230 million contract for the construction of a clinker production plant. The plant will be built in the city of Riobamba and will produce an estimated 2,400 tons of clinker per day. As part of the agreement, Cementos Yura S.A. will hold a 63.5% stake in EPCN. The Government has stated that the domestic production of clinker through this agreement will reduce imports of cement products into the Republic.

In March 2015, the *Comité de Comercio Exterior* (“Committee on Foreign Trade”) issued a resolution imposing temporary and non-discriminatory tariff surcharges on various consumer goods imports, in order to regulate national imports and reduce the balance of payments deficit. The tariff surcharges are in addition to the ones currently in place and do not apply to certain imports, including those exported by less developed member countries of the *Asociación Latinoamericana de Integración* (“Latin American Integration Association”).

In January 2016, the Committee on Foreign Trade modified certain tariff surcharges set by the March 2015 resolution, from a 45% surcharge to a 40% surcharge. Additionally, on April 29, 2016, the Committee on Foreign Trade delayed the release of the tariff surcharges for an additional year.

There have also been other measures taken to increase local production, including the creation of the Ministry of Commerce and the enactment of the Production Code, see “The Ecuadorian Economy—Economic and Social Policies—Production Code.”

On November 11, 2016, Ecuador signed a trade agreement with the European Union Council. The agreement will allow Ecuadorian products (including fishing products, bananas, flowers, coffee, cocoa, fruits, and nuts) to have greater access to the European market. The Ministry of Foreign Commerce estimates that this agreement will increase the Ecuadorian supply of goods into and from the European Union by 1.6% until 2020. The trade agreement requires the approval of each of the National Assembly, the European Parliament, and the legislatures of the 28 EU member countries in order to be effective.

## **Regional Integration**

Ecuador’s trade integration policy consists of entering new markets strategically, promoting the growth of non-traditional exports, and encouraging investment. Ecuador has intensified its efforts to strengthen trade arrangements with its primary partners, including:

- Removing regional trade restrictions as a member of ALADI (a regional external trade association comprised of Ecuador, Argentina, Bolivia, Brazil, Chile, Colombia, Cuba, Mexico, Panama, Paraguay, Peru, Uruguay and Venezuela);
- Reducing or eliminating tariff barriers to trade, as a member of the Andean Community, except with respect to measures taken to increase the Republic’s balance of payments in 2009 as a result of the global recession;

- Entering into bilateral trade agreements with Colombia, Venezuela and Bolivia that are aimed at levying uniform tariffs on goods from third parties;
- Entering into a bilateral trade agreement with Chile in 1994, which was expanded in 2008;
- Negotiating a bilateral association agreement with Paraguay;
- Maintaining preferential access to the European Union through preferential trade status;
- Entering into the *Sistema Unitario de Compensación Regional* (“Regional Payment Compensation Unitary System” or “SUCRE”), with the governments of Bolivia, Ecuador, Cuba, Honduras, Nicaragua and Venezuela in 2009, which sets forth an account unit and function as a means of payment, intended to be used by national banks and to eliminate the use of currency for international trade transactions; and
- Signing a trade agreement with the European Union in July 2014 that expands access to the European market for Ecuadorian exports and lowers tariff duties on European imports into the Ecuadorian market.

### **Composition of Trade**

In 2012, exports continued to grow, although at a slower pace than in 2011. Exports increased 6% in 2012, reaching a total of U.S.\$23,765 million. Growth in 2012 was primarily the result of the increase in exports of crude (8%), shrimp (8%) and tuna (and other fish) (26%).

In 2013, exports increased to U.S.\$24,751 million, an increase of 4% compared to 2012. The increase was primarily due to improved banana (12%) and cacao (23%) production, a sharp increase in shrimp exports (40%), and an increase in crude oil exports (6%).

In 2014, despite a 3% decrease in crude oil exports, overall exports increased with U.S.\$25,724 million, an increase of 4%, compared to 2013. The increase was primarily due to improved banana (11%) and cacao (36%) production, as well as a sharp increase in shrimp exports (41%).

In 2015, overall exports fell to U.S.\$18,331 million, a decrease of 29% compared to 2014. This decrease was primarily due to a decrease in crude oil exports (51%), as well as reductions in shrimp exports (9%) and exports of tuna and other fish (18%). The decrease in crude oil exports reflected the decrease in the price of crude oil in 2015.

In 2016, overall exports decreased to U.S.\$16,798 million, a decrease of 8% compared to 2015. This decrease was primarily due to a decrease in crude oil exports (20%), as well as a decrease in cacao exports (10%) and exports of metal manufacturing (21%). For the period of January through February 2017, overall exports increased to U.S.\$3,140 million, an increase of 34% compared to the same period for 2016. This increase was primarily due to an increase in crude oil exports (108%), as well as an increase in bananas and plantains exports (19.5%) and an increase in shrimp exports (19%).

The following table sets forth information regarding exports for the periods indicated.

**Exports - (FOB) <sup>(1)</sup>**

(in millions of U.S.\$ and as a % of total exports)

	For the Year Ended December 31,										January - February,			
	2012		2013		2014		2015		2016		2016		2017	
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%
Crude oil .....	12,711	53.5	13,412	54.2	13,016	50.6	6,355	34.7	5,054	30.1	504	21.5	1,049	33.4
Bananas and plantains .....	2,078	8.7	2,323	9.4	2,577	10.0	2,808	15.3	2,734	16.3	481	20.5	575	18.3
Petroleum derivatives.....	1,081	4.5	695	2.8	259	1.0	305	1.7	405	2.4	39	1.7	86	2.8
Shrimp.....	1,278	5.4	1,784	7.2	2,513	9.8	2,280	12.4	2,580	15.4	337	14.4	400	12.7
Cacao.....	345	1.5	423	1.7	576	2.2	693	3.8	621	3.7	127	5.4	105	3.4
Coffee.....	75	0.3	28	0.1	24	0.1	18	0.1	18	0.1	3	0.1	2	0.1
Tuna and other fish.....	324	1.4	278	1.1	296	1.2	258	1.4	244	1.5	43	1.8	42	1.3
Flowers.....	714	3.0	830	3.4	918	3.6	820	4.5	802	4.8	174	7.4	186	5.9
Metal Manufacturing.....	897	3.8	508	2.1	519	2.0	510	2.8	402	2.4	78	3.2	63	2.0
Other products <sup>(2)</sup> .....	4,262	17.9	4,470	18.1	5,024	19.5	4,284	23.4	3,936	23.4	559	23.9	631	20.1
<b>Total.....</b>	<b>23,765</b>	<b>100</b>	<b>24,751</b>	<b>100</b>	<b>25,724</b>	<b>100</b>	<b>18,331</b>	<b>100</b>	<b>16,798</b>	<b>100</b>	<b>2,342</b>	<b>100</b>	<b>3,140</b>	<b>100</b>

Source: Based on figures from the Central Bank March 2017 Monthly Bulletin (Table 3.1.1).

(1) Total export figures differ with export figures from “Balance of Payments” chart and “Real GDP by Expenditure” chart due to the exclusion of “non-registered commerce” and “other exports” figures in calculation of total exports in this chart. See footnote 1 of “Balance of Payment” chart.

(2) “Other products” consist of non-traditional primary and manufactured products, including canned seafood, vehicles and chemicals.

The following table sets forth information regarding imports for the periods indicated.

**Imports – (CIF)**  
(in millions of U.S.\$ and as a % of total imports)

	<b>2012</b>		<b>2013</b>		<b>2014</b>		<b>2015</b>		<b>2016</b>		<b>January - February,</b>			
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	<b>2016</b>		<b>2017</b>	
											U.S.\$	%	U.S.\$	%
<b>Consumer goods</b>														
Non-durable goods .....	2,931	11.5	2,997	11.1	3,014	10.9	2,695	12.5	2,140	13.1	316	12.1	314	11.0
Durable goods.....	2,162	8.5	2,210	8.2	2,230	8.0	1,593	7.4	1,241	7.6	226	8.6	243	8.5
Postal traffic.....	173	0.7	240	0.9	208	0.8	131	0.6	136	0.8	19	0.7	23	0.8
Fuel and combustibles.....	5,612	22.0	6,110	22.6	6,617	23.9	4,171	19.4	2,632	16.1	403	15.4	540	18.9
<b>Primary Materials</b>														
Agriculture.....	1,059	4.2	1,124	4.2	1,351	4.9	1,199	5.6	1,112	6.8	156	6.0	178	6.2
Industrial .....	5,796	22.7	6,198	22.9	6,147	22.2	5,445	25.3	4,501	27.6	740	28.3	829	29.0
Construction materials .....	968	3.8	1,010	3.7	1,120	4.0	658	3.1	413	2.5	64	2.5	63	2.2
<b>Capital Goods</b>														
Agriculture.....	121	0.5	125	0.5	128	0.5	144	0.7	117	0.72	18	0.7	18	0.6
Industrial .....	4,642	18.2	5,077	18.8	4,898	17.7	3,948	18.3	2,978	18.2	507	19.4	490	17.1
Transportation Equipment ....	1,969	7.7	1,863	6.9	1,954	7.0	1,471	6.8	992	6.1	157	6.0	155	5.4
<b>Other</b> .....	46	0.2	67	0.2	60	0.2	63	0.3	62	0.4	7	0.3	9	0.3
<b>Total</b> .....	<b>25,477</b>	<b>100</b>	<b>27,021</b>	<b>100</b>	<b>27,726</b>	<b>100</b>	<b>21,518</b>	<b>100</b>	<b>16,324</b>	<b>100</b>	<b>2,614</b>	<b>100</b>	<b>2,861</b>	<b>100</b>

Source: Based on figures from the Central Bank March 2017 Monthly Bulletin (Table 3.1.7).

- (1) Total export figures differ with export figures from “Balance of Payments” chart and “Real GDP by Expenditure” chart due to the exclusion of “non-registered commerce” and “other exports” figures in calculation of total exports in this chart. See footnote 1 of “Balance of Payment” chart.
- (2) “Other products” consist of non-traditional primary and manufactured products, including canned seafood, vehicles and chemicals.

Ecuador's largest trading partners are the United States, the European Union, Peru, Chile, and Colombia. The following table sets forth information regarding the country of destination of the Republic's exports.

**Exports - (FOB) by Destination Country<sup>(1)</sup>**  
(in millions of U.S.\$, and as a % of total exports)

	January - February,													
	2012		2013		2014		2015		2016		2016		2017	
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S. \$	%	U.S.\$	%
Americas														
United States .....	10,617	44.7	11,043	44.6	11,240	43.7	7,226	39.4	5,436	32.4	750	32.0	1,120	35.7
Peru .....	1,991	8.4	1,901	7.7	1,582	6.1	934	5.1	934	5.6	90	3.8	157	5.0
Colombia .....	1,056	4.4	912	3.7	951	3.7	784	4.3	811	4.8	113	4.8	150	4.8
Chile.....	1,991	8.4	2,457	9.9	2,328	9.0	1,138	6.2	1,151	6.9	105	4.5	184	5.9
Other (Americas) .....	2,981	12.5	2,126	8.6	2,951	11.5	1,689	9.2	1,752	10.4	251	10.7	258	8.2
Total Americas.....	18,636	78.4	18,439	74.5	19,052	74.1	11,771	64.2	10,083	60.0	1,309	55.9	1,868	59.5
Europe														
European Union (EU) .....	2,446	10.3	3,011	12.2	2,981	11.6	2,773	15.1	2,832	16.9	457	19.5	505	16.1
Italy .....	487	2.1	416	1.7	431	1.7	326	1.8	461	2.7	61	2.6	97	3.1
United Kingdom .....	164	0.7	170	0.7	176	0.7	166	0.9	139	0.8	21	0.9	26	0.8
Germany .....	377	1.6	411	1.7	526	2.0	549	3.0	531	3.2	99	4.2	79	2.5
Spain .....	442	1.9	777	3.1	525	2.0	484	2.6	547	3.3	80	3.4	89	2.8
Other (EU).....	975	4.1	1,237	5.0	1,323	5.2	1,249	6.8	1,153	6.9	196	8.4	215	6.9
Rest of Europe.....	947	4.0	1,097	4.4	1,072	4.2	903	5.0	902.5	5.4	166	7.1	183	5.8
Total Europe .....	3,392	14.3	4,108	16.6	4,053	15.8	3,676	20.1	3,734	22.2	623	26.6	689	21.9
Asia														
Taiwan .....	6	0.0	8	0.0	7	0.0	6	0.0	9	0.1	1	0.0	3	0.1
Japan .....	657	2.8	572	2.3	326	1.3	331	1.8	22	1.9	46	2.0	81	2.6
China.....	392	1.6	564	2.3	485	1.9	723	3.9	656	3.9	77	3.3	144	4.6
South Korea.....	40	0.2	45	0.2	57	0.2	173	0.9	83	0.5	7	0.3	18	0.6
Other countries.....	483	2.0	864	3.5	1,558	6.1	1,475	8.0	1,775	10.6	249	10.6	322	0.2
Total Asia.....	1,578	6.6	2,053	8.3	2,433	9.5	2,708	14.8	2,842	16.9	380	16.2	567	18.1
Africa.....	110	0.5	99	0.4	122	0.5	105	0.6	65	0.4	13	0.5	6	0.2
Oceania .....	31	0.1	39	0.2	45	0.2	51	0.3	52	0.3	7	0.3	10	0.3
Other countries .....	17	0.1	13	0.1	19	0.1	20	0.1	21	0.1	11	0.5	1	0.0
Total.....	23,765	100	24,751	100	25,724	100	18,331	100	16,798	100	2,343	100	3,140	100

Source: 2012 figures based on figures from the Central Bank December 2015 Monthly Bulletin (Table 3.1.4); 2013, 2014 and 2015 figures based on figures from the Central Bank March 2017 Monthly Bulletin (Table 3.1.5).

(1) Total export figures differ with export figures from "Balance of Payments" chart and "Real GDP by Expenditure" chart due to the exclusion of "non-registered commerce" and "other exports" figures in calculation of total exports in this chart. See footnote 1 of "Balance of Payment" chart.

The following table sets forth information regarding the country of origin of the Republic's imports for the periods presented.

**Imports (CIF) by Country of Origin**  
(in millions of U.S.\$)

						January - February,	
	2012	2013	2014	2015	2016	2016	2017
<b>Americas<sup>(1)</sup></b>							
Mexico .....	896	963	967	656	491	65	79
United States .....	6,802	7,755	8,751	5,806	4,117	779	732
<b>Central America</b>	94	107	104	96	95	15	15
<b>South America and the Caribbean</b>							
Argentina .....	480	415	501	235	218	18	58
Brazil .....	929	871	863	712	672	105	131
Bolivia .....	31	110	114	183	192	35	30
Colombia .....	2,198	2,288	2,201	1,766	1,421	205	255
Chile.....	628	628	583	551	478	63	68
Panama .....	1,601	1,765	1,442	1,022	889	55	107
Peru .....	1,130	1,118	1,024	789	689	118	108
Rest of Americas and Caribbean .....	1,091	676	678	520	368	64	64
<b>TOTAL AMERICA .....</b>	<b>15,880</b>	<b>16,697</b>	<b>17,227</b>	<b>12,335</b>	<b>9,630</b>	<b>1,520</b>	<b>1,646</b>
<b>Europe</b>							
Germany .....	592	578	578	497	398	62	67
Italy .....	284	292	326	344	258	44	38
Spain .....	613	738	618	430	357	54	91
UK.....	486	341	151	87	51	7	9
Rest of EU .....	939	961	1,315	1,126	793	118	212
Rest of Europe.....	361	301	302	313	313	60	48
<b>TOTAL EUROPE .....</b>	<b>3,275</b>	<b>3,210</b>	<b>3,288</b>	<b>2,796</b>	<b>2,170</b>	<b>342</b>	<b>462</b>
<b>Asia</b>							
China.....	2,829	3,476	3,613	3,266	2,549	414	429
Japan .....	732	599	574	478	293	54	51
Taiwan .....	193	205	213	182	123	23	19
South Korea .....	796	1,008	902	792	526	101	79
Rest of Asia .....	1,363	1,442	1,548	1,431	783	128	142
<b>TOTAL ASIA .....</b>	<b>5,913</b>	<b>6,731</b>	<b>6,851</b>	<b>6,148</b>	<b>4,275</b>	<b>720</b>	<b>719</b>
<b>Postal Traffic and regions excluding the Americas, Europe and Asia .....</b>	<b>409</b>	<b>383</b>	<b>360</b>	<b>239</b>	<b>249</b>	<b>32</b>	<b>35</b>
<b>Total.....</b>	<b>25,477</b>	<b>27,021</b>	<b>27,726</b>	<b>21,518</b>	<b>16,324</b>	<b>2,614</b>	<b>2,861</b>

Source: 2012 figures based on figures from the Central Bank December 2015 Monthly Bulletin (Table 3.1.4); 2013, 2014, 2015, 2016 and 2017 figures based on figures from the Central Bank March 2017 Monthly Bulletin (Table 3.1.9).

(1) Canada included in Rest of Americas and Caribbean.

## Foreign Direct Investment

Ecuador's foreign direct investment policy is governed largely by national implementing legislation for the Andean Community's Decisions 291 of 1991 and 292 of 1993. Generally, foreign investors enjoy the same rights Ecuadorian national investors have to form companies. Foreign investors may own up to 100% of a business entity in most sectors without prior Government approval, and face the same tax regime.



Currency transfers overseas are unrestricted with respect to earnings and profits distributed abroad resulting from registered foreign investment provided that obligations relating to employee revenue sharing and relevant taxes, as well as other corresponding legal obligations, are met.

Certain sectors of the Ecuadorian economy are reserved for the state. All foreign investment in petroleum exploitation and development in Ecuador must be carried out under contracts with the Hydrocarbons Secretariat of Ecuador.

Direct foreign investment reached U.S.\$567.5 million, U.S.\$727.1 million, and U.S.\$772.3 million, in 2012, 2013 and 2014, respectively. Direct foreign investment in 2015 reached U.S.\$1322.0 million, the largest amount from 2012 to 2015. Direct foreign investment in 2016 reached U.S.\$744 million. In 2016, the petroleum sector represented the largest percentage of direct foreign investment with 64.4% of all investment. Commerce and transportation, storage and telecommunications followed representing 14.3% and 5.10% of direct foreign investment, respectively. In 2016, direct foreign investment reached U.S.\$744.0 million, a decrease compared to the U.S.\$1,322 million in 2015.

The following table sets forth information regarding foreign direct investment by sector for the periods indicated.

**Foreign Investment by Sector**  
(in millions of U.S.\$, and as a % of total foreign investment)

	2012		2013		2014		2015		2016	
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%
Agriculture, forestry, hunting and fishing .....	17.9	3.1	20.8	2.9	38.9	5.0	67.8	5.1	41.8	5.6
Commerce <sup>(1)</sup> .....	83.3	14.7	110.3	15.2	148.5	19.2	172.9	13.1	106.6	14.3
Construction.....	31.6	5.6	69.2	9.5	4.7	0.6	6.8	0.5	29.7	4.0
Electricity and water .....	46.4	8.2	29.2	4.0	-4.7	-0.6	61.8	4.7	1.2	0.2
Petroleum <sup>(2)</sup> .....	224.9	39.7	252.9	34.8	685.6	88.8	559.8	42.4	479.1	64.4
Manufacturing .....	135.6	23.9	137.9	19.0	107.7	14.0	264.1	20.0	36.8	4.9
Social and personal services.....	1.7	0.3	-2.3	-0.3	14.1	1.8	-10.8	-0.8	-10.1	-1.4
Services rendered to businesses .....	39.5	7.0	117.7	16.2	24.4	3.2	243.2	18.4	20.9	2.8
Transportation, storage and telecommunications.....	-13.4	-2.4	-8.5	-1.2	-247.0	-32.0	-43.6	-3.3	38.0	5.10
<b>Total.....</b>	<b>567.5</b>	<b>100</b>	<b>727.1</b>	<b>100</b>	<b>772.3</b>	<b>100</b>	<b>1,322.0</b>	<b>100</b>	<b>744.0</b>	<b>100</b>

Source: Based on Figures from the Central Bank Balance of Payments Quarterly Bulletin for the Fourth Quarter of 2016.

(1) Commerce includes investment in commercial infrastructure and real estate.

(2) Includes mining and natural gas.

The 2008 Constitution contains certain principles relating to foreign investment, including promoting national and international investment, with priority being given to national investment and a complementary role being attributed to international investment; subjecting foreign investment to Ecuador's national legal framework and regulations; prohibiting expropriation without indemnification; limiting access to strategic sectors, which will remain under state control; providing for disputes relating to international agreements to be resolved in a regional (Latin American) forum; and preventing disputes between the Republic and private companies from becoming disputes between sovereigns. These principles are materialized in the enactment of the Production Code, (see "Economic and Social Policies—Production Code"), the creation of the MICSE and *Ecuador Estratégico* in the procurement of foreign investment (see "The Ecuadorian Economy—Strategic Sectors of the Economy"), and Article 422 of the Constitution, which sets parameters for disputes relating to international agreements.

## MONETARY SYSTEM

### The Central Bank

The role of the Central Bank is to promote and contribute to the economic stability of the country. It acts as the manager of the public sector's accounts and provides financial services to all public sector institutions that are required to hold their deposit accounts in the Central Bank. Management of these accounts primarily involves transfer operations between entities, including from the Government to other entities, and transfers to accounts in other banks, both foreign and domestic. The Central Bank is also the central coordinator of the payment system. All domestic banks conduct their clearing operations through the Central Bank, and also use the bank to hold their liquidity reserves. In addition, the Central Bank monitors economic growth and economic trends. To accomplish this task, it has developed statistical and research methodologies to conduct analyses and policy recommendations on various economic issues.

The functions of the Central Bank were sharply reduced as a result of the Dollarization Program. It no longer sets monetary policy or exchange rate policy for Ecuador. Instead, the Ecuadorian economy is currently directly affected by the monetary policy of the United States, including U.S. interest rate policy. The Ecuadorian Economic Transformation Law, which made the U.S. dollar legal tender in Ecuador, provided for the Central Bank to exchange, on demand, sucres at a rate of 25,000 sucres per U.S.\$1. The law also prohibited the Central Bank from incurring any additional sucre-denominated liabilities, and required that the Central Bank redeem sucre coins and bank notes for U.S. dollars.

Pursuant to the 2008 Constitution, the role of the Central Bank has changed further in that its authority and autonomy have decreased. Currently, the main functions of the Central Bank are to execute Ecuador's monetary policy, which involves managing the system of payments, investing International Reserves, managing the liquidity reserve, and acting as depository of public funds and as a fiscal and financial agent for the Republic. The Central Bank also sets policy and strategy design for national development, executes the Republic's macroeconomic program, and maintains financial statistics, which it publishes in monthly bulletins.

On January 16, 2013, the Central Bank named Diego Martínez as its new president. On August 12, 2015, after the Monetary and Financial Law abolished the position of president of the Central Bank, the Central Bank named Diego Martínez as its General Manager. According to the Monetary and Financial Law, the Committee of Monetary and Financial Policy Regulation is comprised of delegates from Ecuador's Ministry of Finance, the Ministry of Production and Industrialization, the National Secretary of Planning and Development, the Ministry of Economic Policy, and a delegate appointed by the President. The Superintendent of Banks and the General Manager of the Central Bank may attend committee meetings but have no right to vote. Under the supervision of this committee, the General Manager oversees operations of the Central Bank, which operates through the office of the Vice General Manager in Quito and two other branches in Cuenca and Guayaquil.

The Monetary and Financial Law also establishes the role and structure of public banks, including the Government-owned *Banco de Desarrollo del Ecuador B.P.* (the "Development Bank"), formerly denominated, *Banco del Estado*. Since 1979, the role of the Development Bank has been to finance Government investment and infrastructure projects through loans to municipalities and provinces and to grant loans to municipalities and provinces. From January 1998 to January 2017, the Ecuadorian Development Bank made a total of U.S.\$5,367,81 million in disbursements to Ecuador's Autonomous Decentralized Governments.

The Republic is not currently under a structural agreement, such as a stand-by or similar agreement, with the IMF or similar international multilateral institutions. The Executive Board of the IMF approved a disbursement of approximately U.S.\$364 million for the Republic under the IMF rapid financing instrument. The financial support was granted to the Republic in order to make up for financial shortfalls and finance reconstructions resulting from the Pedernales Earthquake. IMF announced the financial support in July 8, 2016 by a press release which is available on the IMF website. The IMF disbursed the U.S.\$364 million loan through a single, upfront disbursement with no conditionality. Ecuador received the funds under the IMF rapid financing instrument. The funds from the IMF financing arrangement contributed to the increase in international reserves from March 31, 2016 to March 31, 2017. On July 8, 2016, the Executive Board of the IMF concluded its annual Article IV consultation with Ecuador.

On January 8, 2016, the Central Bank issued U.S.\$200 million in bonds governed by Ecuadorian law. The bonds were issued to several of Ecuador's municipalities as payment for value added tax amounts owed to the municipalities by the Government as well as for payment to third party contractors with which Ecuador had accounts payable.

On January 16, 2017, the Ministry of Finance entered into payment agreements for around U.S.\$786 million with representatives of the Autonomous Decentralized Governments to arrange for payment of the amounts owed to them.

On November 24, 2016, the Monetary and Financial Policy and Regulation Board issued Resolution No. 302-2016-F amending Resolution No. 273-2016-F by increasing from 2% to 5% the reserves that financial institutions with more than U.S.\$1 billion in assets are required to hold at the Central Bank. This resolution is expected to reduce the liquidity of these financial institutions' Central Bank deposits by approximately U.S.\$750 million.

## **Financial Sector**

### **Supervision of the Financial System**

The financial sector consists of various financial institutions, insurance companies, and the securities markets, in accordance with the Monetary and Financial Law. In accordance with the Monetary and Financial Law, the Committee of Monetary and Financial Policy Regulation regulates (1) all private sector financial institutions including banks and credit card issuers, (2) public sector and private financial institutions, with respect to their solvency, liquidation, financial prudence and other administrative matters, (3) insurance and re-insurance companies, and (4) the securities markets. In addition, the Committee of Monetary and Financial Policy Regulation provides general oversight and regulation for the financial system, including the Central Bank, the Superintendent of Banks, COSEDE, the Liquidity Fund, and private banks.

The Ecuadorian financial system is composed of the Central Bank, private commercial banks, cooperative banks, and several state development and state-owned banks.

The Monetary and Financial Law permits the establishment of universal banks (banks that can offer all types of banking services), and provides for the equal treatment of foreign and domestic financial institutions. Ecuadorian financial institutions may, with authorization from the Superintendent of Banks, establish foreign offices and invest in foreign financial institutions. Foreign subsidiaries of Ecuadorian financial institutions must also conform to the guidelines established by the Monetary and Financial Law, in order to promote prudent banking and investment policies, and ensure financial solvency. Each year, external auditors must provide opinions regarding capital adequacy, concentration of loans, interested debtors, and asset classifications on both unconsolidated and consolidated bases for all banks. The Republic has structured its guidelines under the Monetary and Financial Law so as to be consistent with the banking supervision guidelines established by the Basel Committee on Banking Supervision.

The Monetary and Financial Law designates the Superintendent of Banks as the principal regulatory authority for the Republic's financial system. The Superintendent of Banks is tasked primarily with prudential matters including capital adequacy, liquidity earnings, management risks, and the solvency and risk asset quality of financial institutions.

The Monetary and Financial Law creates the Committee of Monetary and Financial Policy Regulation to oversee and regulate the execution of monetary, foreign exchange, financial, insurance, and securities policies of the country. The committee replaces existing regulatory bodies, and also serves as an overall supervisory body to oversee the activities of the Republic's financial entities, including supervisory agencies such as the Superintendent of Banks. The committee is comprised of delegates from Ecuador's Ministry of Finance, the Ministry of Production and Industrialization, the National Secretary of Planning and Development, the Ministry of Economic Policy, and a delegate appointed by the President. Among the principal functions of the committee are:

- the oversight and monitoring of the liquidity requirements of Ecuador's financial system, with the objective of ensuring that liquidity remains above certain levels (to be determined by the Committee of Monetary and Financial Policy Regulation);
- the auditing and supervision of the Central Bank and Superintendent of Banks;
- the establishment of regulations for the Republic's electronic payment system; and
- the oversight of borrowing requirements for private loans.

Since the crisis in the banking system during the late 1990s, during which a number of banks became insolvent, the Superintendent of Banks has worked to improve banking supervision standards. Since 2001, the Superintendent of Banks has reformed the regulatory framework for banking supervision.

As part of the reforms, the Superintendent of Banks implemented measures that included the following:

- Programs for regulatory on-site audits and periodic reporting requirements. These are published in national newspapers, with the intention of ensuring that banks comply with regulatory standards;
- Uniform accounting risks for the financial system;
- Liquidity risk, which derives from the incapacity of financial institutions to cover their liabilities and other obligations when due, in both local and foreign currency;
- Evaluation of market risk based on interest rate risk, which refers to the potential losses of net income or in the capital base, due to the incapacity of the institution to adjust the return on its productive assets (loan portfolio and financial investment) with the fluctuations in the cost of its resources produced by changes in interest rates; and
- Evaluation of credit risk based on a detailed method for classifying financial assets in terms of risk.

This method increased the amounts which financial institutions are required to reserve in order to mitigate potential losses arising from their loans ("Loan-loss Reserve"). With respect to Loan-loss Reserve, current regulations impose reserve requirements based on risk categories and type of financial assets. These requirements have been introduced to bring them in line with international standards, and to increase the average quality of the financial system's loan portfolio. As of March 31, 2017, the majority of banks in Ecuador are in compliance with Basel II. To date, no time limit exists for the compliance of financial institutions with Basel II principles.

The following table sets forth information regarding the risk categories and Loan-loss Reserve requirements currently in force pursuant to Resolution No. 209-2016-F, of February 12, 2016, promulgated by the Committee of Monetary and Financial Policy.

### Risk Categories and Required Loan-loss Reserve

(in number of days past due, except for percentages)

Category <sup>(1)</sup>	Commercial <sup>(2)</sup>	Consumer	Mortgage	Small Business <sup>(3)</sup>	Loan-loss Reserve
A1	0	0	0	0	1%
A2	1-15	1-8	1-30	1-8	2%
A3	16-30	9-15	31-60	9-15	3% - 5%
B1	31-60	16-30	61-120	16-30	6% - 9%
B2	61-90	31-45	121-180	31-45	10% - 19%
C1	91-120	46-70	181-210	46-70	20% - 39%
C2	121-180	71-90	211-270	71-90	40% - 59%
D	181-360	91-120	270-450	91-120	60% - 99%
E	+360	+120	+450	+120	100%

Source: Superintendent of Banks as of January 2017.

- (1) Ecuador subdivides Categories A, B, and C into sub-categories. However, categories in chart are simplified for ease of presentation.
- (2) For commercial loans, in addition to the number of days due, three factors are considered for classification among risk categories: (a) debtor payment capacity and financial situation; (b) experience of payment (risk information from the system, debtor's credit history); and (c) risk of the economic environment.
- (3) Classified, with respect to (a) retail microcredit, as loans up to U.S.\$1,000, (b) microcredit simple accumulation, as loans from U.S.\$1,000 to U.S.\$10,000, and (c) microcredit extended accumulation, as loans in excess of U.S.\$10,000. Persons with annual sales equal to or less than U.S.\$100,000, or groups of lenders guaranteeing or financing small scale production or commercialization are eligible for microcredit loans.

The following table sets forth information regarding loans of the banking system by risk category as of December 31, 2016.

### Classification of Aggregate Assets of the Ecuadorian Private Financial System <sup>(1)</sup>

(as a % of total loans)

As of December 31, 2016				
Category	Commercial loans	Consumer loans	Mortgage loans	Small business
A	78.8	92.7	93.2	96.2
B	16.0	1.9	1.6	1.8
C	4.1	1.6	1.3	0.6
D	0.6	0.8	0.7	0.7
E	0.5	3.0	3.2	0.7
<b>Total</b>	<b>100</b>	<b>100</b>	<b>100</b>	<b>100</b>

Source: Superintendent of Banks as of December 2016.

- (1) Banks must hold 65% of deposits in Ecuador.

### The Financial Safety Net

President Correa's administration determined that the financial safety net in place when he took office was insufficient, as there was no lender of last resort. In many countries, the central bank acts as the lender of last resort. Due to Ecuador's Dollarization Program, however, the Republic's lending capacity was limited to the *Fondo de Liquidez del Sistema Financiero Ecuatoriano* ("Liquidity Fund"). President Correa's administration believed that the lack of a strong lender of last resort increased the risks to the financial system, and decreased liquidity within the system.

In light of these perceived deficiencies, the Government passed the Financial Safety Net Law in December 2008. The new law created a four-tiered framework for the banking sector. These four tiers are described below.

#### *Lender of Last Resort*

In accordance with the Financial Safety Net Law, which was designed to strengthen the Liquidity Fund, the Liquidity Fund acts as the lender of last resort for private financial institutions. As of December 31, 2016, the

Liquidity Fund consisted of approximately U.S.\$2,458 million, an increase compared with December 31, 2015, when the Liquidity Fund amounted to U.S.\$2,233 million. Of the U.S.\$2,458 million in the Liquidity Fund at the end of December 31, 2016, U.S.\$2,391 million corresponded to private financial institutions and U.S.\$67 million corresponded to popular and solidarity financial institutions consisting of segments from society including the community, voluntary, and cooperative sectors. This increase was due to contributions from private, popular and solidarity financial institutions as well as to portfolio investment returns.

The Liquidity Fund is overseen by the Superintendent of the Banks and administered by the Central Bank. The assets of the Liquidity Fund are subject to sovereign immunity and cannot be subject to attachment of any kind.

### ***Banking Resolution System***

The second tier of the Financial Safety Net Law is the creation of a banking resolution scheme called *Exclusión y Transferencia de Activos y Pasivos* (“Exclusion and Transfer of Assets and Liabilities” or “ETAP”). Under ETAP, healthier labor contingencies, deposits and assets can be excluded from the balance sheet of a troubled banking institution and transferred to a newly created entity or to one or more healthier banking institutions. This policy is intended to separate good assets from non-performing assets and create an efficient and orderly banking resolution process.

### ***Deposit Insurance***

The third tier of the Financial Safety Law consists of the COSEDE. The COSEDE is the successor to the Deposit Guarantee Agency, which was previously responsible for insuring the accounts of depositors in Ecuador’s banking systems. In December 1998, the AGD was created as a response to the banking crisis by the *Ley de Reordenamiento en Materia Económica en el Área Tributario-Financiera* (“Law Reorganizing Economic Matters in the Tax and Finance Areas”). The AGD had a dual role: to oversee the amounts the Republic deposited with the Central Bank in order to protect depositors, and to help restructure banks in liquidation.

In December 2009, the AGD closed. The net assets of the AGD were then temporarily transferred to the Ministry of Finance and to COSEDE and thereafter transferred to the CFN, a separate Government institution. The Deposit insurance administered by COSEDE had assets of U.S.\$453 million, U.S.\$622 million, U.S.\$798 million, U.S.\$1,009 million, U.S.\$1,236 million as of December 31, 2011, December 31, 2012, December 31, 2013, December 31, 2014, and December 31, 2015, respectively. As of December 31, 2016, COSEDE had assets of U.S.\$1,410 million. As of January 31, 2017, COSEDE had assets of U.S.\$1,426 million, an increase from U.S.\$1,253 million as of January 31, 2016.

In accordance with the Financial Safety Net Law, and Resolution JB-2009-1280, COSEDE administers the private financial institutions insurance deposit system, which does not include any public banking institution. COSEDE insures deposits of up to U.S.\$32,000 per account, whereas the AGD guaranteed accounts with public resources without limit. Pursuant to the Financial Safety Net Law, banks are required to contribute to COSEDE an amount determined annually in accordance with the total amount of deposits held. Under the Monetary and Financial Law, deposits in the COSEDE are subject to sovereign immunity and cannot be subject to attachment of any kind.

### ***Superintendent of Banks***

Under the fourth tier of the Financial Safety Law, the Superintendent of Banks is authorized to increase the capital and reserves requirement of banking institutions.

## The Financial System

The following table sets forth, by type, the number of financial institutions in the Ecuadorian financial system for the periods indicated.

	Number of Financial Institutions						
	As of December 31,					As of January 31, <sup>(2)</sup>	
	2012	2013	2014	2015	2016	2016	2017
Banks	26	26	24	22	23	22	23
National banks .....	25	25	23	21	22	21	22
Private .....	24	24	22	20	21	20	21
Government-owned banks .....	1	1	1	1	1	1	1
Foreign banks .....	1	1	1	1	1	1	1
Other financial entities .....	57	57	54	41	37	41	37
Savings and loans associations <sup>(1)</sup> .....	39	39	37	24	25	24	25
Small lending institutions .....	4	4	4	4	4	4	4
Financial institutions .....	10	10	9	10	5	10	5
Public banks .....	4	4	4	3	3	3	3
Insurance companies	44	44	40	39	n/a	n/a	n/a
Insurance companies .....	42	42	38	37	n/a	n/a	n/a
Reinsurance companies .....	2	2	2	2	n/a	n/a	n/a
Credit-card issuing entities	2	2	2	1	1	1	1
<b>Total .....</b>	<b>129</b>	<b>129</b>	<b>120</b>	<b>103</b>	<b>61</b>	<b>64</b>	<b>61</b>

Source: Superintendent of Banks as of January 2017.

- (1) Savings and Loans Associations include the *Cooperativas de Ahorro y Credito de Primer Piso, del Segmento 1*. On February 13, 2015, the Committee of Monetary and Financial Policy passed Resolution 038-2015-F, which set out parameters for the division of savings and loans associations into 5 categories, setting the minimum threshold for inclusion in Category 1 at entities with assets above U.S.\$80 million. This threshold will be reviewed by the Committee of Monetary and Financial Policy Regulation on an annual basis.
- (2) Information with respect to Insurance Companies is not available for December 31, 2016, January 31, 2016 and January 31, 2017 and is not included in the total number of financial institutions as of such dates.

## Banking System

### Overview

As of December 31, 2016, the Ecuadorian banking system had a total of 22 banking institutions, of which one was a foreign-owned bank and one was a state-owned bank. The decrease in the total amount of banking institutions and other financial entities, excluding insurance companies, from 64 in 2015 to 61 in 2016 in the above chart reflects a decrease in the number of financial institutions. Total assets of the banking system increased from U.S.\$23.9 billion in 2011 to U.S.\$33.6 billion in 2014. As of December 31, 2016, total assets for the banking system totaled U.S.\$35.6 billion, an increase of 15.3% since December 31, 2015. This increase in total assets is due to an increase in available funds of U.S.\$2.2 billion in 2016. Total assets of the banking system increased from U.S.\$31.2 billion as of January 31, 2016 to U.S.\$35.0 billion as of January 31, 2017, an increase of 12.1%. This increase was principally due to an increase in the loan portfolio of U.S.\$1.7 billion.

The following table sets forth the total assets of the Ecuadorian private banking sector and the percentage of non-performing loans over total loans.

## Banking System

	As of December 31,						As of January 31,	
	2011	2012	2013	2014	2015	2016	2016	2017
Total assets (in billions of U.S. dollars).....	23.9	27.9	30.7	33.6	30.9	35.6	31.2	35.0
Non-performing loans <sup>(1)</sup> (as % of total loans) .....	0.99%	1.24%	1.18%	1.33%	1.45%	1.34%	1.64%	1.37%

Source: Superintendent of Banks as of January 2017.

(1) Non-performing loans are classified by economic sector. Commercial non-performing loans are classified as loans 31 days overdue, consumer non-performing loans are classified as loans 16 days overdue, real estate non-performing loans are classified as loans 61 days overdue, and microcredit non-performing loans are classified as loans 16 days overdue.

The following table sets forth deposit information for the private banking system on the dates indicated.

### Private Bank Deposits

(in millions of U.S.\$, except for percentages)

	Demand Deposits	Time Deposits	Total Time and Demand Deposits <sup>(1)</sup>	Annual growth rate of Time and Demand Deposits
December 31, 2012 .....	15,992	5,921	21,913	18%
December 31, 2013 .....	17,619	6,631	24,251	11%
December 31, 2014 .....	19,014	7,861	26,875	11%
December 31, 2015 .....	15,889	7,402	23,291	-13%
December 31, 2016 .....	19,166	8,309	27,475	18%
January 31, 2016 .....	16,013	7,558	23,571	-9.0%
January 31, 2017 .....	18,553	8,236	26,789	13.7%

Source: Superintendent of Banks as of January 2017.

(1) Total does not include reported operations, guarantee deposits and restricted deposits.

Banking deposits, primarily composed of demand deposits and time deposits, constitute the principal source of financing for the banking system. From December 31, 2012 through December 31, 2015, total time and demand deposits increased 6.3%, from U.S.\$21,913 million to U.S.\$23,291 million. As of December 31, 2016, time and demand deposits totaled U.S.\$27,475 million, an increase of 18% since December 31, 2015. This increase is due to a significant growth in demand deposits. The majority of funding for the Ecuadorian banking system is comprised of demand deposits, which decreased 0.6% from U.S.\$15,992 million in 2012 to U.S.\$15,889 million in 2015. As of December 31, 2016, demand deposits totaled U.S.\$19,166 million, an increase of 20.6% since December 31, 2015. Time deposits increased 25.0% from U.S.\$5,921 million in 2012 to U.S.\$7,402 million in 2015. As of December 31, 2016, time deposits totaled U.S.\$8,309 million, an increase of 12.3% since December 31, 2015. As of January 31, 2017, total time and demand deposits increased to U.S.\$26,789 million, an increase of 13.7% compared to January 31, 2016. This increase was due to a significant growth in demand deposits, which increased 15.9% from January 31, 2016.

Foreign banks and financial institutions are also a source of liquidity in the Ecuadorian banking system. As of December 31, 2016 the balance of foreign liabilities in the banking sector amounted to approximately U.S.\$506.36 million, which is an increase from the balance of foreign liabilities in December 31, 2015, which was U.S.\$433.79 million. As of January 31, 2017, the balance of foreign liabilities in the banking sector amounted to approximately U.S.\$451.72 million, which is a decrease from the balance of foreign liabilities in January 31, 2016, which was U.S.\$426.15 million.

The following table sets forth information regarding the principal sources of financing with respect to total liabilities as of the dates indicated.



**Classification of the Main Financing Accounts with Respect to Liabilities**  
(as % of total liabilities)

	Demand deposits	Time deposits	Foreign financing
December 31, 2012 .....	63	24	2
December 31, 2013 .....	63	22	2
December 31, 2014 .....	62	26	2
December 31, 2015 .....	58	27	5
December 31, 2016 .....	60	26	5
January 31, 2016 .....	57	27	5
January 31, 2017 .....	59	26	5

*Source: Superintendent of Banks as of January 2017.*

The following table sets forth information regarding the allocation of principal asset accounts, with respect to total assets of the banking system as of the dates indicated.

**Allocation of the Principal Asset Accounts with Respect to Total Assets of the Banking System**  
(as a % of total assets)

	Portfolio of current loans	Investments
December 31, 2011 .....	53.9	13.0
December 31, 2012 .....	52.8	11.5
December 31, 2013 .....	52.6	13.9
December 31, 2014 .....	54.7	14.0
December 31, 2015 .....	56.7	14.4
December 31, 2016 .....	53.4	14.4
January 31, 2016 .....	55.3	15.8
January 31, 2017 .....	54.1	17.1

*Source: Superintendent of Banks as of January 2017.*

As of December 31, 2016, the banking system represented 93.6% of the total assets of the private financial system. The banking system, for the year ended December 31, 2016, made a profit of U.S.\$222 million, which according to data from the Superintendent of Banks represented 0.23% of Ecuador's nominal GDP and a decrease compared to U.S.\$271 million as of December 31, 2015. The banking system strengthened between 2015 and 2016, and its assets expanded by 15.34% due to an increase in available funds.

As of January 31, 2017, the banking system represented 93.5% of the total assets of the private financial system. As of January 31, 2017, the banking system made a profit of U.S.\$20.76 million, which according to data from the Superintendent of Banks represented an increase compared to U.S.\$18.54 million as of January 31, 2016. The assets of the banking system increased by 12.1% between January 31, 2017 and January 31, 2016 due to the increase of bank reserve requirements.

Ecuador's banks use their resources primarily to extend loans. Between 2012 and 2016, the Ecuadorian banking system's total loan portfolio increased by U.S.\$4.60 billion (29.16% and 208.50% as a percentage of capital requirement) and past due loans increased by U.S.\$278.89 million (63.08% and 12.64% as a percentage of capital requirement). Regulations require that banks have a legal lending limit equal to 10% of their net worth for uncollateralized loans and up to 20% of their net worth if the excess over the first 10% is 140% collateralized.

The following table identifies the loans made to the private sector from the private banking sector, and the deposits of the private banking sector as of the dates indicated.

**Loans to the Private Sector and Private Bank Deposits**  
(in millions of U.S.\$)

**As of January 31, 2017**

<b>Loans</b>		<b>Deposits</b>	
Commercial, Productive and Consumer Loans .....	16,410	Demand Deposits.....	18,553
Microenterprise Loans .....	1,485	Time Deposits .....	8,236
Education Loans.....	427	Guarantee Deposits.....	1
Real Estate and Public Housing Loans .....	1,981	Others .....	1,204
<b>Total .....</b>	<b>20,303</b>	<b>Total.....</b>	<b>27,994</b>

*Source: Superintendent of Banks as of January 2017.*

The following table sets forth information regarding the banking system's loan portfolio as of the dates indicated.

**Banking System Loan Portfolio Balances**  
(in millions of U.S.\$, except for percentages)

	Current loans	Past-due loans <sup>(1)</sup>	Total loan portfolio	Current loans as a percentage of the total loan portfolio	Past-due loans as a percentage of the total loan portfolio
December 31, 2012 .....	15,332	442	15,774	97.2%	2.8%
December 31, 2013 .....	16,810	448	17,258	97.4%	2.6%
December 31, 2014 .....	19,087	565	19,652	97.1%	2.9%
December 31, 2015 .....	18,086	687	18,773	96.3%	3.7%
December 31, 2016 .....	19,654	721	20,375	96.5%	3.5%
January 31, 2016.....	17,724	830	18,554	95.5%	4.5%
January 31, 2017.....	19,538	766	20,303	96.2%	3.8%

*Source: Superintendent of Banks as of January 2017.*

(1) Past-due loans are classified by economic sector. Commercial past-due loans are classified as loans 31 days overdue, consumer past-due loans are classified as loans 16 days overdue, real estate past-due loans are classified as loans 61 overdue, and microcredit past-due loans are classified as loans 16 overdue. Non-interest generating loans are also included in past-due loans.

The delinquency rate increased to 2.8% in 2012 from 2.2% in 2011 as a result of an increase in consumer past-due loans which increased from U.S.\$175 million in 2011 to U.S.\$293 million in 2012. However the rate decreased to 2.6% in 2013 due to reduction in past-due loans of the commercial sector, which decreased to U.S.\$284 million. In 2014, the delinquency rate increased to 2.9%, as a result of the increase in delinquency rates in consumer credits from 4.7% to 5.5%. In 2015, the delinquency rate increased to 3.7% due to the increase in delinquency rates in commercial credits from 12.7% to 14.3% as well as the decrease in the total loan portfolio. In 2016, the delinquency rate on loans from the private banking sector decreased to 3.5% as a result of a U.S.\$166.2 million decrease in the delinquency rate on consumer loans. As of January 31, 2017, the delinquency rate increased to 3.8% principally as a result of an increase in the delinquency rate in consumer loans but nevertheless remained lower than the 4.5% delinquency rate as of January 31, 2016.

As of January 31, 2017, 49.5% of all current loans were commercial, 31.4% were consumer, 9.8% were housing, 7.3% were microcredit and 2.1% were education related.

As of January 31, 2017, banking deposits, including guarantee deposits and restricted deposits, totaled U.S.\$27,994 million, an increase from the U.S.\$24,666 million as of January 31, 2016. Total current loans to the private sector from the private banking sector increased from U.S.\$17,724 million as of January 31, 2016 to U.S.\$19,538 million as of January 31, 2017.

The following table sets forth information regarding the number of past-due loans in different sectors of the economy as of the dates indicated.

**Past due loans by sector of the economy**  
(in millions of U.S.\$, and as a percentage of past due loans)

	As of December 31,										As of January 31,					
	2011		2012		2013		2014		2015		2016		2016		2017	
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%
Commercial .....	68	22.3	62	14.0	65	14.5	72	12.7	98	14.3	117	16.2	133	16.0	125	16.1
Consumer .....	175	57.2	293	66.3	284	63.4	383	68.0	438	63.7	428	59.3	515	62.1	449	58.6
Real estate .....	23	7.5	25	5.7	27	6.0	31	5.3	39	5.6	59	8.1	50	6.0	69	9.1
Microcredit .....	39	12.9	62	14.0	72	16.1	79	13.8	90	13.1	97	13.5	106	12.8	101	13.2
Education <sup>(1)</sup> .....	-	-	-	-	-	-	-	-	22	3.2	20	2.8	26	3.1	21	2.8
Total	306	100	442	100	448	100	565	100	687	100	721	100	830	100	766	100

Source: Superintendent of Banks as of January 2017.

(1) Productive loans are included with commercial loans for September 30, 2016.

The education loan portfolio that was previously administered by the *Instituto Ecuatoriano de Crédito Educativo y Becas* (IECE) was transferred to the banking system in February of 2015.

## Banking Sector

The first, second and third largest banks in Ecuador are Banco del Pichincha, Banco del Pacífico and Banco de Guayaquil, respectively. As of December 31, 2016, the three banks accounted for about 57.1% of the reported combined income and 54.9% of Ecuador's banking assets. Return on equity for these three banks averaged 6.5% for 2016, a decrease of 2.4% compared to 2015, while net profit decreased from U.S.\$143 million in 2015 to U.S.\$116 million in 2016.

Banco del Pacífico is 100% owned by the Republic, having been taken over from private shareholders during the banking crisis in 1999 and its shares transferred to the Central Bank. During 2010 and 2011 there had been discussions relating to the re-privatization of Banco del Pacífico, however, these plans were abandoned in 2011 when ownership was transferred from the Central Bank to CFN. As of December 31, 2016, Banco del Pacífico had approximately U.S.\$5,513 million in assets. Its profits decreased in 2016 when compared to 2015 from U.S.\$50.86 million in 2015 to U.S.\$40.00 million in 2016. As of January 31, 2017, Banco del Pacífico had approximately U.S.\$5,253 million in assets. Its profits decreased to U.S.\$3,553 million as of January 31, 2017 when compared to U.S.\$4,099 million as of January 31, 2016.

Pacific National Bank was Banco del Pacífico's U.S. subsidiary, based in Miami. Pacific National Bank had approximately U.S.\$355 million in assets, including U.S.\$154 million in loans (mostly commercial real estate), \$163 million in securities and \$3.6 million in repossessed property. In 2011, the bank was fined U.S.\$7 million by U.S. banking regulators for violations of the U.S. Bank Secrecy Act ("BSA") and anti-money laundering laws. In 2012, the Federal Reserve Bank of the United States placed Banco del Pacífico's shares in Pacific National Bank under the control of a trustee and ordered the sale of the shares to a third party. According to the regulatory consent order transferring the shares to the trustee, the share transfer to the trustee and sale are not related to the violations of the BSA, but due to the transfer of ownership of Banco del Pacífico from the Central Bank to CFN in 2011, which according to U.S. banking regulations does not qualify as a holding company for a U.S. chartered bank. On October 21, 2013, the shares were sold to a group of private investors.

As of January 31, 2017, approximately 5% of the profits in the banking sector came from Citibank N.A. Ecuador Branch, which is the only foreign bank operating in Ecuador.

In March 2013, Banco Territorial S.A, one of the oldest banks in Ecuador with assets of U.S.\$135 million, entered a liquidation process one week after its operations were suspended. Banco Territorial primarily provided services to small and medium-sized companies in Guayaquil and had approximately 79,000 depositors, with total deposits of approximately U.S.\$122 million, or less than 1% of the total deposits in the private banking sector in Ecuador. As of December 31, 2015, COSEDE had paid U.S.\$54.4 million to depositors, which represented the total amount owed to depositors.

In August 2014, the Superintendent of Banks formally announced that Banco Sudamericano S.A. will undergo a forced liquidation process due to a failure to meet adequate solvency and liquidity requirements. As of the date of this Remarketing Circular, the liquidator of Banco Sudamericano S.A. named by the Superintendent of Banks, has not announced a formal restructuring plan for the bank's assets. Banco Sudamericano S.A. owned 0.55% of the total assets in the Ecuadorian banking system. As of December 31, 2016, COSEDE had paid U.S.\$1.77 million to depositors and a formal liquidator was appointed.

On October 11, 2014, Promerica Financial Corporation, a Nicaraguan banking conglomerate with operations in Ecuador, acquired Banco de la Producción Produbanco S.A., an Ecuadorian banking entity. At the time of the merger, Banco de la Producción Produbanco S.A. represented 9.5% of the Ecuadorian banking system, with U.S.\$3,028 million in assets, while Promerica Financial Corporation represented 2.8% of the banking system with assets of U.S.\$843.5 million.

In June 2016, the Superintendent of Banks announced that Proinco Sociedad Financiera S.A., a financial institution focusing on mortgage lending and micro-loans with approximately U.S.\$42 million dollars in assets, would be liquidated as a result of its failure to comply with the relevant laws and regulations, including certain solvency requirements.

### **Cooperative Banks**

In 2008, the Correa administration created the *Programa de Finanzas Populares* (“Program for Public Finance”) to expand lending to smaller financial cooperatives, in order that they could increase lending to small businesses. These cooperatives extend micro-loans to individuals and businesses that could otherwise not obtain loans from commercial banks. In January 2008, co-operative loans were at 11.1% of total non-publicly owned bank lending. As of December 31, 2015, cooperative loans totaled U.S.\$4,301 million. As of December 2016, cooperative loans totaled U.S.\$6,634 million.

On February 13, 2015, the Committee of Monetary and Financial Policy passed Resolution 038-2015-F, which sets forth rules relating to the division of the savings and loan association sector as follows:

- Category 1: entities with assets above U.S.\$80 million;
- Category 2: entities with assets between U.S.\$20 million to U.S.\$80 million;
- Category 3: entities with assets between U.S.\$5 million to U.S.\$20 million;
- Category 4: entities with assets between U.S.\$1 million to U.S.\$5 million; and
- Category 5: entities with assets below U.S.\$1 million.

The threshold for Category 1 will be reviewed by the Committee of Monetary and Financial Policy Regulation on an annual basis. The additional four categories are set without further review by the Committee of Monetary and Financial Policy Regulation. Additional regulations applicable to each segment will be promulgated by the *Superintendencia de Economía Popular y Solidaria* (the “Superintendent of the Popular Economy”, or “SEPS”).

### **Capital Markets**

Most of the trading on Ecuador’s capital markets involves the purchase and sale of bank securities and fixed income Government securities. In the last five years, Ecuador has experienced an increase in the issuance of corporate bonds. They have become an important financing alternative for companies and issuers that want longer terms than those available through bank loans. The Ecuadorian capital markets consist of the Quito Stock Exchange and the Guayaquil Stock Exchange (the “Ecuadorian Stock Exchanges”), both opened in 1969. As of December 31, 2016, the Ecuadorian Stock Exchanges combined listed the securities of approximately 417 issuers. Issuers that subscribe to one exchange automatically become listed on the other exchange.

The Ecuadorian capital markets are regulated by the *Ley de Mercado de Valores* (“Capital Markets Law”) and the Law to Strengthen and Optimize the Corporate and Securities Sector. Under these laws, the Ecuadorian Stock Exchanges are supervised by the *Superintendencia de Compañías Valores y Seguros* (the “Superintendent of Companies and Securities and Insurance”) while the Committee of Monetary and Financial Policy is responsible for formulating the general securities policies of the Ecuadorian capital markets and for providing general oversight of the securities markets.

As of December 31, 2016, U.S.\$1,269.9 million worth of securities were traded in the secondary market, representing 15.2% of the Ecuadorian securities market. Repo trading represented 0.17% of the total market. As of January 31, 2017, U.S.\$85.8 million worth of securities were traded in the secondary market, representing 20.4% of the Ecuadorian securities market. Repo trading represented 0.02% of the total market. The following table shows aggregate amounts of traded securities for the periods listed.

### Aggregate Amounts of Traded Securities

(in millions of U.S. dollars)

	For the Year Ended December 31,						As of January 31,	
	2011	2012	2013	2014	2015	2016	2016	2017
Repos.....	42.2	54.1	168.1	203.3	23.0	14.2	93.2	0.1
Other <sup>(1)</sup> .....	3,718.7	3,695.6	3,554.2	7,340.8	5,023.8	8,318.5	351.7	420.5
<b>Total.....</b>	<b>3,760.9</b>	<b>3,749.7</b>	<b>3,722.3</b>	<b>7,544.1</b>	<b>5,046.8</b>	<b>8,332.7</b>	<b>444.9</b>	<b>420.6</b>

Source: *Bolsa de Valores de Quito* (“Quito Stock Exchange”).

(1) Includes Government securities, bank securities, and commercial paper, among others.

In 2016, U.S.\$8,332.7 million worth of securities were traded on the Ecuadorian Stock Exchanges, representing an increase compared to the U.S.\$5,046.8 million of the securities traded in 2015. This increase is due to a greater placement of investment certificates and government issues. As of January 31, 2017, U.S.\$420.6 million worth of securities were traded on the Ecuadorian Stock Exchanges, representing a decrease compared to the U.S.\$444.9 million of the securities traded as of January 31, 2016. This decrease is due to lower issuance of central bank bonds.

### Interest Rates and Money Supply

In July 2007, the *Ley del Costo Máximo Efectivo del Crédito* (“Maximum Actual Credit Cost Law”) went into effect to establish a new system for the calculation of interest rates. The principal aspects of this law are:

- the prohibition on charging commissions for credit operations and pre-payments;
- the prohibition on imposing any fee that is not in the nature of compensation for the rendering of a service; and
- in December 2007, a change in the methodology for calculating the maximum interest rate of the Central Bank, whose methodology has since been declared unconstitutional, and has been further amended so that the maximum rate equals interest rates of credit operations of private financial institutions in each relevant sector, multiplied by an amount determined by the Central Bank.

In April 2015, Resolution 043-2015-F was published in the Official Gazette and became effective, establishing new categories of credits in the financial system, totaling 10. The purpose of this Resolution is to promote socially and environmentally responsible consumption, to encourage value generating investment and improve the efficiency of the financial system. The new categories of credit in the financial system include: productive credits, ordinary commercial credits, priority commercial credits, ordinary consumption credits, priority consumption credits, education credits, public interest housing credit, real estate credits, microcredits and public investment credits. Changes from the prior categorization include the following:

- “productive credits” are defined as those credits for which at least 90% of funds are dedicated to acquisition of capital goods, construction of infrastructure project and the purchase of industrial property rights;
- “consumer credits” are divided into “ordinary consumer loans,” for the acquisition or commercialization of light fossil fuel vehicles and “priority consumer loans,” dedicated to the purchase of goods or services or expenses not related to productive activity or ordinary commercial activity;
- “commercial credits” are defined as “ordinary commercial credits,” which are available to persons whose annual sales are higher than U.S\$100,000.00 that acquire or commercialize light fossil fuel vehicles and “priority commercial credits,” which are available for the acquisition of goods and services for commercial and productive activities to persons whose annual sales are higher than U.S\$100,000.00; and
- “education credits,” which are available to individuals and accredited institutions to finance education and vocational or technical training, were introduced.

In addition to the new categorization of credit, the Committee of Monetary and Financial Policy Regulation fixed the maximum interest rates for each of these categories through Resolution No. 044-2015-F.

The following table sets forth average deposit interest rates for the economy as a whole and average lending interest rates per sector for the periods shown.

**Interest Rates**  
(in percentages)

	As of December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
Deposit interest rate.....	4.5	4.5	5.2	5.1	5.1	6.0	4.9
Lending interest rate.....	8.2	8.2	8.2	9.1	8.1	8.9	8.1
Corporate productive lending interest rate <sup>(1)</sup> .....	8.2	8.2	8.2	9.2	8.5	9.3	8.5
Maximum corporate productive interest rate.....	9.3	9.3	9.3	9.3	9.3	9.3	9.3
Business productive lending interest rate <sup>(2)</sup> .....	9.5	9.5	9.6	9.8	9.8	10.2	10.2
Maximum business productive interest rate.....	10.2	10.2	10.2	10.2	10.2	10.2	10.2
Medium and small business productive lending interest rate <sup>(3)</sup> .....	11.2	11.2	11.2	10.3	11.2	11.8	11.0
Maximum medium and small business productive interest rate.....	11.8	11.8	11.8	11.8	11.8	11.8	11.8
Ordinary commercial lending interest rate <sup>(4)</sup> .....	n/a	n/a	n/a	9.0	9.4	9.6	9.4
Maximum commercial interest rate.....	n/a	n/a	n/a	11.8	11.8	11.8	11.8
Corporate commercial priority lending interest rate <sup>(1)</sup> .....	n/a	n/a	n/a	9.1	8.1	8.9	8.1
Maximum corporate commercial interest rate.....	n/a	n/a	n/a	9.3	9.3	9.3	9.3
Business commercial priority lending interest rate <sup>(2)</sup> .....	n/a	n/a	n/a	9.9	9.9	10.0	9.8
Maximum business commercial interest rate.....	n/a	n/a	n/a	10.2	10.2	10.2	10.2
Medium and small business commercial priority lending interest rate <sup>(3)</sup> .....	n/a	n/a	n/a	11.1	11.0	11.1	11.3
Maximum medium and small business commercial interest rate.....	n/a	n/a	n/a	11.8	11.8	11.8	11.8
Consumer lending interest rate <sup>(5)</sup> .....	15.9	15.9	16.0	n/a	n/a	n/a	n/a
Maximum consumer interest rate.....	16.3	16.3	16.3	n/a	n/a	n/a	n/a
Ordinary consumer lending interest rate <sup>(5)</sup> .....	n/a	n/a	n/a	16.2	16.8	16.8	16.8
Maximum Ordinary consumer interest rate.....	n/a	n/a	n/a	17.3	17.3	17.3	17.3
Priority consumer lending interest rate <sup>(5)</sup> .....	n/a	n/a	n/a	16.0	16.7	16.6	16.7
Maximum priority consumer interest rate.....	n/a	n/a	n/a	17.3	17.3	17.3	17.3
Education lending interest rate <sup>(6)</sup> .....	n/a	n/a	n/a	7.1	9.5	7.4	9.5
Maximum education interest rate.....	n/a	n/a	n/a	9.5	9.5	9.5	9.5
Housing lending interest rate.....	10.6	10.6	10.7	10.9	10.9	10.9	10.7
Maximum housing interest rate.....	11.3	11.3	11.3	11.3	11.3	11.3	11.3
Microcredit increased accumulation lending interest rate <sup>(7)</sup> .....	22.4	22.4	22.3	24.3	21.5	22.0	21.6
Maximum microcredit increased accumulation interest rate.....	25.5	25.5	25.5	25.5	25.5	25.5	25.5
Microcredit simple accumulation lending interest rate <sup>(8)</sup> .....	25.2	25.2	25.2	26.9	25.1	25.2	25.2
Maximum microcredit simple accumulation interest rate.....	27.5	27.5	27.5	27.5	27.5	27.5	27.5
Microcredit subsistence accumulation lending interest rate <sup>(9)</sup> .....	28.8	28.8	28.6	29.0	27.3	27.5	27.6
Maximum microcredit subsistence accumulation interest rate.....	30.5	30.5	30.5	30.5	30.5	30.5	30.5

Source: 2012 deposit and lending interest rates based on Central Bank September 2014 Monthly Bulletin (Table 1.10.1). Other 2012 figures based on Central Bank September 2014 Monthly Bulletin (Table 1.10.2).

2014 and 2013 deposit and lending interest rates based on Central Bank March 2016 Monthly Bulletin (Table 1.10.1). Other 2014 and 2013 figures based on Central Bank March 2016 Monthly Bulletin (Table 1.10.2).

2015 and 2016 deposit and lending interest rates based on Central Bank February Monthly Bulletin (Table 1.10.1). Other 2015 and 2016 figures based on Central Bank October 2016 Monthly Bulletin (Table 1.10.2).

- (1) "Corporate lending rate" is the rate provided to businesses whose annual sales exceed U.S.\$5,000,000.00.
- (2) "Business lending rate" is the rate provided to businesses whose annual sales equal or exceed U.S.\$1,000,000 up to U.S.\$5,000,000.00.
- (3) "Medium and small business lending rate" is the rate provided to businesses whose annual sales equal or exceed U.S.\$1,000,000 up to U.S.\$5,000,000.00.
- (4) "Ordinary commercial lending rate" is the rate provided to businesses whose annual sales exceed U.S.\$100,000.00 that acquire or commercialize light fossil fuel vehicles.
- (5) In 2015 consumer credits were divided into "ordinary consumer credits," for the acquisition or commercialization of light fossil fuel vehicles and "priority consumer credits," dedicated to the purchase of goods or services or expenses not related to productive activity or ordinary commercial activity.
- (6) "Education lending rate" is the rate provided to individuals for development of human capital by accredited institutions.
- (7) "Microcredit increased accumulation lending rate" refers to credit transactions whose amount per trade and balance due to microcredit financial institutions exceed U.S.\$10,000. This is the rate granted to entrepreneurs who register annual sales of less than U.S.\$100,000.
- (8) "Microcredit simple accumulation lending rate" refers to credit transactions whose amount per transaction and balance due to microcredit financial institutions is larger than U.S.\$1,000, but smaller than U.S.\$10,000. This is the rate provided to entrepreneurs who register a sales level or annual income of less than U.S.\$100,000 and to self-employed individuals.
- (9) "Microcredit subsistence accumulation lending rate" refers to credit transactions that are less than or equal to U.S.\$1,000. This is the rate provided to micro entrepreneurs who recorded a level of annual sales less than U.S.\$100,000 and to self-employed, individuals or a group of borrowers with joint liability.

Average loan interest rates on short-term and long-term loans decreased slightly from 8.2% in 2012 to 8.1% in 2016 due to certain banks reducing interest rates on consumer loans as a result of excess liquidity. During the same period, the average interest rates on deposits increased from 4.5% in 2012 to 5.1% in 2016 because banks increased interest rates offered to the public in order to satisfy liquidity needs.

With respect to the various sectors, most loan interest rates remained stable during the period from 2012 through 2016 with the corporate productive lending interest rate increasing slightly to 8.2%, and consumer lending rates remaining at approximately 15.9% from 2012 to 2013, increasing slightly to 16.0% in 2014. In 2015 consumer credits were divided into “ordinary consumer credits,” for the acquisition or commercialization of light fossil fuel vehicles and “priority consumer credits,” dedicated to the purchase of goods or services or expenses not related to productive activity or ordinary commercial activity. After such reclassification, the ordinary consumer lending interest rate was 16.2% in 2015 increasing slightly to 16.8% in 2016, and the priority consumer lending interest rate increased from 16.0% in 2015 to 16.7% in 2016.

Some loan interest rates slightly increased from 2015 to 2016 with the education lending interest rate increasing from 7.1% to 9.5% and the medium and small business productive lending interest rate increasing from 10.3% to 11.2%. However, the corporate productive lending interest rate decreased from 9.2% in 2015 to 8.5% in 2016, the microcredit increased accumulation lending interest rate decreased from 24.3% in 2015 to 21.5% in 2016, the microcredit simple accumulation lending interest rate decreased from 26.9% in 2015 to 25.1% and the microcredit subsistence accumulation lending interest rate also decreased from 29.0% in 2015 to 27.3% in 2016.

The following table sets forth the principal monetary indicators for the periods presented.

**Principal Monetary Indicators**  
(in millions of U.S. dollars)

	As of December 31					As of February 28
	2012	2013	2014	2015	2016	2017
Currency in circulation .....	6,326.74	7,367.06	9,539.90	11,753.67	13,261.22	13,170.4
Demand deposits .....	8,100.37	8,818.04	9,068.76	7,200.95	9,281.36	8,951.2
Fractional Currency.....	84.52	87.33	86.58	86.26	88.20	89.4
M1 .....	<b>14,511.62</b>	<b>16,272.43</b>	<b>18,695.32</b>	<b>19,041.49</b>	22,634.90	22,217.14
Savings.....	2,360.24	3,898.14	3,506.05	3,053.45	6,044.05	5,418.80
Term deposits .....	16,393.88	18,778.71	21,409.05	20,608.95	23,553.5	23,783.94
M2 (M1 plus term deposits) .....	<b>30,905.50</b>	<b>35,051.14</b>	<b>40,104.37</b>	<b>39,650.60</b>	<b>46,188.37</b>	<b>46,001.08</b>

Source: Based on figures from the Central Bank March 2017 Monthly Bulletin (Table 1.1.1). Figures from 2012 based on the March 2014 Monthly Bulletin.

In January 2000, following several weeks of severe exchange-rate depreciation, the Republic announced that it would dollarize the economy. On March 1, 2000, the National Assembly approved the Ecuadorian Economic Transformation Law which made the U.S. dollar legal tender in Ecuador. Further, pursuant to the Ecuadorian Economic Transformation Law, all sucre-denominated deposits were converted into U.S. dollars effective January 1, 2000, and the U.S. dollar became the unit of account in the financial system. As a result, U.S. dollar deposits that in prior periods were classified as deposits in foreign currency have been, for periods from and after January 1, 2000, classified as demand deposits, savings or term deposits, as applicable.

## Inflation

Ecuador measures the inflation rate by the percentage change between two periods in the consumer price index (“CPI”). The CPI is computed by INEC based on a standard basket of 299 items of goods and services that reflects the pattern of consumption of urban Ecuadorian households in eight cities. The price for each good or service that makes up the basket is weighted according to its relative importance in an average urban household’s consumption pattern in order to calculate the CPI.

Prior to the adoption of the Dollarization Program, Ecuador was plagued by high inflation. From 1994 to 1999, the inflation rate ranged from a 22.8% low in 1995 to a 60.7% high in 1999. In 1999 and early 2000, the



sharp devaluation of the sucre contributed to an increase in the Republic's inflation rate, which became one of the highest in Latin America at 96.1% in 2000.

The restrictions imposed by the Dollarization Program brought this to an end. The inflation rate was 2.7% in 2004, 2.2% in 2005, 2.8% in 2006, 3.3% in 2007 and 8.8% in 2008. The increase in inflation in 2008 was primarily caused by increases in food prices, due to climatic changes that affected the agricultural sector. In addition, the international prices of fertilizer and agricultural commodities also increased. As a result of these increases, Ecuador fixed the prices for some of these goods and limited the export of various agricultural products. During 2011, 2012, 2013 and 2014 the inflation rate was 5.4%, 4.2%, 2.7% and 3.7%, respectively. The decrease in the inflation rate from 4.2% in 2012 to 2.7% in 2013 was due to the imposition of price controls intended to curb price speculation on basic foodstuffs including, meats, various fruits and vegetables, and milk.

At the end of 2014, the inflation rate was 3.7%. This increase is due to an increase in the prices of housing, water and electricity services during that year. For the 12-month period ending December 31, 2015, the inflation rate decreased to 3.4%. This decrease was due to a decrease in the price of certain foods, primarily shrimp and chicken. Inflation for the 12-month period ending in December 31, 2016 decreased to 1.1% from 3.4% for the 12-month period ending December 31, 2015. This decrease is due to a decrease in the price of certain garments, motor vehicles and fruits and vegetables as a result of competition from Peruvian agricultural products entering the market, the impact on the price of imported goods as a result of a stronger dollar and the application of certain additional tariffs. Inflation decreased from 2.3% for the 12-month period ended March 31, 2016 to 0.96% for the 12-month period ended March 31, 2017 due to a decrease in price of certain products including large household appliances, sound and image recording equipment, garments for women, motor vehicles and frozen or refrigerated fresh poultry, as a result of a stronger dollar and the application of certain additional tariffs.

Given the constraints of dollarization, and Ecuador's inability to mint currency, the Republic is more vulnerable than other countries to external factors such as global recessions, the volatility of commodity and raw material prices and natural disasters affecting the agricultural sector. The relative strength or weakness of the dollar, relative to the currencies of Ecuador's Andean trading partners, has also affected Ecuador's inflation rate during those periods.

The following table sets forth inflation rates in the Republic as measured by the CPI for the periods presented.

<b>Inflation</b>	
(% Change in CPI from Previous Year at Period End <sup>(1)</sup> )	
December 2012 .....	4.2
December 2013 .....	2.7
December 2014 .....	3.7
December 2015 .....	3.4
December 2016 .....	1.1
March 2016 .....	2.3
March 2017 .....	0.96

*Source: Based on figures from the Central Bank March 2017 Monthly Bulletin Table (4.2.1) and (4.2.1a).*

(1) Data reflect percentage change in consumer prices in urban areas over the prior 12 month period.

## PUBLIC SECTOR FINANCES

### Overview

#### Budget Process

The 2008 Constitution and the Public Planning and Finance Code set forth the public sector's budget process. According to Article 292 of the 2008 Constitution, the General State Budget is the instrument for establishing and managing Government income and spending, and includes all public sector income and expenses, with the exception of those belonging to social security, public banks, public companies and the Autonomous Decentralized Governments. The drafting and implementation of the General State Budget adheres to the National Development Plan, while the budgets of the Autonomous Decentralized Governments and those of other public entities adhere to regional and provincial plans, with the framework of the National Development Plan. This plan is published by the Government every four years, and lays out the goals and priorities of the Government for that time period. The National Development Plan for 2013 to 2017 was released in August of 2013.

The executive branch formulates the annual budget estimate, and the four-year budgetary schedule, and presents both to the National Assembly for approval. The levels of revenue, expenditure, and debt are based on the macroeconomic projections and targets of the Ministry of Finance and the Central Bank. The Ministry of Finance is primarily responsible for the preparation of the public sector's annual budget, based on guidelines issued by various planning agencies and other ministries.

The executive branch submits the draft annual budget and the four-year budgetary schedule to the National Assembly within the first 90 days of its initial term and, in subsequent years, 60 days before the start of the relevant fiscal year. The National Assembly must adopt or object to the draft budget within 30 days. The objections of the National Assembly are limited to the areas of revenue and spending and cannot alter the overall amount of the draft budget. If the National Assembly objects to the draft budget or schedule, the executive branch may, within ten days, accept the objection and submit a new proposal to the National Assembly for approval. If the National Assembly does not object within 30 days, the draft annual budget and the four-year budgetary schedule become effective.

The 2008 Constitution also establishes predetermined budget allocations for the Autonomous Decentralized Governments, the health sector, the education sector, and for research, science, technology and innovation. The creation of any other predetermined budget allocations is forbidden.

The Ministry of Finance has the authority to modify the budget during its execution phase in an amount up to 15% of any approved allocation. These adjustments must be made in accordance with the priorities and goals established in the National Development Plan and the constitutional limits established in Article 126 of the Public Planning and Finance Code. For more information regarding the National Development Plan and constitutional limits, see "Public Debt—General."

Income and expenses belonging to social security, state banks, public companies and the Autonomous Decentralized Governments are not considered part of the General State Budget. As such, Autonomous Decentralized Governments prepare their budgets in accordance with the non-binding guidelines prepared by SENPLADES. The executive branch of each Autonomous Decentralized Government is responsible for drafting the budget and submitting it for approval before the corresponding legislative bodies. The General State Budget and local budgets, upon approval, are implemented and made public, as is the General State Budget, and are implemented by the respective local governments.

In 2002, in response to increasing Government expenditures, the National Assembly enacted the Law to Promote Responsibility, Stabilization and Fiscal Transparency, which was aimed at reducing public indebtedness and establishing greater transparency in the Government's use of public funds. During the second half of 2005, the Government, with the support of the National Assembly, replaced the *Fondo de Estabilización, Inversión Social, y Reducción del Endeudamiento Público* (the "Stabilization, Social Investment and Public Indebtedness Reduction Fund" or "FEIREP") that was previously created by the 2002 law. FEIREP was replaced by CEREPS. This

resulted in an increase in Government investment in the social and productive sectors of the economy to strengthen the economic performance while limiting current expenses.

In 2008, CEREPS was eliminated due to the 2008 Constitution and the enactment of LOREYTF. The Republic believes that the new law enhances transparency and flexibility to the budget process by providing enhanced management of state resources and prioritizing social investments. The law also eliminated all predetermined use of resources; currently all of the Republic's resources go directly to a single system of accounts in the Central Bank. Title 3 of the Public Planning and Finance Code also provides transparency by providing unrestricted access to all budget and financial information of the Republic and annual financial statements of public companies.

In accordance with the terms of the 2008 Constitution, the macroeconomic rules and the restrictions on the assumption of public debt were changed as follows:

- permanent expenditures must be financed by permanent income; expenditures related to health, education and justice will be treated as preferential and may be, under exceptional circumstances, financed by non-permanent income; and
- public debt or income from petroleum products may not be used for current Government expenditures.

Under the 2008 Constitution, each of the following is subject to the National Development Plan:

- policies;
- programs and public projects;
- scheduling and execution of the state budget; and
- investment and allocation of public resources.

Pursuant to the Public Planning and Finance Code, each of the following is also subject to the National Development Plan:

- public actions, programs and projects;
- public debt;
- international cooperation;
- scheduling, formulation, approval and execution of the general state budget;
- state banks' budgets;
- national-level public companies; and
- social security.

At the request of the Ministry of Finance, or on its own, the Office of the Comptroller General can perform an audit of all public sector entities that administer public funds for compliance with proposed budgets and compliance under the law.

## **Fiscal Policy**

In October 2010, the National Assembly approved the Public Planning and Finance Code, which regulates the state planning process and coordinates planning with fiscal policy. This law establishes guidelines for fiscal management, including rules that:

- allow for more flexibility for the Ministry of Finance to reallocate and reassign expenditures up to 15% of the approved Government budget;
- set an explicit total public debt ceiling of 40% of GDP including Central Government, non-financial public sector and the Autonomous Decentralized Governments;
- allow the Ministry of Finance to issue CETES, at its discretion, without having to undergo the same approval process required for long-term internal and external sovereign debt;
- allow for the establishment of citizen committees for financial public policy consultations;
- determine that all excess cash not spent during a fiscal year will be accounted for as initial cash for the following fiscal year; and
- establish the functions and responsibilities of the Debt and Finance Committee. See “Public Debt—General.”

The non-financial public sector deficit is primarily financed by the issuance of CETES and bonds placed with IESS. There is no maximum amount of CETES that may be issued per year nor is there a requirement to place a certain percentage in the public or private sector. However, IESS may only hold 75% of the value of its total portfolio in CETES. Towards the end of 2012, the Government drew on its International Reserves with the Central Bank to cover its liquidity. This led to a decrease in reserve levels in December 2012. As of December 31, 2015, International Reserves cover 9.5% of current account payments. For more information regarding International Reserves, please see “Balance of Payments—International Reserves.” The Government received external funding from FLAR, which in September 2012 disbursed a balance-of-payments back-up credit of U.S.\$514.6 million. The China Development Bank also disbursed U.S.\$500 million. In the first several months of 2013, the Government received U.S.\$1.4 billion from China Development Bank under a new line of credit that was negotiated in December 2012. These funds were used to restore Ecuador’s International Reserves. As of March 31, 2017, Ecuador’s International Reserves totaled U.S.\$3,810 million, an increase from March 31, 2016, when International Reserves totaled U.S.\$2,573 million. This increase was primarily due to loan disbursements, including under the IMF financing agreement described in “The Republic of Ecuador — Territory Population and Society – Pedernales Earthquake” and to external debt servicing.

## Non-Financial Public Sector Revenues and Expenditures

The following table sets forth actual revenues and expenditures for the consolidated non-financial public sector for the periods presented.

### Summary of Consolidated Non-financial Public Sector Revenues and Expenditures (in millions of U.S.\$ and as a % of GDP)

	For the Year Ended December 31,									
	2012	% of GDP	2013	% of GDP	2014	% of GDP	2015	% of GDP	2016	% of GDP
<b>Revenue</b>										
<b>Petroleum Revenue</b>										
Exports <sup>(1)</sup> .....	12,220	13.9	11,433	12.0	10,906	10.7	6,346	6.3	5,402	5.5
Domestic Sales .....	-	-	-	-	-	-	-	-	-	-
<b>Total Petroleum Revenue (a) .....</b>	<b>12,220</b>	<b>13.9</b>	<b>11,433</b>	<b>12.0</b>	<b>10,906</b>	<b>10.7</b>	<b>6,346</b>	<b>6.3</b>	<b>5,402</b>	<b>5.5</b>
<b>Non-petroleum revenue</b>										
Income Tax .....	3,313	3.8	3,847	4.0	4,161	4.1	4,734	4.7	3,640	3.7
Value-added Tax .....	5,415	6.2	6,056	6.4	6,376	6.2	6,352	6.3	5,400	5.5
Specific consumption taxes .....	685	0.8	744	0.8	803	0.8	840	0.8	790	0.8
International trade taxes .....	1,261	1.4	1,352	1.4	1,357	1.3	2,026	2.0	1,633	1.7
Social Security Contributions .....	4,756	5.4	4,547	4.8	4,718	4.6	5,055	5.0	4,741	4.8
Other <sup>(2)</sup> .....	4,353	5.0	6,084	6.4	6,524	6.4	6,935	6.9	8,091	8.3
<b>Total non-petroleum revenue (b) .....</b>	<b>19,783</b>	<b>22.5</b>	<b>22,630</b>	<b>23.8</b>	<b>23,939</b>	<b>23.4</b>	<b>25,942</b>	<b>25.9</b>	<b>24,294</b>	<b>24.8</b>
<b>Operating Income of Public Companies (c) .....</b>	<b>2,567</b>	<b>2.9</b>	<b>3,196</b>	<b>3.4</b>	<b>4,187</b>	<b>4.1</b>	<b>1,298</b>	<b>1.3</b>	<b>618</b>	<b>0.6</b>
<b>Total Revenue (a+b+c) .....</b>	<b>34,570</b>	<b>39.3</b>	<b>37,260</b>	<b>39.2</b>	<b>39,032</b>	<b>38.2</b>	<b>33,586</b>	<b>33.5</b>	<b>30,314</b>	<b>40.0</b>
<b>Expenses</b>										
<b>Current Expenditures</b>										
Interest .....	652	0.7	971	1.0	1,024	1.0	1,368	1.4	1,561	1.6
Foreign .....	533	0.6	714	0.8	829	0.8	1,143	1.1	1,335	1.4
Domestic .....	119	0.1	257	0.3	195	0.2	224	0.2	226	0.2
Wages and salaries .....	8,345	9.5	8,896	9.4	9,478	9.3	9,904	9.9	10,014	10.2
Purchases of goods and services .....	3,473	3.9	4,435	4.7	5,328	5.2	5,112	5.1	4,684	4.8
Social Security .....	3,335	3.8	3,410	3.6	3,665	3.6	4,215	4.2	4,655	4.8
Others .....	8,626	9.8	9,265	9.7	9,497	9.3	6,884	6.9	5,691	5.8
<b>Total Current Expenditure .....</b>	<b>24,431</b>	<b>27.8</b>	<b>26,977</b>	<b>28.4</b>	<b>28,992</b>	<b>28.3</b>	<b>27,482</b>	<b>27.4</b>	<b>26,604</b>	<b>27.2</b>
<b>Capital Expenditure and net lending</b>										
Gross capital formation .....	10,312	11.7	14,039	14.8	13,980	13.7	10,345	10.3	10,293	10.5
Central Government .....	6,191	7.0	8,506	8.9	8,290	8.1	5,542	5.5	6,105	6.2
Public Companies .....	2,497	2.8	3,988	4.2	4,218	4.1	3,285	3.3	2,533	2.6
Rest of General Government .....	1,624	1.8	1,545	1.6	1,472	1.4	1,518	1.5	1,655	1.7
Other Capital Expenditure .....	650	0.7	592	0.6	1,375	1.3	850	0.8	731	0.7
<b>Total Capital Expenditure .....</b>	<b>10,963</b>	<b>12.5</b>	<b>14,631</b>	<b>15.4</b>	<b>15,354</b>	<b>15.0</b>	<b>11,195</b>	<b>11.2</b>	<b>11,024</b>	<b>11.3</b>
<b>Total Expenditure .....</b>	<b>35,394</b>	<b>40.3</b>	<b>41,607</b>	<b>43.7</b>	<b>44,346</b>	<b>43.4</b>	<b>38,676</b>	<b>38.6</b>	<b>37,628</b>	<b>38.5</b>
<b>Surplus/Deficit .....</b>	<b>-824</b>	<b>-0.9</b>	<b>-4,348</b>	<b>-4.6</b>	<b>-5,314</b>	<b>-5.2</b>	<b>-5,091</b>	<b>-5.1</b>	<b>-7,314</b>	<b>-7.5</b>

Source: Based on figures from the Central Bank March 2017 Monthly Bulletin (Table 2.1 and Table 2.2).

(1) This figure is different than the crude oil exports figure in the Exports FOB table in that it includes derivative revenues, as opposed to only crude oil, and measures revenues from petroleum exports for the non-financial public sector, only.

(2) Includes other taxes and revenue.

The increase in the year to year deficit from 2012 to 2015 was due to increased Central Government spending during each such year, particularly in wages and salaries and interest payments in connection with debt obligations and in 2015 was also due to the decline in oil prices. The increase in the year to year deficit from 2015 to 2016 was due to a stronger dollar which affected exports, the Pedernales earthquake and the decline in oil prices.

In 2012, the non-financial public sector registered a deficit of U.S.\$824 million (equivalent to -0.9% of GDP). In 2012, total expenditures totaled U.S.\$35,394 million (equivalent to 40.3% of GDP) and total revenues totaled U.S.\$34,570 million (equivalent to 39.3% of GDP).

In 2013, the non-financial public sector registered a deficit of U.S.\$4,348 million (equivalent to -4.6% of GDP). This deficit was due to an increase in public sector investment, primarily in infrastructure projects financed

by bilateral debt. The increase in spending on infrastructure projects is due to a number of projects that had been in the planning or initial stages in previous years and that reached or accelerated the construction phase in 2013 (including the Coca Codo Sinclair hydroelectric project, the Sopladora hydroelectric project, the Minas San Francisco hydroelectric project and the Cañar-Naranjal flood control project) and therefore required increased expenditures as construction began or accelerated. Total expenditures totaled U.S.\$41,607 million (equivalent to 43.7% of GDP) and total revenues totaled U.S.\$37,260 million (equivalent to 39.2% of GDP).

In 2014, the non-financial public sector registered a deficit of U.S.\$5,314 million, equivalent to -5.2% of GDP. This deficit was the result of increases in wages and salaries and current expenses. Total expenditures totaled U.S.\$44,346 million (equivalent to 43.4% of GDP) and total revenues totaled U.S.\$39,032 million (equivalent to 38.2% of GDP) in 2014.

In 2015, the non-financial public sector registered a deficit of U.S.\$5,091 million, equivalent to -5.1% of GDP. This deficit, while smaller than the deficit in 2014, was the result of decreased petroleum revenue. Total expenditures totaled U.S.\$38,676 million (equivalent to 38.6% of GDP) and total revenues totaled U.S.\$33,586 million (equivalent to 33.5% of GDP) in 2015.

In 2016, the non-financial public sector registered a deficit of U.S.\$7,314 million compared to a deficit U.S.\$5,091 million in 2015. This increase in the deficit was due to a decrease in the revenues from the sale of oil exports caused by the decrease in the price of oil during the time period. In 2016, total revenues for the non-financial public sector totaled U.S.\$30,314 million, a decrease from U.S.\$33,586 million in 2015. In 2016, total expenditures for the non-financial public sector totaled U.S.\$37,628 million, a decrease compared to U.S.\$38,676 million in 2015.

Based upon available information, the Republic expects that the actual deficit for 2016 will have exceeded the budgeted deficit for 2016 by approximately 1%.

For 2017, the Ministry of Finance's estimated projection for financing needs (both internal debt and external debt) is U.S.\$12.56 billion. The Ministry of Finance estimates that approximately U.S.\$6.43 billion will derive from international financing and approximately U.S.\$6.13 billion from domestic financing. With respect to international financing, the Ministry of Finance expects that such financing may come from various sources, including drawdowns under existing loan facilities, new bilateral and multilateral lending facilities, bond issuances and other methods of providing liquidity that the Republic has previously utilized, such as oil sector related transactions, among others. With respect to domestic financing, the Ministry of Finance expects that such financing may derive from rollovers of existing debt, new placements by the Ministry of Finance and the Central Bank, certain projects and domestic operations. While the Ministry of Finance has expectations as to the approximate amounts to be derived from the various sources, such allocation is subject to market conditions as well as the policies of the new administration and such amounts and the use of the financing sources set forth in this paragraph is subject to change.

### **Central Government Revenues and Expenditures**

The Government derives its revenues primarily from sales of petroleum, tax collection and import duties, and other revenue, including transfers. The following table shows the actual Central Government revenues and expenditures for the periods presented. The Central Government ("Central Government") includes the Republic's ministries, supervising entities, and other Government entities.

**Consolidated Central Government Sector Revenues and Expenditure**  
(in millions of U.S.\$, and as % of GDP)

	For the Year Ended December 31,									
	2012	% of GDP	2013	% of GDP	2014	% of GDP	2015	% of GDP	2016	% of GDP
<b>Revenue<sup>(1)</sup></b>										
Petroleum revenue .....	6,086	6.9	4,677	4.9	3,765	3.7	2,264	2.3	2,003	2.0
Non-petroleum revenue .....	13,437	15.3	15,723	16.5	16,616	16.2	18,081	18.0	16,552	16.9
<b>Tax revenue</b>										
Taxes on goods and services										
Value-added tax .....	5,415	6.2	6,056	6.4	6,376	6.2	6,352	6.3	5,400	5.5
Selected excise taxes .....	685	0.8	744	0.8	803	0.8	840	0.8	790	0.8
Total taxes on goods and services .....	6,100	6.9	6,800	7.1	7,179	7.0	7,192	7.2	6,189	6.3
Taxes on income and profits .....	3,313	3.8	3,847	4.0	4,161	4.1	4,734	4.7	3,640	3.7
Taxes on International Trade										
Import duties .....	1,261	1.4	1,352	1.4	1,357	1.3	2,026	2.0	1,633	1.7
Exit tax <sup>(2)</sup> .....	1,275	1.5	1,322	1.4	1,406	1.4	1,278	1.3	815	0.8
Total taxes on international trade .....	2,536	2.9	2,675	2.8	2,763	2.7	3,304	3.3	2,448	2.5
Vehicle tax .....	195	0.2	214	0.2	228	0.2	223	0.2	195	0.2
Other taxes .....	111	0.1	132	0.1	129	0.1	135	0.1	1,546	1.6
<b>Total tax revenue .....</b>	<b>12,255</b>	<b>13.9</b>	<b>13,668</b>	<b>14.4</b>	<b>14,460</b>	<b>14.1</b>	<b>15,588</b>	<b>15.6</b>	<b>14,017</b>	<b>14.3</b>
<b>Non-tax revenue .....</b>	<b>1,128</b>	<b>1.3</b>	<b>1,961</b>	<b>2.1</b>	<b>2,061</b>	<b>2.0</b>	<b>2,021</b>	<b>2.0</b>	<b>2,152</b>	<b>2.2</b>
<b>Transfers .....</b>	<b>54</b>	<b>0.1</b>	<b>95</b>	<b>0.1</b>	<b>95</b>	<b>0.1</b>	<b>471</b>	<b>0.5</b>	<b>383</b>	<b>0.4</b>
<b>Total revenues .....</b>	<b>19,523</b>	<b>22.2</b>	<b>20,400</b>	<b>21.4</b>	<b>20,381</b>	<b>19.9</b>	<b>20,345</b>	<b>20.3</b>	<b>18,556</b>	<b>19.0</b>
<b>Current expenditure</b>										
Interest accrual										
Foreign .....	465	0.5	652	0.7	715	0.7	971	1.0	1,148	1.2
Domestic .....	363	0.4	516	0.5	682	0.7	789	0.8	791	0.8
Total interest accrual .....	828	0.9	1,169	1.2	1,397	1.4	1,759	1.8	1,938	2.0
Wages and salaries .....	7,353	8.4	7,897	8.3	8,359	8.2	8,761	8.7	8,870	9.1
Purchase of goods and services .....	1,658	1.9	2,035	2.1	2,490	2.4	2,409	2.4	1,935	2.0
Other current expenditures .....	900	1.0	1,696	1.8	998	1.0	691	0.7	742	0.8
Transfers .....	1,258	1.4	1,511	1.6	1,737	1.7	863	0.9	1,028	1.1
<b>Total current expenditure .....</b>	<b>11,996</b>	<b>13.6</b>	<b>14,308</b>	<b>15.0</b>	<b>14,981</b>	<b>14.6</b>	<b>14,484</b>	<b>14.5</b>	<b>14,514</b>	<b>14.8</b>
<b>Capital expenditure</b>										
Fixed capital expenditure .....	6,191	7.0	8,506	8.9	8,290	8.1	5,542	5.5	6,105	6.2
Other .....	328	0.4	-	-	22	-	16	-	394	0.4
Capital Transfers .....	2,724	3.1	3,048	3.2	3,501	3.4	4,108	4.1	3,092	3.2
<b>Total capital expenditure .....</b>	<b>9,244</b>	<b>10.5</b>	<b>11,554</b>	<b>12.1</b>	<b>11,812</b>	<b>11.5</b>	<b>9,665</b>	<b>9.6</b>	<b>9,590</b>	<b>9.8</b>
<b>Total Expenditure<sup>(2)</sup> .....</b>	<b>21,240</b>	<b>24.2</b>	<b>25,861</b>	<b>27.2</b>	<b>26,794</b>	<b>26.2</b>	<b>24,149</b>	<b>24.1</b>	<b>24,103</b>	<b>24.6</b>
Adjustment on treasury accounts .....	-	-	-	-	-	-	-	-	-	-
<b>Overall surplus or deficit .....</b>	<b>-1,717</b>	<b>-2.0</b>	<b>-5,461</b>	<b>-5.7</b>	<b>-6,413</b>	<b>-6.3</b>	<b>-3,805</b>	<b>-3.8</b>	<b>-5,548</b>	<b>-5.7</b>

Source: Based on figures from the Central Bank March 2017 Monthly Bulletin (Table 2.2.1 )

(1) Revenues are cash, expenditures are accrued.

(2) Includes all interest payments under foreign debt obligations.

## Taxation and Customs

In 2012, Central Government revenues totaled U.S.\$19,523 million (equivalent to 22.2% of GDP), of which U.S.\$6,086 million (equivalent to 6.9% of GDP) corresponds to petroleum revenue, U.S.\$12,255 million (equivalent to 13.9% of GDP) corresponds to tax revenue, U.S.\$1,128 million (equivalent to 1.3% of GDP) corresponds to non-tax revenue and U.S.\$54 million (equivalent to approximately 0.1% of GDP) is in respect of transfers received.

In 2013, Central Government revenues totaled U.S.\$20,400 million (equivalent to 21.5% of GDP), of which U.S.\$4,677 million (equivalent to 4.9% of GDP) corresponds to petroleum revenue, U.S.\$13,668 million (equivalent to 14.4% of GDP) corresponds to tax revenue, U.S.\$1,961 million (equivalent to 2.1% of GDP) corresponds to non-tax revenue and U.S.\$95 million (equivalent to approximately 0.1% of GDP) is in respect of transfers received.

In 2014, Central Government revenues totaled U.S.\$20,381 million (equivalent to 20.2% of GDP), of which U.S.\$3,765 million (equivalent to 3.7% of GDP) corresponds to petroleum revenue, U.S.\$14,460 million (equivalent to 14.3% of GDP) corresponds to tax revenue, U.S.\$2,061 million (equivalent to 2.0% of GDP) corresponds to non-tax revenue and U.S.\$95 million (equivalent to approximately 0.1% of GDP) is in respect of transfers received.

In 2015, Central Government revenues totaled U.S.\$20,344 million (equivalent to 20.2% of GDP), of which U.S.\$2,264 million (equivalent to 2.2% of GDP) corresponds to petroleum revenue, U.S.\$15,588 million (equivalent to 15.5% of GDP) corresponds to tax revenue, U.S.\$2,021 million (equivalent to 2.0% of GDP) corresponds to non-tax revenue and U.S.\$471 million (equivalent to approximately 0.5% of GDP) is in respect of transfers received.

In 2016, Central Government revenues totaled U.S.\$18,556 million (equivalent to 19.0% of GDP), of which U.S.\$2,003 million (equivalent to 2.0% of GDP) corresponds to petroleum revenue, U.S.\$14,017 million (equivalent to 14.3% of GDP) corresponds to tax revenue, U.S.\$2,152 million (equivalent to 2.2% of GDP) corresponds to non-tax revenue and U.S.\$383 million (equivalent to 0.4% of GDP) is in respect of transfers received. . This results in a deficit of U.S.\$5,548 million in 2016, an increase in the deficit compared to the deficit of U.S.\$3,805 million in 2015. This increase in the deficit is primarily due to decreases in petroleum revenue, non-petroleum revenue as well as in revenue from certain taxes.

The 2008 Constitution grants the National Assembly the authority to create, amend or eliminate taxes by means of the law, without detriment to the attributions granted to Autonomous Decentralized Governments. Pursuant to the 2008 Constitution, only the President may submit bills that levy, amend or eliminate taxes. Municipal governments may also levy taxes. The 2008 Constitution provides that tax policy shall promote redistribution and shall stimulate employment, the production of goods and services, as well as ecologically, socially and economically responsible conduct. Furthermore, the 2008 Constitution expressly prioritizes direct and progressive taxes.

The value added tax applies to most sales of tangible assets as well as most services, except for educational, public transportation, public services, childcare services and others. The value added tax has been the largest component of tax revenues in the past five years, generating U.S.\$5,400 million of total tax revenues in 2016, a decrease from U.S.\$6,352 million in 2015. This decrease was due to a reduced level of economic activity. The value added tax steadily increased from 2012 to 2015, generating U.S.\$5,415 million in 2012 and U.S.\$6,352 million in 2015. The increase from 2012 to 2015 was not due to an increased rate which held steady at 12% for 8 years until the Law of Solidarity increase to 14% for one year from June 1, 2016. Instead, the increase in revenues was due to the Government's increased capacity to collect this tax due to an improved administrative system and the tax reforms described in further detail below.

The second largest component of tax revenues is income tax, which accounted for U.S.\$3,640 million of tax revenues in 2016, a decrease from U.S.\$4,734 million of tax revenues in 2015. Effective personal income tax rates for residents and non-residents who file tax returns in Ecuador range from 0% to 35%. The standard corporate tax rate in 2014 was 22%, down from 25% in 2012. However, a tax reform enacted in December 2014 increased the



corporate tax rate to 25% for profits on distributions from Ecuadorian entities to residents domiciled in tax havens. Non-resident individuals are also subject to a flat income tax of 22% in 2013 (down from 24% in 2011 and 23% in 2012). The standard corporate tax rate for 2015 was 22% but increased to 25% for 2016 due to the 3% increase established by the Law of Solidarity. However, the standard corporate tax rate decreased back to 22% for 2017.

Despite the decrease in revenues due to the fall of the price of oil in 2015 and 2016, revenues from income taxes have also steadily increased in the past six years. This increase is due to several tax reforms implemented during this period.

### **Tax Reforms**

Historically, many individuals and companies did not pay taxes in Ecuador. Upon taking office, President Correa aimed to change this behavior and institute a culture of paying taxes among citizens and companies. To that end, the Ministry of Education established the *Día de la Cultura Tributaria* (“Tax Culture Day”) to be commemorated every April 27 and ran multiple television advertisements concerning the importance of tax payments. Ecuador completed these cultural efforts with legal reforms. Two of the most important reforms include the Reform Act to the Internal Tax Regime Law and the Reform Act for Tax Equity in Ecuador, which were enacted on December 23, 2009 and include the following measures:

- a 1% to 2% Currency Outflow tax, which was subsequently amended in November of 2011 to a 5% Currency Outflow Tax with an exemption, established in 2016, for the first U.S.\$1,098 and U.S.\$5,000 if a debit card or credit card is used (for more information regarding the Currency Outflow Tax, see “Balance of Payments and Foreign Trade—Foreign Trade—Trade Policy”);
- taxation on dividends received by company shareholders as profits;
- changes in the manner in which the *Impuesto a los Consumos Especiales* (“Special Consumer Good Tax” or “ICE”) calculates taxes on certain items for products such as cigarettes, alcoholic beverages and soft drinks. See “The Ecuadorian Economy—Economic and Social Policies – Environmental Improvement and State Resources Optimization Law;”
- incentives for the production sector, such as a proposal to return the value added tax (“VAT”) for certain tourism activities, and exemptions on tax for reinvestment in science and technology; and
- a refund of the 12% VAT (increased to 14% for 2016) for the public sector.

Other measures include the institution of numerous new individual tax deductions that encouraged the participation in payment of taxes. Taxpayers can apply these new deductions prior to the end of the tax year. Ecuador believes that the deductions and the advance payment system encourage participation and decreased the rate of tax evasion in the country. Ecuador has also improved its tax administration system to more easily identify tax evasion. Also, Ecuador believes that the decrease in the corporate tax rate to 22% in 2013, compared to 25% in 2012, has encouraged business growth and allowed for a larger corporate tax base.

In December 2012, the National Assembly enacted the *Ley Orgánica de Redistribución de los Ingresos para el Gasto Social* (“Comprehensive Law of Redistribution of Income for Social Expenditures”), which went into effect on January 1, 2013. This law expands the scope of the VAT to certain financial services provided by credit card administrators and private financial entities that were previously exempt.

In August 2014, the *Ministerio de Industrias y Productividad* (the “Ministry of Production and Industrialization”) introduced a U.S.\$42 flat tax rate on all international online purchases under U.S.\$400 and up to 4 kilograms. Before the introduction of this tax only international online purchases in excess of \$400 and 4 kilograms were subject to tax. This tax is intended to encourage local market consumption by discouraging small online purchases made outside the country. The tax will be imposed on shipping companies for each package that enters the country. Packages shipped through certain state-owned postal services subject to international treaties will be exempt from the tax. Books for students for educational purposes are also exempt.

## **Foreign Aid**

As of 2012, Ecuador is no longer listed as a country in need of foreign aid based on revenue per capita requirements from the World Bank.

## **Central Government Expenditures**

In 2011, Central Government expenditure as a percentage of GDP was 23.3%. Overall expenses in 2011 constituted U.S.\$18,435 million. Since then, the amount of Central Government expenditures has steadily increased to U.S.\$26,794 million in 2014 before decreasing to U.S.\$24,149 million in 2015. The increases in Central Government spending from 2011 through 2014 can be primarily attributed to increases in (1) wages and salaries, which have increased, in absolute terms, from U.S.\$6,466 million in 2011 (when they constituted 35% of Central Government spending and 8.2% of total GDP) to U.S.\$8,359 million in 2014 (when they constituted 31.2% of Central Government spending and 8.3% of total GDP) and (2) fixed capital expenditures, which have increased from U.S.\$5,174 million in 2011 (when they constituted 28% of Central Government spending and 6.6% of total GDP) to U.S.\$8,290 million in 2014 (when they constituted 31% of Central Government spending and 8.2% of total GDP). The Government increased the amount of investment in infrastructure projects, especially highways, bridges, and hydroelectric plants during this period. For more information see “The Ecuadorian Economy—Strategic Sectors of the Economy.” In 2015, while wages and salaries, increased by 4.8% from 2014 to U.S.\$ 8,761 million (constituting 36% of Central Government spending and 8.7% of total GDP), fixed capital expenditures, decreased by 33.1% from 2014 to U.S.\$ 5,542 million (constituting 23% of Central Government spending and 5.5% of total GDP). This decrease in capital expenditure is primarily due to decreased investment in Government projects as a result of budget adjustment, with the previously budgeted capital expenditure being deferred to later years. For more information, see “The Ecuadorian Economy—Strategic Sectors of the Economy.”

## **2015, 2016 and 2017 Budgets**

On October 31, 2014, the executive branch presented the 2015 draft budget to the National Assembly, which proposed a budget of U.S.\$36.3 billion for the year, a 5.8% increase from the U.S.\$34.3 billion budget for 2014. The draft budget, as presented, was approved by the National Assembly on November 20, 2014 and became effective on January 1, 2015.

In January 2015, in response to the decline of oil prices in the last quarter of 2014, Ecuador reduced its 2015 budget by U.S.\$1.4 billion, resulting in a modified budget of U.S.\$34.9 billion for 2015. The 2015 budget, as modified in January 2015, assumed an average crude oil price of U.S.\$60 per barrel. The adjustments included a reduction of U.S.\$839.8 million in investment expenditures and U.S.\$580 million in current expenditures. The reductions were made primarily in the following sectors: national treasury (U.S.\$276 million), education (U.S.\$255 million), communications (U.S.\$229 million), health (U.S.\$169 million), agriculture and fishing (U.S.\$100 million).

In August 2015, in response to the continuing decline of oil prices, Ecuador further reduced its 2015 budget by U.S.\$800 million, resulting in a modified budget of U.S.\$34.1 billion. The adjustments reduced current expenses by U.S.\$100 million and investment costs by U.S.\$700 million. According to a statement by the Minister of Finance on August 19, 2015, the reduction in investment costs were for projects that could be deferred for later years and whose deferment will not affect the growth of the economy.

On October 31, 2015, the executive branch presented the 2016 draft budget to the National Assembly which proposed a budget of U.S.\$29.8 billion for the year, a 17.9% decrease from the U.S.\$36.3 billion originally proposed for the 2015 budget and a 12.4% decrease from the U.S.\$34.1 billion adjusted budget for 2015. It assumed an average crude oil price of U.S.\$35.00 per barrel, which represented a 56% decrease from the U.S.\$79.70 per barrel average price that was assumed for the original 2015 budget. The 2016 draft budget also estimated that there would be a budget deficit equivalent to 2.4% of GDP and a GDP growth of 1%. Excluding financing, the initial 2016 draft budget provided for U.S.\$25.7 billion in expenses, comprised of U.S.\$8.8 billion in salaries and wages, U.S.\$4.7 billion in consumer goods and services, U.S.\$3.4 billion in capital transfers and donations, U.S.\$4.4 billion in other investment expenses and U.S.\$4.5 billion in other expenses. Total revenues under the 2016 draft budget were U.S.\$23.2 billion, including U.S.\$17.3 billion in taxes, rates and contributions, U.S.\$4.8 billion in current

transfers and donations and U.S.\$1.2 billion in other revenues. The 2016 draft budget, as presented, was approved by the National Assembly on November 24, 2015 and became effective on January 1, 2016 (the “2016 Budget”).

From time to time, the Ministry of Finance revises and adjusts the sources and uses of funds initially provided for in the draft budget. On March 3, 2016, the Minister of Finance announced that the 2016 Budget would be adjusted by approximately U.S.\$800 million. The Minister specified that approximately U.S.\$400 million would be reduced from investment and current expenses and that there would also be reductions to the budgets of the Autonomous Decentralized Governments. The Ministry of Finance made reductions in its estimates of revenue forecasts for non-petroleum revenue by U.S.\$780 million, income tax by U.S.\$507 million, value added tax by U.S.\$818 million, and the Currency Outflow Tax by U.S.\$209 million as compared to the original 2016 Budget revenue forecasts. In addition, while making reductions to permanent expenses by U.S.\$203 million and wages and salaries by U.S.\$284 million, the Ministry of Finance has increased its projected expenses for the provision of goods and services by U.S.\$137 million and other non-permanent costs by U.S.\$965 million, both as compared to the original 2016 Budget revenue forecasts.

For 2017, the Ministry of Finance’s estimated projection for financing needs (both internal debt and external debt) is U.S.\$12.56 billion. The Ministry of Finance estimates that approximately U.S.\$6.43 billion will derive from international financing and approximately U.S.\$6.13 billion from domestic financing. With respect to international financing, the Ministry of Finance expects that such financing may come from various sources, including drawdowns under existing loan facilities, new bilateral and multilateral lending facilities, bond issuances and other methods of providing liquidity that the Republic has previously utilized, such as oil sector related transactions, among others. With respect to domestic financing, the Ministry of Finance expects that such financing may derive from rollovers of existing debt, new placements by the Ministry of Finance and the Central Bank, certain projects and domestic operations. While the Ministry of Finance has expectations as to the approximate amounts to be derived from the various sources, such allocation is subject to market conditions as well as the policies of the new administration and such amounts and the use of the financing sources set forth in this paragraph is subject to change.

Pursuant to Article 295 of the 2008 Constitution, during a presidential election year, the national budget is to be presented for National Assembly approval within the first 90 days of the term of the next president. Accordingly, the 2017 budget (the “2017 Budget”) will be presented for National Assembly approval within the first 90 days of the term of the next president, which is scheduled to begin on May 24, 2017. In the interim period, Article 107 of the Public Planning and Finance Code provides that the total amount of the budget for the preceding year, which in this case is the 2016 Budget, as initially approved by the National Assembly, will be used as the provisional budget for 2017 until the 2017 Budget is approved. Article 118 of the Public Planning and Finance Code, grants the Ministry of Finance the authority to modify any approved budget in an amount up to 15% of any approved allocation. The Ministry of Finance has the authority to modify the 2016 Budget while it is being used as the provisional budget for 2017 and until the 2017 Budget is approved. Although the initial 2016 aggregate budget allocation of U.S.\$ U.S.\$29.8 billion remains while the 2016 budget operates as the provisional budget for 2017, there have been modifications to the budget allocation for each sector. The most important differences are in an increase to the budgeted amounts for the communications, social welfare and urban and housing development sectors and in a decrease to the budgeted amounts for the National Treasury Account as well as in decreases to the budgeted amounts for the natural resources and agricultural sectors.

## PUBLIC DEBT

### General

Public sector aggregate debt, including internal and external debt of the financial and non-financial public sector and the external Central Bank debt balance, was U.S.\$32,771.2 as of December 31, 2015, compared to U.S.\$30,140.2 million as of December 31, 2014, U.S.\$22,846.7 million as of December 31, 2013, U.S.\$18,652.3 million as of December 31, 2012 and U.S.\$14,561.8 million as of December 31, 2011. Since October 2016, pursuant to Decree 1218, the consolidated methodology is the legal methodology in Ecuador to calculate public sector debt to GDP in Ecuador and is in accordance with the IMF methodology, the IMF GFS. Public sector consolidated debt, including internal and external debt of the financial and non-financial public sector and the external Central Bank debt balance, was U.S.\$27,467 million as of March 31, 2017, U.S.\$26,811 as of December 31, 2016, U.S.\$21,273 million as of December 31, 2015, compared to U.S.\$18,679 million as of December 31, 2014, U.S.\$13,957 million as of December 31, 2013, and U.S.\$11,526 million as of December 31, 2012. The increase in public sector debt in 2016 was primarily due to the issuance of the 2022 and 2026 bonds. The ratio of total aggregate public sector debt to GDP increased from 32.7% as of December 31, 2015 to 39.6% as of December 31, 2016. The ratio of total public sector consolidated debt to GDP increased from 21.2% as of December 31, 2015 to 27.9% as of December 31, 2016. The ratio of total public sector consolidated debt to GDP increased from 21.9% as of March 31, 2016 to 27.32% as of March 31, 2017 (which takes into account the issuance of the Notes). As of March 31, 2017, interest payments on all debt obligations represent approximately 2.5% of GDP.

Since President Correa was elected in 2007, Ecuador has changed the focus of its public debt. Ecuador has focused on its relationships with Latin American-based multilateral entities and new bilateral partners, such as China. Ecuador has executed several loan agreements with China in the past seven years and continues to collaborate with long-time partners such as Spain and Brazil. In Latin America, Ecuador has strengthened ties with IDB, CAF, and FLAR.

Under the 2008 Constitution, the National Assembly has the power to adopt legislation governing the issuance of public debt and to appropriate funds required for debt service. Acting pursuant to this constitutional mandate, the National Assembly approved the Public Planning and Finance Code, which governs the procedures that must be observed in all public debt matters. The Public Planning and Finance Code rules concerning public debt apply to the Ministry of Finance, which is the only Government institution allowed to contract for the issuance of sovereign debt by the Republic of Ecuador, as well as obligations of the municipalities guaranteed by the Government.

Because all public debt governed by the Public Planning and Finance Code must comply with the public indebtedness policies adopted by the executive branch, the Ministry of Finance must obtain the approval of the Debt and Finance Committee of the Republic of Ecuador before signing any agreement with respect to sovereign debt including the Notes. See “Monetary System—Fiscal Policy.” This requirement is established by Article 289 of the 2008 Constitution and Article 139 of the Public Planning and Finance Code. Approval is not required for any obligation that is less than 0.15% of the General State Budget and does not have a sovereign guarantee. Any contract executed by the Ministry of Finance that required, but did not obtain the approval of the Debt and Finance Committee is null and void and unenforceable and may give rise to civil and criminal liability for the individuals involved. Approval of the Debt and Finance Committee is evidenced by a signed memorandum signed by each member of the Debt and Finance Committee. Once the Ministry of Finance obtains approval of the Debt and Finance Committee, it may sign the agreement incurring debt obligations, provided that the Attorney General of Ecuador has approved any clauses providing for the application of foreign law and/or arbitration in a foreign jurisdiction. Loan proceeds are disbursed to the Ministry of Finance, which in turn, transfers such proceeds to the ultimate borrower.

The use of proceeds for public debt is limited by Article 126 of the Public Planning and Finance Code. Under the Public Planning and Finance Code, proceeds of public debt transactions may only be used to: (1) finance Government programs, (2) finance infrastructure projects that have the capacity to repay the debt obligation and (3) refinance an existing external debt obligation on more favorable terms. The Public Planning and Finance Code

prohibits public transactions for the purpose of paying ongoing expenses, with the exception of expenses related to health, education, and justice, under exceptional circumstances as determined by the President.

Although public debt service is the primary responsibility of the entity for whose benefit the loan was received, debt governed by the Public Planning and Finance Code is an obligation of the Government. Accordingly, transfers from the Government to any entity pursuant to the annual budget take into account debt service obligations for the following year.

This external debt process is in place as a mechanism to ensure that Ecuador does not reach the high levels of debt it had incurred before the Correa administration. The system of authorization through the Constitution and the Debt and Finance Committee, plus the 40% of debt to GDP consolidated limit and other provisions from the Public Planning and Finance Code seek to maintain a stable external debt and have resulted in a low debt to GDP ratio as compared to other countries.

## External Debt

The total external debt of the public sector in Ecuador was U.S.\$25.68 billion as of December 31, 2016, compared to U.S.\$20.23 billion as of December 31, 2015. U.S.\$17.58 billion as of December 31, 2014, U.S.\$12.92 billion as of December 31, 2013, and U.S.\$10.87 billion as of December 31, 2012.

The increase in public sector external debt since December 31, 2012 was primarily the result of the disbursements of loans to develop various major infrastructure projects, mostly related to hydroelectric energy in Ecuador, to promote energy independence and reduce reliance on non-renewable energy sources, and the issuance of the 2020 and 2024 Bonds. The total external debt of the public sector in Ecuador as of March 31, 2017 was U.S.\$26.49 billion, an increase from U.S.\$21.09 billion as of March 31, 2016 due primarily to disbursements of loans from the China Development Bank and the issuance of the 2022 and 2026 bonds.

The following table sets forth information regarding Ecuador's public sector external debt as of dates indicated.

### Public Sector External Debt

(by debtor, in billions of U.S. dollars at the end of the year, except percentages)

	As of December 31,					As of March 31,	
	2012	2013	2014 <sup>(1)</sup>	2015 <sup>(2)</sup>	2016 <sup>(3)</sup>	2016	2017
Central Government .....	9.88	11.86	15.43	18.18	23.14	18.28	23.67
Public financial and non-financial entities .....	0.99	1.06	2.15	2.04	2.54	2.80	2.85
<b>Total.....</b>	<b>10.87</b>	<b>12.92</b>	<b>17.58</b>	<b>20.22</b>	<b>25.68</b>	<b>21.09</b>	<b>26.49</b>
External public debt as a percentage of nominal GDP <sup>(4)</sup> .....	12.4%	13.6%	17.2%	20.2%	26.7%	20.6%	26.3%

Source: Ministry of Finance March 2017 Bulletin.

(1) Includes the 2024 Bonds.

(2) Includes the 2024, 2020 Bonds.

(3) Includes the 2024, 2020, 2022 and 2026 Bonds.

(4) Includes the 2024, 2020, 2022 and 2026 Bonds. Calculated using Central Bank GDP data, except for March 2017 percentage which is calculated using estimates from the Ministry of Finance and the Central Bank.

The following table shows the composition of the Republic's external public debt by type of creditor for the periods presented. Provincial governments and municipalities may incur debt through the Ministry of Finance if they follow certain requirements established by law, and certain provincial and municipal governments have issued external debt, which is included in the table above under the heading of "Public financial and non-financial entities."

**Public Sector External Debt by Type of Creditor**  
(in billions of U.S. dollars)

	As of December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
Multilateral .....	5.87	6.01	6.56	7.93	8.25	7.97	8.26
Bilateral .....	3.87	5.75	6.15	6.42	8.00	6.42	7.89
Commercial and Bonds .....	1.13	1.16	4.88	5.87	9.43	6.70	10.35
<b>Total Public Sector External Debt .....</b>	<b>10.87</b>	<b>12.92</b>	<b>17.59</b>	<b>20.22</b>	<b>25.68</b>	<b>21.09</b>	<b>26.49</b>

Source: Ministry of Finance March 2017 Bulletin.

The increase in bilateral debt of the Republic and public financial and non-financial entities from December 31, 2012 to December 31, 2016 was due mainly to new debt being obtained from bilateral lenders rather than from the international bond markets, following the repurchase by the Republic of the 2012 and 2030 Bonds. For more information see “Public Debt—Debt Obligations—2012 and 2030 Bonds and tender offer.”

Total indebtedness owed to multilateral institutions was U.S.\$8.25 billion as of December 31, 2016. The Republic is current on all its obligations to multilateral institutions.

As of December 31, 2014, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$5,074.4 million (63.7% of the total bilateral debt), U.S.\$302.8 million (3.8% of the total bilateral debt) and U.S.\$158.1 million (1.9% of the total bilateral debt), respectively.

As of December 31, 2015, the top three bilateral lenders to Ecuador continued to be China, Brazil and Spain, with debt levels of U.S.\$5,295.4 million (85.4% of the total bilateral debt), U.S.\$295.5 million (4.5% of the total bilateral debt) and U.S.\$140.6 million (2.2% of the total bilateral debt), respectively.

As of December 31, 2016, the top three bilateral lenders to Ecuador were China, Brazil, and Spain, with debt levels of U.S.\$6,974.5 million (89.5% of the total bilateral debt), U.S.\$227.7 million (2.92% of the total bilateral debt) and U.S.\$133.4 million (1.71% of the total bilateral debt), respectively.

As of March 31, 2016, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$5,278.5 million (86% of the total bilateral debt), U.S.\$295.5 million (4.8% of the total bilateral debt) and U.S.\$136.8 million (2.2% of the total bilateral debt), respectively.

As of March 31, 2017, the top three bilateral lenders to Ecuador were China, Brazil and Spain, with debt levels of U.S.\$6,807.4 million (88.7% of the total bilateral debt), U.S.\$220.3 million (2.87% of the total bilateral debt) and U.S.\$164.7 million (2.18% of the total bilateral debt) respectively

As of March 31, 2017, total indebtedness owed to multilateral institutions was U.S.\$8,261 million and total indebtedness owed to bilateral entities was U.S.\$7,787 million. The Republic is current on all of its obligations to bilateral lenders.

From 2010 to 2014, Ecuador has entered into three separate loan agreements with China Development Bank totaling U.S.\$5 billion, which are related to a multi-party contractual structure that involves crude oil delivery contracts entered into with PetroChina and Unipet. Deliveries under these contracts are based upon international spot prices, such as WTI plus or minus a spread, plus a premium paid due to the term of the contracts. The spread is calculated using Argus, a crude oil price assessment publication (“Argus”) and the quality of crude oil as measured by the American Petroleum Institute. Under these agreements, Ecuador is required to invest the loaned amounts in specific infrastructure projects or programs in Ecuador. The first loan agreement, signed in 2010, totaling U.S.\$1 billion, was repaid in its entirety, at the end of its original four-year term. The second loan agreement, signed in 2011, totaling U.S.\$2 billion, has an eight-year term. The third loan agreement, signed in 2012, totaling U.S.\$1 billion, has an eight-year term.

On January 7, 2015, Ecuador entered into a memorandum of understanding with China Development Bank in connection with a loan of up to U.S.\$1.5 billion. The proceeds of the loan under the memorandum of understanding were used for eligible infrastructure and development projects in Ecuador.

On April 29, 2016, Ecuador entered into a fourth loan agreement with China Development Bank for U.S.\$2 billion with a maturity of eight years. The agreement was related to a multi-party contractual structure involving a crude oil delivery contract entered into with PetroChina.

On December 22, 2016 the Municipality of Ibarra entered into a U.S.\$52.5 million loan with the World Bank for a transport infrastructure improvement project. The loan has a term of twenty-four years and is guaranteed by Ecuador acting through the Ministry of Finance.

On December 22, 2016, Ecuador, acting through its Ministry of Finance, entered into a 12 year term loan facility for U.S.\$167.4 million with Bank of China Limited, Beijing Branch, Bank of China Limited Liaoning Branch, Bank of China Limited, Panama Branch, Bank of China, Hong Kong Branch and Deutsche Bank AG, Hong Kong Branch. The proceeds of the facility were used to finance the construction of schools in Ecuador and purchase of related goods and equipment.

On December 22, 2016, Ecuador entered into a U.S.\$90.5 million loan with the World Bank for a term of 35 years to finance a project to increase the enrollment of technical and technological educational programs in Ecuador and strengthen the institutional management of such programs.

On December 28, 2016, Ecuador entered into a U.S.\$72.9 million credit agreement with a term of twenty years with the European Investment Bank to finance the construction, renovation and equipment of 21 technical and technological institutes of higher education in Ecuador.

On February 2, 2017, Ecuador entered into a U.S.\$50 million loan with the JBIC with a term of 12 years to finance an energy efficiency project related to residential water heating.

On February 16, 2017, Ecuador gave its guarantee to Petroamazonas' issuance of two tranches of notes, one of which is the Remarketed Notes. Under the first tranche, Petroamazonas issued U.S.\$355,225,848.25 notes due 2019 with a coupon of 2.000% pursuant to an indenture entered into between Ecuador, the Issuer, the Bank of New York Mellon and the Bank of New York Mellon, London Branch. Under the second tranche, the Issuer issued U.S.\$315,339,980.55 of the Remarketed Notes pursuant to an indenture as described in "Description of the Notes and the Guarantee."

On March 14, 2017, Ecuador entered into a U.S.\$200 million loan with the CAF with a term of two years to partially finance projects relating to the generation, distribution and transmission of electricity.

The following table lists current material bilateral and multilateral indebtedness by agreement and lender.

**Material Public External Debt**  
(in millions U.S.\$)

Creditor	Interest Rate Type	Currency	Date Issued	Maturity	Balance as of March 31, 2017
<b>Multilateral</b>					
IBD .....	Variable	U.S.\$	1966- 2016	2016-2049	4,654.2
CAF .....	Variable	U.S.\$	2005- 2016	2016-2031	3,160.8
FLAR .....	Variable	U.S.\$	2014	2017	154.4
Others <sup>(1)</sup> .....	Fixed, Variable	Euro, U.S.\$	1968-2016	2016-2051	292.5
<b>Total Multilateral Debt .....</b>					<b>8,261.9</b>
<b>Bilateral</b>					
China .....	Fixed, Variable	RMB, U.S.\$	2010-2016	2019-2036	6,807.4
Brazil .....	Variable	U.S.\$	2000-2013	2018-2023	220.3
Spain .....	Fixed	U.S.\$	1987-2016	2016-2042	167.7
Italy .....	Fixed	Euro	1995-2015	2025-2047	3.8
Japan .....	Fixed, Variable	Yen	1988-2014	2018-2026	39.2
Others <sup>(2) (3)</sup> .....	Fixed, Variable	DEG, Won, Libra, Chf	1985-2015	2016-2053	639.1
<b>Total Bilateral Debt .....</b>					<b>7,877.5</b>
<b>Other Debt <sup>(4)</sup> .....</b>					<b>10,346.8</b>
<b>Total External Debt .....</b>					<b>26,486.2</b>

Source: Ministry of Finance as of March 2017.

- (1) Other multilateral loans include loans with the International Fund for Agricultural Development and the *Banco Internacional de Reconstrucción y Fomento*.
- (2) Includes amounts of loans from Paris Club members.
- (3) Other bilateral lenders include South Korea, Germany, France, and the United States, among others.
- (4) "Other debt" includes commercial debt and amounts owed under the 2030 Bonds, the 2020 Bonds, the 2022 Bonds, the 2024 Bonds, the 2026 Bonds and the Brady Bonds.

The following table shows the rates of interest applicable to the outstanding principal balance of the Republic's public external debt at the dates indicated.

**Interest on Public Sector External Debt**

	At December 31, 2015		At December 31, 2016		At March 31, 2017	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
	(in millions of U.S. dollars, except percentages)		(in millions of U.S. dollars, except percentages)		(in millions of U.S. dollars, except percentages)	
<b>Fixed Rate</b>						
0-3% .....	844.9	4.2%	982.2	3.8%	1,015.6	3.8%
3-5% .....	249.0	1.2%	125.8	0.5%	211.9	0.8%
5-8% <sup>(1)</sup> .....	8,005.0	39.6%	9,319.5	36.3%	8,993.3	34.0%
More than 8% <sup>(2)</sup> .....	1,859.2	9.2%	4,624.1	18.0%	5,986.8	22.6%
<b>Floating Rate</b> .....	9,267.1	45.8%	10,627.7	41.4%	10,278.6	38.8%
<b>Total</b> .....	<b>20,225.2</b>	<b>100%</b>	<b>25,679.3</b>	<b>100%</b>	<b>26,486.2</b>	<b>100%</b>

Source: 2015 Figures from Ministry of Finance December 2015 Bulletin; 2016 Figures from Ministry of Finance December 2016 Bulletin; 2017 Figures from Ministry of Finance March 2017 Bulletin.

- (1) Reflect the amounts under the 2024 Bonds
- (2) Reflects the amounts under the 2015, 2020, 2022, 2026 and the 2030 Bonds.



The following table sets forth scheduled debt service for the Republic's total public external debt for the periods presented.

**Public Sector External Debt Service Maturity 2017-2027<sup>(1)</sup>**

(in millions of dollars)

**For the Year Ending December 31,**

	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027
<b>Central Government</b>	<b>3,958</b>	<b>3,649</b>	<b>3,347</b>	<b>4,482</b>	<b>2,488</b>	<b>4,267</b>	<b>2,018</b>	<b>3,696</b>	<b>1,392</b>	<b>2,820</b>	<b>1,276</b>
Principal.....	2,427	2,211	2,004	3,308	1,483	3,441	1,367	3,190	1,016	2,481	1,133
Interest.....	1,531	1,438	1,343	1,173	1,005	826	650	506	376	339	143
<b>Rest of Public Sector</b>	<b>667</b>	<b>1,004</b>	<b>952</b>	<b>485</b>	<b>259</b>	<b>184</b>	<b>160</b>	<b>141</b>	<b>123</b>	<b>110</b>	<b>87</b>
Principal.....	497	851	840	409	204	138	120	106	92	84	65
Interest.....	170	154	112	76	54	46	40	35	31	27	23
<b>Total Debt Service</b>	<b>4,624</b>	<b>4,653</b>	<b>4,299</b>	<b>4,967</b>	<b>2,746</b>	<b>4,451</b>	<b>2,178</b>	<b>3,838</b>	<b>1,515</b>	<b>2,930</b>	<b>1,363</b>

Source: Ministry of Finance as of March 2017

**Internal Debt**

The Government's internal debt consists of obligations to both public sector and private entities. Public sector aggregate internal debt increased from U.S.\$7.78 billion as of December 31, 2012 to U.S.\$12.55 billion as of December 31, 2015, due primarily to increased issuances of long and short-term government notes. Total public aggregate internal debt decreased by U.S.\$0.09 billion from U.S.\$12.55 billion in December 2015 to U.S.\$12.46 billion in December 2016 because the amount of debt repaid at maturity exceeded the amount of debt incurred during this period. As of March 31, 2017, public sector aggregate internal debt was U.S.\$13.98 billion, an increase from U.S.\$13.86 billion as of March 31, 2016. As of March 31, 2017, public sector consolidated internal debt was U.S.\$0.98 billion, a decrease from U.S.\$1.36 billion as of March 31, 2016.

The following table sets forth the public sector internal debt for the periods presented.

**Public Sector Internal Debt**

(in billions of U.S. dollars, except percentage)

	As of December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
Central Government Notes .....	6.95	9.12	11.78	11.78	11.70	13.10	13.21
Governmental Entities <sup>(1)</sup> .....	0.83	0.80	0.78	0.77	0.76	0.76	0.76
<b>Total<sup>(2)</sup></b> .....	<b>7.78</b>	<b>9.93</b>	<b>12.56</b>	<b>12.55</b>	<b>12.46</b>	<b>13.86</b>	<b>13.97</b>
Internal public debt as a percentage of nominal GDP <sup>(3)</sup> .....	8.8%	10.4%	12.3%	12.5%	12.9%	13.5%	13.9%

Source: Ministry of Finance March Bulletin

(1) Direct issuances backed by IESS and the Ecuadorian Development Bank. Government is the debtor under all internal debt issuances.

(2) Total public sector internal debt under the aggregation methodology.

(3) Calculated using Central Bank GDP data.

As of December 31, 2016, approximately 93.9% of Ecuador's internal public indebtedness consists of long-term originally issued dollar-denominated notes. Currently, all internal debt obligations are issued through the Ministry of Finance. As of December 31, 2016, approximately 6.1% of Ecuador's internal public indebtedness is held by Governmental Entities, such as IESS and the Ecuadorian Development Bank. The Ministry of Finance and the Central Bank entered into a short-term loan agreement of U.S.\$516.0 million on March 31, 2017 in order to increase liquidity in the national economy. The current outstanding amount of all such loans is approximately U.S.\$ 5.8 billion as of March 31, 2017.

The Ministry of Finance and COSEDE, acting as trustees, temporarily assumed the debts and assets of AGD. They were then permanently transferred to CFN. For further information on these transfers, see "Monetary System—The Financial Safety Net-Deposit Insurance." Notes issued by the AGD matured and were fully paid off by the Government, in December 2014.

**Public Sector Internal Debt**  
(in millions of U.S.\$, except percentages)

	As of December 31,										As of March 31,	
	2012		2013		2014		2015		2016		2017	
	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%	U.S.\$	%
Short-term notes.....	—	—	—	—	—	—	—	—	—	—	—	—
Long-term notes <sup>(1)</sup> .....	6,817	87.6	8,992	90.6	11,779	93.8	11,780	93.9	11,695	93.9	13,213	94.5
AGD notes <sup>(2)</sup> .....	133	1.7	133	1.3	—	—	—	—	—	—	—	—
CFN notes <sup>(3)</sup> .....	—	—	—	—	—	—	—	—	—	—	—	—
<b>Total notes.....</b>	<b>6,950</b>	<b>89.3</b>	<b>9,125</b>	<b>91.9</b>	<b>11,779</b>	<b>93.8</b>	<b>11,780</b>	<b>93.9</b>	<b>11,695</b>	<b>93.9</b>	<b>13,213</b>	<b>94.5</b>
<b>Governmental Entities<sup>(4)</sup>.....</b>	<b>830</b>	<b>10.7</b>	<b>802</b>	<b>8.1</b>	<b>780</b>	<b>6.2</b>	<b>767</b>	<b>6.1</b>	<b>762</b>	<b>6.1</b>	<b>765</b>	<b>5.5</b>
<b>Total internal debt<sup>(5)</sup>.....</b>	<b>7,780</b>	<b>100</b>	<b>9,927</b>	<b>100</b>	<b>12,559</b>	<b>100</b>	<b>12,547</b>	<b>100</b>	<b>12,457</b>	<b>100</b>	<b>13,979</b>	<b>100</b>

Source: Ministry of Finance March 2017.

- (1) Securities placed by Ecuador according to decrees and resolutions issued to finance projects from the state budget and annual investment plan.
- (2) Law 98-17 of November 26, 1998, published in Official Gazette No. 78 of December 1, 1998 ("Law 98-17") authorized the issuance of government bonds as part of the resources for the operations of the Deposit Guarantee Agency. These bonds were issued for a term of 15 years, with payment of principal at maturity and annual interest payments at a rate of 12%.
- (3) These bonds issued under Law 98-17 as a capital contribution to the National Finance Corporation. The value of these bonds was U.S.\$424.9 million. They had 7-year and 11-year terms with semi-annual payments of principal and interest at Libor plus 180 days margin.
- (4) Direct issuances backed by IESS and the Ecuadorian Development Bank.
- (5) Total public sector internal debt under the aggregation methodology.

Ecuador has not issued any short-term debt in 2017 (i.e with a maturity equal to or less than one year), and subject to market conditions, is not likely to issue any such debt in the future. Ecuador's medium-term and short-term obligations have generally been issued to finance development projects and to restructure or provide for revenue shortfalls in the Government's budget for a given year. Notes issued for development projects are generally privately held by entities contracted to undertake these development projects. Notes issued for budget restructuring, which generally have a maturity greater than one year, are placed on the Ecuadorian Stock Exchanges, and are currently held by both public and private holders.

## Decree 1218

On October 25, 2016, pursuant to Article 147, Clause 13 of the 2008 Constitution, President Correa exercised his presidential authority to issue implementing regulations and signed Decree 1218, which modifies Article 135 of the Public Planning and Finance Code. Decree 1218 changes the methodology that the Ministry of Finance uses to calculate the total public debt to GDP ratio for the purpose of establishing whether the total public debt ceiling of 40% established in Article 124 of the Public Planning and Finance Code has been exceeded. Under Decree 1218, the Ministry of Finance will now use the Total Consolidated Public Debt methodology set out in the Manual of Public Finance Statistics of the IMF. The IMF GFS, which was published in 2001, provides that the presentation of government financial statistics, including total public debt, should be calculated on a consolidated basis rather than on an aggregate basis. According to the IMF GFS, the consolidation methodology presents statistics for a group of units as if accounting for a single unit. In the context of total public debt, this means that debt that flows between governmental units or entities or between the central government and these governmental units or entities ("intra-governmental debt") is not included in the calculation of total public debt. In contrast, the aggregation methodology, which the Ministry of Finance used prior to Decree 1218, does include intra-governmental debt in the calculation of total public debt. By changing the method of calculating total public debt from an aggregation methodology to a consolidation methodology, Decree 1218 effectively eliminates certain types of debt from the calculation and, by extension, reduces the amount of total public debt taken into account for purposes of the 40% total public debt to GDP ceiling. Following the enactment of Decree 1218, the Ministry of Finance has been in communication with the IMF with respect to methodologies used for measuring public debt.

Certain of the total public debt and public debt to GDP ratio information set forth in this Remarketing Circular is based on the aggregation methodology and certain of the total public debt and public debt to GDP ratio information is based on the consolidation methodology. The table below sets forth the total consolidated public debt and total consolidated public debt as a percentage of GDP.

## Debt to GDP Ratio

(in millions of U.S.\$, other than percentages)

	As of December 31,					As of March 31,	
	2012	2013	2014	2015	2016	2016	2017
Aggregate Total Debt.....	18,652.3	22,846.7	30,140.2	32,771.2	38,136.6 <sup>(1)</sup>	34,954.9 <sup>(1)</sup>	40,465.2
Consolidated Total Debt.....	11,525.5	13,957.2	18,679.2	21,272.8	26,810.6 <sup>(1)</sup>	22,452.9 <sup>(1)</sup>	27,466.9
Consolidated Debt to GDP Ratio.....	13.1	14.7	18.3	21.2	27.9	21.9	27.3 <sup>(2)</sup>

Source: Ministry of Finance March 2017 Bulletin

(1) December 2016 figures and March 2016 figures based on Ministry of Finance December 2016 and March 2016 Bulletin respectively.

(2) Based on Ministry of Finance estimate of projected GDP, which differs from look-back data from the Central Bank.

Decree 1218 does not affect external debt as external debt is owed to entities outside of the Ecuadorian government and is, therefore, not affected by the exclusion of intra-governmental debt. Using the aggregation methodology, the total internal debt of Ecuador as of March 31, 2017 was U.S.\$13.98 billion, compared with U.S.\$13.86 billion as of March 31, 2016. This increase is primarily due to the increased issuance of government notes. Using the consolidation methodology, the total internal debt of Ecuador, as of March 31, 2017, was U.S.\$0.98 billion, compared with U.S.\$1.36 billion as of March 31, 2016. This decrease in internal debt under the consolidation methodology is primarily due to the repayment of certain bonds upon maturity. The U.S.\$12.99 billion under the aggregation methodology figure for March 31, 2017 that is excluded from the equivalent consolidation methodology figure corresponds to obligations owed by the Ecuadorian government to governmental entities such as BIESS and IESS. Because only obligations owed to private, non-governmental entities are counted toward the total internal debt of Ecuador under the consolidation methodology, the total consolidated internal debt figure is lower than the total aggregate internal debt figure.

## Debt Obligations

### *Brady Bonds and Eurobonds*

In May 1994, the Government reached an agreement with its commercial bank creditors to restructure the Republic's medium-term and long-term commercial bank debt (the "Brady Plan"). The Brady Plan offered creditors the opportunity to exchange existing principal for either: (i) 30-year notes of the same face amount (the "Par Notes"), with interest initially fixed at 3% incrementally increased over the first ten years up to a rate of 5% or (ii) 30-year notes with a face amount equal to 55% of the face value of the debt exchanged (the "Discount Notes" together with the Par Notes, the "Brady Bonds") and bearing interest at the London Interbank Offered Rate ("LIBOR") plus 13-16%. The principal of Par Notes and Discount Notes was fully collateralized by 30-year U.S. Treasury notes and interest on those Notes was collateralized on a 12-month rolling basis. The Brady Plan also offered creditors the opportunity to exchange accrued and unpaid interest for two instruments: (i) 20-year notes bearing interest at LIBOR plus 13-16% (the "PDI Notes") and (ii) ten-year notes bearing interest at LIBOR plus 13-16% and representing certain accrued and unpaid overdue interest under the Consolidation Agreement (the "IE Notes").

On December 21, 1994, the Republic issued U.S.\$191.0 million of IE Notes. On February 28, 1995, the Republic issued U.S.\$1.9 billion, U.S.\$1.4 billion and U.S.\$2.4 billion of Par Notes, Discount Notes and PDI Notes, respectively. The Republic also agreed to make certain additional cash payments in respect of overdue interest.

On April 25, 1997, the Republic issued U.S.\$350 million of its 11.25% Fixed Rate Eurobonds due 2002 and U.S.\$150 million of its Floating Rate Eurobonds due 2004 (together, the "Eurobonds"). In late 1999 and early 2000, the Republic defaulted on its Par Bonds, Discount Bonds, 11.25% Fixed Rate Eurobonds due 2002, Floating Rate Eurobonds due 2004, IE Notes and PDI Notes (together, the "Old Notes"). In June 2000, the Republic launched a global exchange offer whereby it offered U.S. dollar Denominated Global Bonds due 2012 (the "2012 Bonds") and U.S. dollar Denominated Step-Up Global Bonds due 2030 (the "2030 Bonds" together with the 2012 Bonds, the "2012 and 2030 Bonds") together with a cash payment for any and all of the Old Notes.

In December 2005, the Republic successfully launched an issuance of the 2015 Bonds. The use of the proceeds of the 2015 Bonds was to buy back certain of the 2012 Bonds in accordance with their terms. The Republic successfully repaid all principal and interest on the 2015 Bonds on December 15, 2015.

#### *2012 and 2030 Bonds and tender offer*

In 2008, Ecuador defaulted on its interest payments for the 2012 and 2030 Bonds in the aggregate amount of approximately U.S.\$157 million and principal payments of approximately U.S.\$3,200 million. The 2012 and 2030 Bonds were originally issued in exchange for prior debt offerings of the Republic in order to extend the maturity dates of those prior obligations. This default followed the publication of a report in 2008 by the CAIC, a committee composed of representatives from both the Ecuadorian government and private sector organizations and members of civil society. CAIC reviewed Ecuador's debt obligations from 1976 to 2006. This report made a number of findings regarding the legitimacy of Ecuador's debt obligations (including the 2012 and 2030 Bonds), in particular relating to concerns involving the public assumption of private debt, appropriate authorizations, sovereign immunity, and the relevant economic terms of the debt obligations incurred. After the default, which occurred during the first term of President Correa's administration, Ecuador offered to repurchase the 2012 and 2030 Bonds. In April 2009 and November 2009, the Republic launched tender offers, in cash, to holders of the 2012 and 2030 Bonds. Approximately 93.22% of the bonds were tendered in the April 2009 and the November 2009 tender offers and were bought out at 35 cents on the dollar. Although some holders continue to hold the defaulted 2012 and 2030 Bonds, Ecuador has since successfully repurchased additional 2012 and 2030 Bonds from remaining holders. As of the date hereof, the total aggregate amount of outstanding principal on the 2012 and 2030 Bonds is U.S.\$52.1 million, which represents 1.6% of the original aggregate principal amount of the 2012 and 2030 Bonds.

On December 12, 2014, GMO Trust issued proceedings against the Republic in respect of an alleged U.S.\$15,876,000 holding of the 2030 Bonds. GMO voluntarily withdrew its complaint pursuant to a settlement agreement between the parties. A stipulation dismissing the complaint was filed on March 16, 2015; under that stipulation, the case cannot be refiled.

On January 30, 2015, Daniel Penades issued proceedings against Ecuador in respect of an alleged U.S.\$455,000 holding of 2030 Bonds. Ecuador was served with a notification of the claim on September 16, 2015. On January 15, 2016, Ecuador filed a motion to dismiss. On September 30, 2016, the United States District Court for the Southern District of New York granted Ecuador's January 15, 2016 motion to dismiss the Penades complaint and ordered the case closed. On October 27, 2016, Mr. Penades filed a notice of appeal with the Southern District of New York to the United States Court of Appeals for the Second Circuit. Thereafter, Mr. Penades duly filed the required standard forms to initiate the new appeal case.

On November 29, 2016 the United States Court of Appeals for the Second Circuit issued a notice stating that the appeal had been assigned to the Court's Expedited Appeals Calendar. On January 3, 2017, Mr. Penades submitted a brief in support of his position. Ecuador filed its brief in response on February 7, 2017. On February 7, 2017, Mr. Penades filed a motion requesting a time extension to file his reply brief by March 8, 2017. On February 8, 2017, the United States Court of Appeals for the Second Circuit granted Mr. Penades' motion. On February 23, 2017, the United States Court of Appeals for the Second Circuit scheduled the case for May 2017.

#### *2024 Bonds*

On June 17, 2014, the Republic successfully issued U.S.\$2 billion of Bonds due June 2024, with a coupon of 7.95% at 100% of the purchase price. The most recent interest payment on the 2024 Bonds, which was due on December 20, 2016, was paid by the Republic in accordance with the relevant indenture. The Republic is current on its financial obligations under the 2024 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2024 Bonds to finance its various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

### *2020 Bonds*

On March 24, 2015, the Republic successfully issued U.S.\$750 million of Bonds due March 2020 with a coupon of 10.50%, the Original 2020 Issuance, at 100% of the purchase price. The Republic reopened the Original 2020 Issuance on May 19, 2015 and successfully issued an additional U.S.\$750 million of Bonds at a price of 107.789%, also due 2020. The most recent interest payment on the 2020 Bonds, which was due on March 24, 2017, was paid by the Republic in accordance with the relevant indenture. The Republic is current on its financial obligations under the 2020 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2020 Bonds to finance the various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

### *2022 Bonds*

On July 28, 2016, the Republic successfully issued U.S.\$1.0 billion of Bonds due 2022 with a coupon of 10.75%, the Original 2022 Issuance, at 100% of the purchase price. The Republic reopened the Original 2022 Issuance on September 30, 2016 and successfully issued an additional U.S.\$ 1.0 billion of Bonds at a price of 100%, also due 2022. The Republic is current on its financial obligations under the 2022 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2022 Bonds to finance its various hydroelectric projects and other infrastructure projects contemplated in the National Development Plan.

### *2026 Bonds*

On December 13, 2016, the Republic successfully issued U.S.\$750 million of Bonds due 2026 with a coupon of 9.650% at 100% of the purchase price. The Republic reopened the Original 2026 Issuance on January 13, 2016 and successfully issued an additional U.S.\$ 1.0 billion of Bonds at a price of 103.364% also due 2026. The Republic is current on its financial obligations under the 2026 Bonds and intends to make all payments as they become due and payable. The Republic used the proceeds of the 2026 bonds to (1) finance Government programs, (2) finance infrastructure projects that have the capacity to repay the related debt obligations and to (3) refinance an existing external debt obligation on more favorable terms.

### **Other obligations**

In June 2003, the Republic agreed with its Paris Club creditors to reschedule U.S.\$81 million of bilateral debt. Payments due on official development aid loans were rescheduled over a period of 20 years; those on other credits were rescheduled over a period of 18 years. As of the date of this Remarketing Circular, the Republic was in compliance with all of the terms of its Paris Club loans. Further, in recent years, the Republic has launched successful debt exchanges in Germany, Spain and Italy.

On January 7, 2015, Ecuador entered into a memorandum of understanding with China Development Bank in connection with a loan of up to U.S.\$1.5 billion. The proceeds of the loan under the memorandum of understanding were to be used for eligible infrastructure and development projects in Ecuador. On the same date, Ecuador entered into a framework agreement for future cooperation with China Exim Bank. This agreement allows the Ministry of Finance to regularly submit priority lists of projects which it proposes to be financed by China Exim Bank, within three years of the date of the agreement. The initial priority list include six projects to be financed at a total cost of U.S.\$5.3 billion. The rights and obligations of the parties will be stipulated in relevant loan agreements to finance specific projects.

On February 26, 2015, Ecuador entered into a Foreign Purchase Credit Agreement with Deutsche Bank, Sociedad Anónima Española. The proceeds of the first disbursement of the loan were used to purchase radar equipment and other equipment for the air defense of Ecuador. This agreement provides for a U.S.\$88 million facility to be repaid during a term of nine years.

On March 31, 2015, Ecuador entered into a 13 year, U.S.\$85.7 million facility agreement with the Bank of China Limited, Panama Branch (U.S.\$60.0 million commitment) and Deutsche Bank AG, Hong Kong Branch

(U.S.\$25.7 million commitment). The proceeds from the first disbursement of this facility were used for the restoration and improvement of the Sigchos—Chugchilán and Buena Vista—Vega Rivera—Paccha—Zaruma Highways.

In January 2016, Petroecuador entered into a credit agreement for a facility of up to U.S.\$970 million from a consortium of banks led by Industrial and Commercial Bank of China Limited, China Exim Bank, and China Minsheng Banking Corp., Ltd. The first tranche of U.S.\$820 million was disbursed in February 2016. The facility was related to a multiparty contractual structure involving a crude oil delivery contract entered into with PetroChina. The credit has a term of five years.

In February 2016, the Republic entered into a U.S.\$198 million loan agreement with China Exim Bank, to finance the first phase of Yachay. The loan agreement has a 3% interest rate and a term of 20 years.

On April 29, 2016, Ecuador entered into a fourth loan agreement with China Development Bank for U.S.\$2 billion with a maturity of eight years. The agreement was related to a multiparty contractual structure involving a crude oil delivery contract entered into with PetroChina.

On July 15, 2016, Ecuador's Ministry of Finance and the Official Credit Institute of Spain (*Instituto de Crédito Oficial*), acting for Spain, entered into a U.S.\$183.6 million credit agreement for the financing of the supply of rolling stock, auxiliary vehicles, workshop tools and equipment and parts for Quito's first metro line.

On July 28, 2016, IESS entered into two loans for U.S.\$65.0 million and U.S.\$13.3 million, respectively, both with Deutsche Bank, Sociedad Anónima Española, as agent, various other financial institutions, as mandated lead arrangers and Ecuador, acting through its Ministry of Finance, as guarantor. The loans are to be repaid over a term of seven years and are to be used to finance the construction and outfitting of hospitals in the cities of Guayaquil and Machala, respectively.

On September 23, 2016, Ecuador entered into a U.S.\$100 million bilateral loan agreement with CAF to finance costs related to damages to infrastructure and housing caused by the Pedernales Earthquake.

On October 31, 2016, the Republic entered into two loans with IDB for U.S.\$160 million and U.S.\$143 million, respectively. The Republic is using the proceeds of the loans to support education and energy programs.

On November 14, 2016, the Republic entered into a U.S.\$175 million loan with the European Investment Bank. The Republic intends to use the proceeds of the loan towards reconstruction efforts in those areas affected by the Pedernales Earthquake.

On November 17, 2016, the Republic, acting through its Ministry of Finance, entered into a 20-year, U.S.\$102.6 million loan facility with China Exim Bank to be used to finance the survey, design and construction of the Santa Ana Aqueduct Hydraulic Stage One Project.

On November 29, 2016, the Republic entered into a U.S.\$19.7 million loan facility with a final amortization date of October 15, 2041 with IDB to finance costs related to its emergency response program for reconstruction efforts in those areas affected by the Pedernales Earthquake.

On December 1, 2016, Petroecuador signed a crude oil sale and purchase contract with PTT Trading International Pte Ltd ("PTT International"), pursuant to which Petroecuador will receive initial prepayments of \$600 million shortly after signing for crude oil to be delivered to PTT International during the five-year term of the contract. On December 6, 2016, Petroecuador signed a fuel oil sale and purchase contract with Oman Trading International Ltd ("OTI"), pursuant to which Petroecuador will receive an initial prepayment of U.S.\$300 million shortly after signing for fuel oil to be delivered to OTI during the 30-month term of the contract. In connection with each contract, the Republic has agreed to refund to the purchasers any amounts of the prepayments and related surcharges for advance payment which are not otherwise satisfied through the delivery of crude oil or fuel oil, respectively, or refunded by Petroecuador in accordance with the contracts.

On December 22, 2016 the Municipality of Ibarra entered into a U.S.\$52.5 million loan with the World Bank for a transport infrastructure improvement project. The loan has a term of twenty-four years and is guaranteed by Ecuador acting through the Minister of Finance.

On December 22, 2016, Ecuador, acting through its Ministry of Finance, entered into a 12 year term loan facility for U.S.\$167.4 million with Bank of China Limited, Beijing Branch, Bank of China Limited Liaoning Branch, Bank of China Limited, Panama Branch, Bank of China, Hong Kong Branch and Deutsche Bank AG, Hong Kong Branch. The proceeds of the facility were used to finance the construction of schools in Ecuador and purchase of related goods and equipment.

On December 22, 2016, Ecuador entered into a U.S.\$90.5 million loan with the World Bank for a term of 35 years to finance a project to increase the enrollment of technical and technological educational programs in Ecuador and strengthen the institutional management of such programs.

On December 28 2016, Ecuador entered into a U.S.\$72.9 million credit agreement with a term of twenty years with the European Investment Bank to finance the construction, renovation and equipment of 21 technical and technological institutes of higher education in Ecuador.

On February 2, 2017, Ecuador entered into a U.S.\$50 million loan with the JBIC with a term of 12 years to finance an energy efficiency project related to residential water heating.

On February 16, 2017, Ecuador gave its guarantee to Petroamazonas' issuance of two tranches of notes, one of which is the Remarketed Notes. Under the first tranche, Petroamazonas issued U.S.\$355,225,848.25 notes due 2019 with a coupon of 2.000% pursuant to an indenture entered into between Ecuador, the Issuer, the Bank of New York Mellon and the Bank of New York Mellon, London Branch. Under the second tranche, the Issuer issued U.S.\$315,339,980.55 of the Remarketed Notes pursuant to an indenture as described in "Description of the Notes and the Guarantee."

On March 14, 2017, Ecuador entered into a U.S.\$200 million loan with the CAF with a term of two years to partially finance projects relating to the generation, distribution and transmission of electricity.

## DESCRIPTION OF THE NOTES AND THE GUARANTEE

*The Issuer issued Notes (as defined below) under an indenture between the Issuer, the Guarantor, and The Bank of New York Mellon (the “Trustee”), dated February 16, 2017 (the “Indenture”). The following description summarizes the material provisions of the Notes, the Guarantee and the Indenture. This summary does not contain all of the information that may be important to you as a potential investor in the Notes. You should read the Indenture and the forms of Notes and the Guarantee before making your investment decision.*

### General

#### *Authorization*

The issue of the Notes was authorized by the Issuer’s Acta No DIR-PAM-EP-001-20017 dated February 13, 2017. The Guarantee was authorized by the Guarantor’s Debt and Finance Committee under the Acta Resolutiva No. 0004 dated February 15, 2017.

Please note that the terms of the Notes and the Remarketed Notes are identical; however, only the Remarketed Notes are being offered pursuant to the Remarketing Agreement.

#### *Basic Terms of the Notes*

The Notes were originally issued in an aggregate principal amount of U.S.\$315,339,980.55 on February 16, 2017.

#### The Notes:

- are general, direct, unsecured, unsubordinated and unconditional obligations of the Issuer, and rank equally in terms of priority with the Issuer’s External Indebtedness, provided that such ranking is in terms of priority only and does not require the Issuer to make ratable payments on the Notes with payments made on its other External Indebtedness;
- mature at par on February 16, 2020;
- are being remarketed in an aggregate principal amount of U.S.\$315,339,980; and
- are issued in denominations of U.S.\$200,000 and integral multiples of U.S.\$1.00 in excess thereof.

The Remarketed Notes will be represented in the form of Global notes, without coupons, registered in the nominee name of the common depositary for Euroclear and Clearstream for the accounts of its participants.

#### Interest on the Notes:

- accrues at the rate of 4.625% per annum;
- with respect to the originally issued Notes, accrues from and including the date of issuance and with respect to the Remarketed Notes, accrues from and including March 16, 2017 or the most recent payment date;
- is payable monthly in arrears on the 16<sup>th</sup> day of each month, commencing with respect to the originally issued Notes on March 16, 2017 and, with respect to the Remarketed Notes, on June 16, 2017;
- is payable to the holders of record at the end of the Business Day immediately preceding the related interest payment date; and



- is computed on the basis of a 360-day year comprising 12 30-day months.

Principal on the Remarketed Notes:

- is payable in monthly arrears on the 16<sup>th</sup> day of each month, commencing on March 16, 2019.

*Basic Terms of the Guarantee*

The Guarantee provides that:

- a) the Guarantor irrevocably guarantees the full and punctual payment of the Guaranteed Obligations when due (whether at maturity, upon redemption, acceleration or otherwise), including the due and punctual payment of all principal, premium, if any, and interest amounts owed by the Issuer under or in connection with the Notes and the Indenture;
- b) the performance of the Guarantor's obligations under the Guarantee are backed by the full faith and credit of the Guarantor;
- c) upon the failure by the Issuer to pay any portion of the Guaranteed Obligations when due (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due or, in the case of interest amounts owed by the Issuer under the Notes and Additional Amounts, after the expiration of the 30-day grace period applicable to the Issuer pursuant to the terms of the Indenture), the Guarantee will be payable on written demand of the Trustee (for the benefit of the Holders (subject to a ten-day grace period following written demand on the Guarantor)), without any further notice requirement, instruction from the Holders or the satisfaction of any other condition, and will constitute a guarantee of payment and not of collection;
- d) the Guarantee will remain in effect until the date upon which all the Guaranteed Obligations have been unconditionally, indefeasibly and irrevocably paid in full;
- e) if at any time any amount of the Guaranteed Obligations is rescinded or must otherwise be restored, the rights of the Guaranteed Parties under the Guarantee will be reinstated with respect to such payments as though such payments had not been made;
- f) the obligations of the Guarantor under the Guarantee will constitute the general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor, will be backed by the full faith and credit of the Guarantor and will rank equally in terms of priority only, with the External Indebtedness (other than Excluded Indebtedness) of the Guarantor; provided that such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness;
- g) the liability of the Guarantor under the Guarantee is primary, absolute, irrevocable, unconditional and is exclusive and independent of any security for or other guaranty of the indebtedness of the Issuer whether executed by the Guarantor, any other guarantor or by any other party, and the liability of the Guarantor under the Guarantee will not be affected or impaired by any circumstance or occurrence whatsoever;
- h) the liability of the Guarantor under the Guarantee will not be affected or impaired by any circumstance or occurrence whatsoever, which would reduce, release or prejudice any of its obligations under the Guarantee (without limitation and whether or not known to it), any invalidity or unenforceability relating to or against the Issuer, for any reason of any of the Indenture or the Notes, or any provision of applicable law purporting to prohibit the performance by the Issuer of any of the Issuer's obligations under the Indenture or the Notes;
- i) the Guarantor irrevocably and unconditionally waives, to the fullest extent permitted by applicable law:
  - notice of acceptance of the Guarantee and notice of the existence, creation or incurrence of any liability (whether existing, new or additional) to which it may apply;

- all notices that may be required by applicable law or otherwise to preserve intact any rights of any Secured Party against the Issuer, including any demand, presentment, protest, proof of notice of non-payment or proof of insufficiency of the Issuer's funds or lack of capacity to pay any amount due pursuant to the Notes, notice of any failure on the Issuer's part to perform and comply with any covenant, agreement, term, condition or provision of any agreement and any other notice to any other party that may be liable in respect of the Guaranteed Obligations (including the Issuer);
  - any right to the enforcement, assertion or exercise by any secured party of any right, power, privilege or remedy conferred upon such Person under the Notes, the Indenture, or otherwise;
  - any analogous rights under any applicable law; and
  - any other circumstance which might constitute a defense available to, or a discharge of, the Issuer or the Guarantor in respect of the Guaranteed Obligations, whether as principal or surety, other than payment in full in cash of the Guaranteed Obligations;
- j) the Guarantee will be a continuing one and all liabilities to which it applies or may apply under the terms thereof shall be conclusively presumed to have been created in reliance thereon; and
- k) upon the failure by the Issuer to pay any portion of the Guaranteed Obligations when due (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due or, in the case of interest amounts owed by the Issuer under the Notes and Additional Amounts, after the expiration of the 30-day grace period applicable to the Issuer pursuant to the terms of the Indenture), the Guarantee will be payable on written demand of the Trustee (for the benefit of the holders (subject to a ten-day grace period following written demand on the Guarantor)), without any further notice requirement, instruction from the holders or the satisfaction of any other condition, and will constitute a guarantee of payment and not of collection. The Guarantee will remain in effect until the date upon which all the Guaranteed Obligations have been unconditionally, indefeasibly and irrevocably paid in full.

As used herein, the following terms shall have the following meanings:

**“Guaranteed Obligations”** means all of the Issuer's obligations to any one or more of the Guaranteed Parties now existing or hereinafter arising, direct or indirect, absolute or contingent, due or to become due, under the Notes or the Indenture, including without limitation (and without duplication) the principal of and interest on the Notes, the Additional Amounts (if any) and all of the Issuer's other obligations, advances, debts and liabilities, including indemnities, fees and interest incurred under, arising out of or in connection with the Notes or the Indenture (whether or not evidenced by any note or instrument and whether or not for the payment of money).

**“Guaranteed Parties”** means, collectively, the Trustee (and any agents thereof appointed pursuant to the terms of the Indenture), the holders and any other person (other than the Issuer, the Guarantor or any Public Sector Instrumentality) that has a right to receive any payment from the Issuer and the Guarantor under the Notes or the Indenture.

**“Public Sector Instrumentality”** means the Banco Central, any department, ministry or agency of the government of the Republic or any corporation, trust, financial institution or other entity owned or controlled by the government of or any of the foregoing. For purposes of the foregoing, "control" means the power, directly or indirectly, through the ownership of voting securities or other ownership interest or otherwise, to direct the management of or elect or appoint a majority of the board of directors or other persons performing similar functions in lieu of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.

**“Remarketing”** The Indenture provides that in the event holders of at least U.S.\$200,000,000 of the Notes exercise a one-time option to remarket the Notes, the Issuer, the Guarantor, the Selling Securityholders and the Remarketing Agent will enter into a Remarketing Agreement to remarket the Notes. For more information, see “Subscription and Sale”. The Notes initially issued on the Issue Date were in the form of

certificated notes without coupons and two Global Notes each without coupons and with a zero balance, one Global Note, an Unrestricted Global Note and the other Global Note, a Restricted Global Note. The Indenture provides that in the event the Remarketing occurs and all of the Certificated Notes that the holders elected to be eligible for remarketing are successfully remarketed, the Trustee will pay to those holders of Certificated Notes participating in the Remarketing an amount per Note surrendered to the Trustee for cancellation in connection with the Remarketing, in cash. The Indenture also provides that in the event not all of the Notes that holders elected to be eligible for the Remarketing were successfully remarketed, the Transfer Agent will, on a pro rata basis, select the Certificated Notes to be surrendered to the Trustee for cancellation, and the Trustee will pay to the holders of such Notes an amount per Note, in cash, to be calculated in accordance with the terms of the Remarketing Agreement. The Indenture provides that with respect to the Remarketing, the Transfer Agent will write up the principal amount of the Restricted Global Note(s) and the Unrestricted Global Note(s), as applicable, by the corresponding amount of the principal amount of the Certificated Notes being surrendered for cancellation; provided however, that the Transfer Agent, will if applicable, round down to the nearest dollar, the principal amount of each Global Note and, if directed in writing by the Issuer, will enter the applicable ISIN and Common Code numbers on the face of each Global Note. Any Certificated Notes that are not redeemed will remain outstanding until the maturity date (unless redeemed prior to maturity).

### *Payment*

The Issuer will make payments of principal of, interest (including Additional Amounts (as defined below), if any) on and premiums, if any, on the Notes (in the case of Global Notes) by wire transfer of immediately available funds to the London Paying Agent on the Business Day prior to each scheduled payment date. In the case of Global Notes, The London Paying Agent will apply the amounts it receives from Ecuador towards the payment of principal, interest (including Additional Amounts, if any) and premiums, if any, then due. While the Notes are held in global form, the London Paying Agent will make such payments to Euroclear or Clearstream or its nominee, as the registered owner of the Notes, by check or wire transfer in immediately available funds. Euroclear or Clearstream will distribute the funds it receives from the London Paying Agent to beneficial holders of the Notes having accounts at Euroclear or Clearstream, in accordance with Euroclear's or Clearstream's records and operating procedures. To hold a beneficial interest in the Notes you must hold an account at Euroclear or Clearstream directly or through a financial or other institution that has a direct or indirect account with Euroclear or Clearstream.

Neither of Clearstream or Euroclear is an agent of the Issuer. The Trustee is a fiduciary of the holders of the Notes and any monies it receives from the Issuer, pending payment are to be held by it in trust for the exclusive benefit of the holders of the Notes. Euroclear and Clearstream are clearing agencies. The manner in which each of Euroclear and Clearstream maintains records of beneficial interest in the Notes and how it distributes payments made by the Issuer on account of such interest are within its sole discretion. None of the Issuer, the Guarantor, the Trustee or the London Paying Agent shall have any responsibility or liability for any aspect of the records of, or payments made by, Euroclear or Clearstream or their nominees or direct participants, or for any failure on the part of Euroclear or Clearstream or their direct participants in making payments to holders of the Notes from the funds they receive. Ecuador's obligations to make payments of principal of and interest on the Notes shall be satisfied when such payments are received by the Trustee.

If the Issuer issues definitive Notes and, with respect to those Certificated Notes that are not cancelled upon a Remarketing, if any, the Trustee will make payments by check mailed to the holder's registered address or, upon application by the holder of at least U.S.\$1,000,000 in principal amount of definitive Notes delivered to the Trustee not later than the relevant record date, by wire transfer to an account designated by such holder.

If any date for an interest or principal payment on the Notes is not a Business Day, the Issuer will make the payment on the next Business Day. No interest on the Notes will accrue as a result of this delay in payment.

If any money that the Issuer pays to the London Paying Agent (in the case of the Global Notes) for the purpose of making payments on any Notes is not claimed at the end of two years after the applicable payment was due and payable, then the money will be repaid to the Issuer. The London Paying Agent will hold the money in trust

for the relevant holders until six years from the date on which the payment first became due or a shorter period of time provided by law. Before any such repayment, the Trustee may mail or publish in an authorized newspaper notice that such money remains unclaimed. After any such repayment, holders entitled to receive payment from such monies may look only to the Issuer and neither the Trustee nor any paying agent will be liable for such payment.

### **Additional Amounts**

Unless otherwise required by law, the Issuer and the Guarantor will make all principal and interest payments on the Notes or the Guarantee (as applicable) without withholding or deducting any present or future taxes imposed by Ecuador or any of its political subdivisions or taxing authorities. If the Issuer or the Guarantor as applicable, is required by law to deduct or withhold taxes, the Issuer or the Guarantor (as applicable) will pay the holders of the Notes such additional amounts as may be necessary to ensure that they receive the same amount as they would have received without any withholding or deduction. Any such amounts to be paid by the Issuer or the Guarantor in accordance with this paragraph shall be “Additional Amounts”.

The Issuer and the Guarantor, as the case may be, will not, however, pay any Additional Amounts in respect of any tax, assessment or other Governmental charge that is imposed due to any of the following:

- the holder or beneficial owner has or had some connection with Ecuador other than merely holding the Note or the receipt of any payment of principal of or interest on that Note;
- the holder has failed to present, where presentation is required, its Note for payment within 30 days after the payment first became due or, if the full amount of such payment is not received by the London Paying Agent (in the case of Global Notes) on or prior to such due date, the date on which notice is given to the holder that such payment has been received and is available to the holder except to the extent that the holder thereof would have been entitled to Additional Amounts on presenting the same for payment as on the last day of such period of 30 days;
- the holder or beneficial owner has failed to comply with any certification or other reporting requirement concerning its nationality, residence, identity or connection with Ecuador or any of its political subdivisions or taxing authorities, and Ecuador or any of its political subdivisions or taxing authorities requires compliance with these reporting requirements as a precondition to exemption from all or any portion of any tax withholding or deduction and has notified the holder or beneficial owner, as applicable, in writing at least 60 days prior to the first scheduled payment date for which compliance will be required;
- where the withholding or deduction is imposed on a payment to an individual and is required to be made pursuant to European Council Directive 2003/48/EC (as amended from time to time) or any other directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2002 on the taxation of savings income or any law implementing or complying with, or introduced in order to conform to, such Directive; or
- a Note has been presented for payment by or on behalf of a holder who would have been able to avoid the withholding or deduction by presenting the relevant Note to another paying agent in a member state of the European Union.

The Issuer will pay any present or future stamp, court or documentary taxes or any other excise or property taxes, charges or similar levies that arise in Ecuador or any of its political subdivisions or taxing authorities in respect of the creation, issue, execution, delivery or registration of the Notes. The Issuer will also indemnify the holder and the Trustee from and against any stamp, court or documentary taxes or any other excise or property taxes, charges or similar levies in connection with the enforcement of the Issuer’s obligations under the Notes following an event of default.

### **Certain Covenants of the Issuer**

The Issuer has agreed that as long as any of the Notes remain outstanding or any amount payable by the Issuer under the Indenture remains unpaid, the Issuer will:

1. obtain and maintain in full force and effect all Ecuadorian Authorizations, necessary under the laws of Ecuador for the execution and delivery of, and performance by the Issuer under, the Notes and the Indenture or for their validity or enforceability, and take all necessary and appropriate Governmental and administrative action in Ecuador in order to be able to make all payments to be made by it under the Notes and the Indenture;
2. ensure that at all times its obligations under the Notes are general, direct, unsecured, unsubordinated and unconditional obligations of the Issuer and ensure that the Notes shall rank equally in terms of priority with the Issuer's External Indebtedness provided, that, such ranking is in terms of priority only and does not require that the Issuer make ratable payments on the Notes with payments made on its other External Indebtedness;
3. use its reasonable best efforts to list and thereafter to maintain the listing of the Remarketed Notes on the Irish Stock Exchange; and
4. will not consolidate or merge with or into any other Person; or in a single transaction or a series of related transactions, sell, lease or otherwise transfer, directly or indirectly, all or substantially all of its assets to any other Person, subject to certain exceptions.

### **Certain Covenants of the Guarantor**

The Guarantor has agreed that as long as any of the Notes remain outstanding or any amount payable by the Issuer under the Indenture remains unpaid, the Guarantor will:

1. obtain and maintain in full force and effect all Ecuadorian Authorizations necessary under the laws of Ecuador for the execution and delivery of, and performance by the Guarantor under, the Guarantee and the Indenture or for their validity or enforceability, and take all necessary and appropriate Governmental and administrative actions in Ecuador in order to be able to make all payments to be made by it under the Guarantee and the Indenture;
2. ensure that at all times its obligations under the Guarantee are general, direct, unsecured, unsubordinated and unconditional obligations of the Guarantor and will be backed by the full faith and credit of the Guarantor and ensure that the Guarantee will rank equally in terms of priority with the Guarantor's External Indebtedness (other than Excluded Indebtedness), provided, that, such ranking is in terms of priority only and does not require that the Guarantor make ratable payments on the Guarantee with payments made on its other External Indebtedness; and
3. not create or suffer to exist, or permit the Central Bank to create or suffer to exist, any Lien upon any of its present or future assets or revenues to secure or otherwise provide for the payment of any External Indebtedness of the Guarantor or the Central Bank unless, on or prior to the date such Lien is created or comes into existence, the obligations of the Guarantor under the Guarantee and the Indenture are secured equally and ratably with such External Indebtedness, subject to certain exceptions.

The Guarantor may, however, create or permit to subsist the following Liens ("Permitted Liens"):

- any Lien on property to secure External Indebtedness arising in the ordinary course of business to finance export, import or other trade transactions, which matures (after giving effect to renewals and refinancings) no more than one year after it was originally incurred;

- any Lien upon property to secure the purchase price of such property or to secure any External Indebtedness incurred solely for the purpose of financing the acquisition of such property;
- any Lien on property arising by operation of law (or pursuant to any agreement establishing a Lien equivalent to one which would otherwise exist under relevant local law), including without limitation any right of set-off with respect to demand or time deposits with financial institutions and bankers' liens with respect to property held by financial institutions (in each case deposited with or delivered to such financial institutions in the ordinary course of the depositor's activities);
- any Lien existing on such property at the time of its acquisition;
- any Lien in existence as of the date of issuance of the Notes;
- any Lien securing External Indebtedness issued upon surrender or cancellation of the principal amount of any of the Excluded Indebtedness, as defined under "Certain Defined Terms" below, to the extent the Lien is created to secure the External Indebtedness;
- any Lien created in connection with any Project Financing, as defined under "Certain Defined Terms" below, provided that the properties to which any such Lien applies are solely with respect to (A) properties which are the subject of such Project Financing or (B) revenues or claims which arise from the operation, failure to meet specifications, failure to complete, exploitation, sale or loss of, or damage to, such properties;
- additional Liens created in any calendar year upon assets, revenues or receivables of Ecuador having, when encumbered, a fair market value not exceeding an aggregate amount equal to U.S.\$50,000,000 (or the equivalent in other currencies) to collateralize, or to purchase collateral, guarantees or other credit support in respect of, new borrowings by Ecuador, provided that, to the extent that in any calendar year U.S.\$50,000,000 (or the equivalent in other currencies) exceeds such aggregate fair market value of the assets, revenues or receivables so encumbered during that year, the aggregate fair market value of assets, revenues and receivables which may be encumbered in subsequent calendar years shall be increased by the amount of such excess; provided, however, that the fair market value of the assets, revenues or receivables so encumbered in any calendar year shall in no event exceed U.S.\$150,000,000 (or the equivalent in other currencies); and
- any renewal or extension of any of the Liens described above; provided that no renewal or extension of any permitted Lien shall (A) extend to or cover any property other than the property then subject to the Lien being extended or renewed or (B) increase the amount of financing secured by that Lien.

## Events of Default

Each of the following is an event of default under the Notes:

1. *Non-Payment:* the Issuer fails, on the applicable payment date, to (i) make any payment of principal or Make-Whole Amount on the Notes (unless such non-payment is due to an administrative or technical error and is remedied within five Business Days of the date when such payment is due) or (ii) make any payment of an interest amount or Additional Amount on the Notes within 30 days of the date when such payment is due; provided that no event of default shall occur in respect of either the Issuer or the Guarantor if an equivalent payment is made when due by the Guarantor pursuant to the terms of the Guarantee (subject to payment by the Guarantor being made within ten days of written demand being made by the Trustee on behalf of Holders of the Notes, upon any such non-payment at the conclusion of any applicable grace period);
2. *Breach of Other Obligations:* the Issuer or the Guarantor fails to perform or comply with any other obligation under the Notes or under the Indenture (including the Guarantee) and the Issuer or the Guarantor (as applicable) does not or cannot cure that failure within 30 days after it receives

written notice from the Trustee or holders of at least 25% of the aggregate principal amount of the Notes then outstanding regarding that default;

3. the Issuer becomes insolvent or is generally unable to pay its debts as they become due, and as a result; (i) applies for or consents to or suffers the appointment of an administrator, liquidator, receiver or similar officer in respect of the whole or any substantial part of the undertaking, property, assets or revenues of the Issuer; (ii) takes corporate action, legal proceedings or other procedure or steps in relation to the suspension of payments, a moratorium of indebtedness, winding-up, dissolution, administration, provisional supervision or reorganization of the Issuer; or (iii) makes or enters into a general assignment or an arrangement or composition with or for the benefit of its creditors;
4. *Winding-up*: an order is made or an effective resolution passed for winding up the Issuer, other than for purposes of a reorganization in accordance with the laws of Ecuador;
5. *Cross Default*:
  - the Issuer or the Guarantor fails to make any payment in respect of any External Indebtedness (other than Excluded Indebtedness) in an aggregate principal amount in excess of U.S.\$50,000,000 (or its equivalent in any other currency) when due (as such date may be extended by virtue of any applicable grace period or waiver); and
  - the holders of at least 25% of the aggregate outstanding principal amount of any of the Issuer's External Indebtedness or the Guarantor's External Indebtedness (other than Excluded Indebtedness) in either case having an aggregate principal amount in excess of U.S.\$50,000,000 (or its equivalent in any other currency), accelerate or declare such External Indebtedness to be due and payable, or required to be prepaid (other than by a regularly scheduled prepayment), prior to its stated maturity, as a result of, in each case, the failure of the Issuer or the Guarantor, as the case may be, failure to pay the principal or interest on such External Indebtedness, and such acceleration, declaration or prepayment is not annulled or rescinded within 30 days;
6. *Moratorium*: any of the Issuer, the Guarantor, or a court of proper jurisdiction, declares a moratorium with respect to the payment of principal of, or interest on, the Issuer's or Guarantor's External Indebtedness (other than Excluded Indebtedness of the Guarantor);
7. *Validity*: any of the Issuer or the Guarantor denies, repudiates or contests any of its payment obligations under the Notes or the Indenture, as the case may be, in a formal administrative, legislative, judicial or arbitral proceeding; or any constitutional provision, treaty, law, regulation, decree, or other official pronouncement of the Issuer, or any final decision by any court in Ecuador having jurisdiction, renders it unlawful for the Issuer to pay any amount due on the Notes or to perform any of its obligations under the Notes or the Indenture or for the Guarantor to pay any amount due on the Guarantee or to perform any of its obligations under the Guarantee or the Indenture;
8. *IMF Membership*: the Guarantor fails to maintain its membership in the IMF or ceases to be eligible to use the resources of the IMF;
9. *CAF, FLAR, and IDB Membership*: the Guarantor fails to maintain its membership in, or its eligibility to use the general resources or equivalent of, any of CAF, FLAR and IDB;
10. *Judgment*: there shall have been entered against any of the Issuer, the Guarantor or the Central Bank in a matter related to External Indebtedness (other than Excluded Indebtedness of the Guarantor) a final judgment, decree or order by a court of competent jurisdiction from which no appeal may be made, or is made within the time limit for doing so, for the payment of money in

excess of U.S.\$50,000,000 (or its equivalent in another currency) and 120 days shall have passed since the entry of any such order without the Issuer, the Guarantor or the Central Bank having satisfied such judgment;

11. *Arbitral award:* there shall be made against any of the Issuer, the Guarantor or the Central Bank in a matter related to External Indebtedness (other than Excluded Indebtedness of the Guarantor) an arbitral award by a tribunal of competent jurisdiction from which no appeal or application to a tribunal or court of competent jurisdiction to set aside may be made, or is made within the time limit for doing so, for the payment of money in excess of U.S.\$50,000,000 (or its equivalent in another currency) and 120 days shall have passed since the making of any such award without the Issuer, the Guarantor or the Central Bank, as the case may be, having satisfied the award; or
12. the Issuer ceases to be a public-sector entity of the Republic or the Republic shall otherwise cease to control the Issuer; or the Issuer shall be dissolved, disestablished or shall suspend its operations, in each case other than for purposes of a reorganization in accordance with the laws of Ecuador, and such dissolution, disestablishment or suspension of operations is material in relation to the business of the Issuer; or the Issuer and entities that it controls shall cease to be, in the aggregate, the primary public-sector entities which conduct exploration, development and production of hydrocarbons on behalf of the Republic. For the purposes of this provision, the term “primary” shall refer to the production of at least 75% of the barrels of oil equivalent of crude oil and gas produced by public-sector entities in Ecuador.

If any of the above events of default occurs and is continuing, the Trustee may, and at the written direction of holders of at least 25% of the aggregate principal amount of the then-outstanding Notes, will declare the principal amount of all the Notes to be immediately due and payable by notifying the Issuer in writing. The Notes will become due and payable on the date such written notice is received by or on behalf of the Issuer, unless prior to such date all events of default in respect of all of the Notes have been cured or waived by the holders of not less than a majority of the principal amount of the outstanding Notes as provided in the Notes or in the Indenture.

The Trustee will, on behalf of the holders of all of the Notes, by written notice to the Issuer and the Guarantor, rescind and annul such declaration of acceleration and its consequences, if:

- all events of default (other than the non-payment of principal that became due solely as a result of such acceleration) have been cured, waived by the holders of not less than a majority of the principal amount of the outstanding Notes or remedied; and
- the Trustee will have been reimbursed or otherwise compensated by Ecuador for all documented costs, expenses and liabilities reasonably incurred by the Trustee as a result of any such event of default.

### **Limitation on Time for Claims**

Claims against the Issuer or the Guarantor for the payment of principal of or interest on the Notes (including Additional Amounts and Make-Whole Amounts, if any) must be made within six years after the date on which such payment first became due, or such shorter period provided by applicable law.

### **Modifications – Collective Action**

Any Modification of the Indenture or the terms and conditions of the Notes may be made or given pursuant to a written or other action of the holders of the Notes in accordance with the applicable provisions of the Indenture or the Notes.

The Notes contain collective action clauses regarding future Modifications, as defined under “—Certain Defined Terms” below, of the terms and conditions of the Notes or the Indenture as described below.



In the case of any Modification of the terms and conditions of the Notes or of the Indenture which constitutes a Non-Reserved Matter, as defined under “—Certain Defined Terms” below, such Modification may be made with the consent of Ecuador and of holders of at least 66 2/3% in aggregate principal amount of the Notes then outstanding.

In the case of any Modification of the terms and conditions of the Notes or of the Indenture which constitutes a Reserved Matter, as defined under “Certain Defined Terms” below, such Modification may be made with the consent of Ecuador and of holders of at least 75% in aggregate principal amount of the Notes then outstanding.

Additionally, the Notes allow the Issuer and the Guarantor to make Reserved Matter Modifications affecting two or more series of debt securities.

If the Issuer and the Guarantor propose any Reserved Matter Modification (i) to the terms and conditions of the Notes and the terms and conditions of at least one other series of debt securities issued by the Issuer c, and/or (ii) to the Indenture insofar as it affects the Notes and to any other indenture(s), fiscal agency agreement(s) or similar issuance documentation relating to at least one other series of debt securities insofar as it affects such debt securities, (in each case, containing multiple series modification provisions in substantially the same form as in the Indenture), any modification to the terms and conditions of two or more series may be made, and, in each case, further compliance therewith may be waived, with the consent of the Issuer and the Guarantor, and (x) the holders of at least 66 2/3% of the aggregate principal amount of the outstanding debt securities of all series that would be affected by that reserved matter modification (taken in aggregate), and (y) the holders of more than 50% of the aggregate principal amount of the outstanding debt securities of each affected series (taken individually).

Any such proposed Reserved Matter Modification may be made in respect of some series of debt securities only and may be used for different groups of two or more series of debt securities, containing multiple series modification provisions substantially in the same form as in the Indenture, simultaneously.

If the Issuer and the Guarantor propose any Reserved Matter Modification (i) to the terms and conditions of the Notes and the terms and conditions of at least one other series of debt securities issued by the Issuer, and/or (ii) to the Indenture insofar as it affects the Notes and to any other indenture(s), fiscal agency agreement(s) or similar issuance documentation relating to at least one other series of debt securities insofar as it affects such debt securities (in each case, containing multiple series modification provisions in substantially the same form as in the Indenture), any modification to the terms and conditions of two or more series may be made, and, in each case, further compliance therewith may be waived, with the consent of the Issuer and the Guarantor, and the holders of at least 75% of the aggregate principal amount of the outstanding debt securities of all series that would be affected by that Reserved Matter Modification (taken in aggregate), provided that the Uniformly Applicable condition is satisfied.

Any such proposed Reserved Matter Modification may be made in respect of some series of debt securities only and may be used for different groups of two or more series of debt securities, containing multiple series modification provisions substantially in the same form as in the Indenture, simultaneously.

The “Uniformly Applicable” condition will be satisfied if:

- (a) the holders of all the affected series of debt securities are invited to exchange, convert, or substitute their debt securities, on the same terms, for (i) the same new instrument or other consideration or (ii) a new instrument, new instruments or other consideration from an identical menu of instruments or other consideration; or
- (b) amendments proposed to the terms and conditions of each affected series of debt securities would, following implementation of such amendments, result in the amended instruments having identical provisions (other than provisions which are necessarily different, having regard to the different currency of issuance);

and, for the purposes of establishing whether the Uniformly Applicable condition has been satisfied:

- (c) the “same terms” is to be construed as meaning the same offer on principal, the same offer on all interest accrued but unpaid prior to an exchange or event of default and the same offer on past due interest (or other relevant financial features of the applicable debt securities), but any such offer may contain differences as between different series of affected debt securities which are necessary having regard to the currency of denomination; and
- (d) each of the Issuer and the Guarantor shall promptly furnish one or more officer’s certificate(s) to the Trustee, certifying that the Uniformly Applicable condition has been satisfied, and the Trustee shall be entitled to accept such officer’s certificate(s) as conclusive evidence of the facts therein set forth.

Any debt securities owned or controlled, directly or indirectly, by the Issuer or any Public Sector Instrumentality, which would be disregarded for the purposes of a vote (or written action) under the series of debt securities of which they form part, shall also be disregarded for the purposes of this calculation.

For the purpose of calculating the par value of the Notes and any affected series of debt securities which are to be aggregated with the Notes, the Issuer may appoint a calculation agent (the “Calculation Agent”) in consultation with the Guarantor. The Issuer shall, with the approval of the Calculation Agent and the Guarantor, promulgate the methodology in accordance with which the par value of the Notes and such affected series of debt securities will be calculated. In any such case where a Calculation Agent is appointed, the same person will be appointed as the Calculation Agent for the Notes and each other affected series of debt securities for these purposes, and the same methodology will be promulgated for each affected series of debt securities. If any series of affected debt securities is denominated in a currency other than U.S. dollars, the Republic (in consultation with the Guarantor) shall appoint a single Calculation Agent who shall specify a commercially reasonable method for determining the U.S. dollar equivalent of such debt securities for purposes of voting.

The Issuer shall appoint an Aggregation Agent (who may also be the Calculation Agent) in consultation with the Guarantor, which shall be independent of the Issuer and the Guarantor, to calculate whether a Reserved Matter Modification has been approved by the required principal amount of the outstanding debt securities of the affected series of debt securities.

If any Reserved Matter Modification is sought in the context of a simultaneous offer to exchange the debt securities of one or more series for new debt instruments of the Issuer, the Guarantor or any other person, the Issuer and the Guarantor shall ensure that the relevant provisions of the Notes, as amended by such Modification, are no less favorable to the holders of the Notes than the provisions of the new instrument being offered in the exchange, or if more than one debt instrument is offered, no less favorable than the new debt instrument issued having the largest aggregate principal amount.

The Issuer agrees that it will not issue new Notes with the intention of placing such Notes with holders expected to support any Modification proposed by the Issuer (or that the Issuer plans to propose) for approval pursuant to the Modification provisions of the Indenture or of the terms and conditions of the Notes.

Any Modification consented to or approved by the holders of the Notes pursuant to the Modification provisions of the Indenture or of the terms and conditions of the Notes will be conclusive and binding on all holders of the Notes, whether or not they have given such consent or were present at a meeting of holders at which such action was taken, and on all future holders of the Notes (whether or not notation of such Modification is made upon the Notes). Any instrument given by or on behalf of any holder of a Note in connection with any consent to or approval of any such Modification will be conclusive and binding on all subsequent holders of such Note.

Before seeking the consent of any holder of a Note to a Reserved Matter Modification, the Issuer will provide the Trustee (for onward distribution to the holders of the Notes) with the following information:

- a description of the economic or financial circumstances that, in the Issuer’s and the Guarantor’s view, explain the request for the proposed Reserved Matter Modification;
- if the Guarantor has entered into a standby, extended funds or similar program with the IMF, CAF, FLAR, or IDB, a copy of that program (including any related technical memorandum);

- a description of the Issuer's and the Guarantor's proposed treatment of its other major creditor groups (including, where appropriate, Paris Club creditors, other bilateral creditors and internal debt holders) in connection with the Issuer's and the Guarantor's efforts to address the situation giving rise to the requested Reserved Matter Modification; and
- if any proposed Reserved Matter Modification contemplates debt securities being aggregated in more than one group of debt securities, a description of the proposed treatment of each such group.

For purposes of determining whether the required percentage of holders has consented to or voted in favor of any Modification, any Notes owned or controlled, directly or indirectly, by the Issuer, the Guarantor or any Public Sector Instrumentality, as defined under "Certain Defined Terms" below, shall be disregarded and deemed not to be outstanding. In determining whether the Trustee shall be protected in relying upon any Modification, only Notes that the Trustee knows to be so owned shall be so disregarded. Upon request of the Trustee, and together with any request for any Modification of the Indenture by the Issuer and the Guarantor, the Issuer shall deliver to the Trustee a certificate signed by an authorized representative of the Issuer listing all Notes, if any, known by Ecuador to be owned or held by or for the account of any of the above described Persons.

The Issuer, the Guarantor and the Trustee may, without the vote or consent of any holder of the Notes, amend the Notes or the Indenture for the purpose of:

- adding to the covenants of each of the Issuer and the Guarantor or the benefit of the holders of the Notes;
- surrendering any of the Issuer's or Ecuador's rights or powers;
- securing the Notes pursuant to the requirements of the Notes or otherwise;
- curing any ambiguity, or curing, correcting or supplementing any proven error in the terms and conditions of the Notes or in the Indenture;
- making any formal, minor or technical change; or
- amending the terms and conditions of the Notes or the Indenture in any manner which the Issuer, the Guarantor and the Trustee may determine shall not adversely affect the interests of any holder of the Notes.

The Remarketed Notes will clear and settle through Euroclear and Clearstream and will be issued in global book-entry form and registered in the nominee name of a common depositary for Euroclear and Clearstream. Beneficial interests in the Remarketed Notes may be held through Euroclear and Clearstream and their direct and indirect participants. See "Settlement and Clearance" for a description of the procedures applicable to book-entry securities.

The Trustee shall not be required to sign any amendment that adversely affects its rights, duties, liabilities or immunities.

## **Definitive Notes**

The Issuer issued Certificated Notes at the Issue Date, which will remain outstanding until maturity if not cancelled at the Remarketing or repurchase by the Issuer. The Issuer will issue Notes in definitive form (i.e. not in book-entry but physical form) only if:

- the depositary notifies the Issuer that it is unwilling or unable to continue as depositary, is ineligible to act as depositary or, ceases to be a clearing agency registered under the US Securities Exchange Act of 1934, as amended and Ecuador does not appoint a successor depositary or clearing agency within 90 days;

- the Issuer decides that it no longer wishes to have all or part of the Notes represented by Global notes;
- the Trustee has instituted or been directed in writing by the requisite holders to institute any judicial proceeding to enforce the rights of the holders under the Notes and has been advised by its legal counsel that it should obtain possession of the Notes for purposes of the proceeding;
- an event of default has occurred and is continuing and (A) any holder requests the Trustee to exchange its interest in the Note in the form of a Global Note for a Definitive Note, or (B) 25% of all outstanding holders direct the Trustee to exchange all of Notes represented by Global notes for Notes in definitive form; or
- certain other events provided in the Indenture occur.

In the event the Issuer issues Notes in definitive form, the beneficial owners receiving those Notes should review their terms and conditions, and in particular the restrictions on transfers of the Notes, set forth in the Note certificates.

### **Trustee, London Paying Agent, New York Paying Agent, Transfer Agents, Registrar**

The Bank of New York Mellon, London Branch will serve as the London paying agent (for the Global Notes) and the Trustee will serve as the transfer agent, New York Paying Agent and registrar for the benefit of the holders of Notes. The Issuer, acting for the exclusive benefit of the holders of the Notes, may also appoint, one or more paying agents in London, England for the purpose of facilitating the Issuer's payment of amounts due on the Notes. The Issuer may at any time instruct the Trustee to terminate the appointment of any paying agent and instruct the Trustee to appoint other paying agents. So long as any of the Notes remain outstanding, there shall be maintained, at the Issuer's expense, (1) in London, England in an office or agency where the Notes may be presented for payment, (2) in New York, New York in an office or agency where the Notes may be presented for exchange, transfer and registration of transfer as provided in the Indenture and, (3) in New York, New York in an office or agency where notices and demands in respect of the Notes or the Indenture may be served. A paying agent will also be maintained in a Member State of the European Union that is not obliged to deduct or withhold tax pursuant to European Council Directive 2003/48/EC (as amended from time to time) or any other European Council Directive implementing the conclusions of the ECOFIN Council meeting of November 26-27, 2000 on the taxation of savings income or any law implementing or complying with, or introduced in order to, conform to such Directive Ecuador will provide prompt notice of the termination, appointment or change in the office of any paying agent, transfer agent or registrar acting in connection with the Notes.

### **Notices**

All notices to the holders of Notes will be published, at the expense of the Issuer, in the Wall Street Journal of New York, New York, the Financial Times of London, England, and, if and so long as the Remarketed Notes are listed on the Irish Stock Exchange (and, if applicable, traded on its Global Exchange Market), the Irish Stock Exchange's website. If any of such newspapers shall cease to be published, the Trustee, upon consultation with Ecuador, will substitute for it another newspaper customarily published in New York, London or Ireland, as the case may be. If, because of temporary suspension of publication or general circulation of any newspaper or for any other reason, it is impossible to make any publication of any notice in the manner provided above, any other publication or other notice which is acceptable to the Trustee shall constitute a sufficient publication of such notice. Notices will also be published on the website of the Irish Stock Exchange. Notices shall be deemed to have been given on the date of publication or, if published on different dates, on the date of the first such publication. Notices will also be delivered to holders at their registered addresses or sent in accordance with the clearing system's then applicable procedures. Notices to holders of Global Notes shall be given in accordance with the Depositary procedures.

So long as a clearing system, or its nominee, is the registered holder of a Global note, each person owning a beneficial interest in that Global note must rely on the procedures of that clearing system to receive notices in connection with the Notes. Each person owning a beneficial interest in a Global note who is not a direct participant in a clearing system must rely on the procedures of the participant through which the person owns its interest in the

Global note to receive notices provided to the clearing system. The Issuer will consider mailed notice to have been given 3 Business Days after it has been sent.

### **Further Issues of Securities**

The Issuer may, from time to time, without the consent of the holders of the Remarketed Notes, create and issue additional guaranteed notes with the same terms and conditions as the Remarketed Notes in all respects (or in all respects except for the amount of the first interest payment and the issue price) so long as the additional guaranteed notes are consolidated and form a single series with the outstanding Notes, provided that such additional guaranteed notes do not have, for purposes of US federal income taxation, a greater amount of original issue discount than the outstanding Notes have as of the date of the issue of such additional guaranteed Notes (regardless of whether any holders of such Notes are subject to US federal income taxation).

### **Submission to Arbitration**

- (a) Any dispute, controversy or claim of any nature arising out of, relating to or having any connection with the Indenture, including any dispute as to the existence, validity, interpretation, performance, breach, termination or consequences of the nullity of the Indenture where the Issuer and/or Guarantor is either a party, claimant, respondent or otherwise is necessary thereto, will not be referred to a court of any jurisdiction and will instead be referred to and finally resolved by arbitration under the LCIA Rules as at present in force as modified by the Indenture, which LCIA Rules are deemed to be incorporated by reference. In particular:
  - (i) There will be three arbitrators.
  - (ii) Each arbitrator will be an English or New York qualified lawyer of at least 15 years' standing with experience in relation to international banking or capital markets disputes. At least one of those arbitrators will be a lawyer qualified in New York.
  - (iii) If there are two parties to the Dispute, each party will be entitled to nominate one arbitrator. If there are multiple claimants and/or multiple respondents, all claimants and/or all respondents shall attempt to agree upon their respective nomination(s) such that the claimants shall together be entitled to nominate one arbitrator and the respondents will together be entitled to nominate one arbitrator. If any such party or multiple parties fail to nominate an arbitrator within thirty (30) days from and including the date of receipt of the relevant request for arbitration, an arbitrator will be appointed on their behalf by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above. In such circumstances, any existing nomination or confirmation of the arbitrator chosen by the party or parties on the other side of the proposed arbitration will be unaffected, and the remaining arbitrator(s) will be appointed in accordance with the LCIA Rules.
- (b) The third arbitrator and chairman of the arbitral tribunal will be appointed by the LCIA Court in accordance with the LCIA Rules and applying the criteria at clause (ii) above.
- (c) The seat, or legal place, of arbitration will be London, England.
- (d) The language to be used in the arbitration shall be English. The arbitration provisions of the Indenture shall be governed by English law.
- (e) Without prejudice to any other mode of service allowed by law, each of the Issuer and the Guarantor appoints Law Debenture Corporate Services Limited, as its agent under the Indenture for service of process in relation to any proceedings before the English courts in relation to any arbitration contemplated by the Indenture or in relation to recognition or enforcement of any such arbitral award obtained in accordance with the Indenture.

If the Process Agent is unable to act as the Issuer and/or the Guarantor's agent under the Indenture for the service of process, the Republic and/or the Guarantor must immediately (and in any event within ten days of the event taking place) appoint a Replacement Agent on terms acceptable to the Trustee.

The Republic and the Guarantor agree that failure by the Process Agent or, as applicable, a Replacement Agent, to notify the Issuer and/or the Guarantor of the process will not invalidate the proceedings concerned.

Any Dispute between the Trustee and any holders or holders only and where the Republic and/or the Guarantor is not a party, claimant, respondent or otherwise is necessary thereto, will be subject to the non-exclusive jurisdiction of any New York state or United States federal court sitting in the Borough of Manhattan, the City of New York, and any appellate court from any thereof, in any action or proceeding arising out of or relating to the Indenture (except actions or proceedings arising under or in connection with U.S. federal and state securities laws), and the Trustee and the holders of the Notes hereby irrevocably submit to such jurisdiction and agree that all claims in respect of such Dispute may be heard and determined in such New York state or United States federal court.

### **Scope of Sovereign Immunity of the Issuer**

The execution and delivery of the Indenture by the Issuer constitutes, and the Issuer's performance of and compliance with its obligations will constitute, an act of commercial public credit as provided under the laws of the Republic. To the extent permitted by law, the Issuer irrevocably and unconditionally agrees that:

- (a) the Issuer submits to the jurisdiction of any Ecuadorian court and to any legal process in the Republic's courts (other than attachment proceedings prior to recognition or enforcement of an arbitral award), in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be entitled to immunity from enforcement in accordance with mandatory provisions of the laws of Ecuador;
- (b) the Issuer submits to the jurisdiction of any court outside the Republic and to any legal process, orders or other measures in courts outside the Republic, whether through service or notice, attachment in aid of execution, execution against property of any sort, actions in rem or the grant of injunctions or specific performance, in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be immune to the fullest extent;
- (c) the Issuer undertakes not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets which do not constitute Immune Property in respect of any of the foregoing legal actions or proceedings; and
- (d) the Issuer submits to the jurisdiction of the English courts in connection with any proceeding invoking the supervisory jurisdiction of those courts in relation to an arbitration conducted pursuant to the Indenture.

The levy of execution on assets of the Issuer within the territory of the Republic shall be carried out in accordance with and under the laws of the Republic.

The Issuer irrevocably waives, to the fullest extent permitted by law, any requirement or provision of law that requires the posting of a bond or other security as a condition to the institution, prosecution or completion of any action or proceeding.

An arbitral award obtained in accordance with the Indenture (whether the Issuer and/or the Guarantor is a party) will be conclusive and may be enforced in any jurisdiction in accordance with the New York Convention or in any other manner provided for by law.

"Immune Property," in accordance with the provisions of the law of Ecuador has the same meaning whether applied to the property of the Issuer or the Guarantor and means:

- (a) any property which is used or designated for use in the performance of the functions of the diplomatic mission of Ecuador or its consular posts;
- (b) aircraft, naval vessels and other property of a military character or used or designated for use in the performance of military functions;
- (c) property forming part of the cultural heritage of Ecuador or part of its archives;
- (d) unexploited natural non-renewable resources in Ecuador;
- (e) funds managed in the national Treasury Account;
- (f) assets and resources comprising available monetary reserves of Ecuador;
- (g) public domain assets used for providing public services in Ecuador;
- (h) national assets located in the territory of Ecuador and belonging to the Republic, such as streets, bridges, roads, squares, beaches, sea and land located over 4,500 meters above sea level;
- (i) accounts of the Central Bank, whether they are held abroad or locally; and
- (j) public entities' deposits with the Central Bank, whether they are maintained abroad or locally.

“New York Convention” means the New York Convention on the Recognition and Enforcement of Arbitral Awards 1958.

#### **Scope of Sovereign Immunity of the Guarantor**

The execution and delivery of the Guarantee by the Guarantor constitutes, and the Guarantors performance of and compliance with its obligations will constitute, an act of commercial public credit as provided under the laws of the Republic. To the extent permitted by law, the Guarantor irrevocably and unconditionally agrees that:

- (a) the Guarantor submits to the jurisdiction of any Ecuadorian court and to any legal process in the Republic's courts (other than attachment proceedings prior to recognition or enforcement of an arbitral award), in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be entitled to immunity from enforcement in accordance with mandatory provisions of the laws of Ecuador;
- (b) the Guarantor submits to the jurisdiction of any court outside the Republic and to any legal process, orders or other measures in courts outside the Republic, whether through service or notice, attachment in aid of execution, execution against property of any sort, actions in rem or the grant of injunctions or specific performance, in connection with the enforcement of an arbitral award obtained in accordance with the Indenture, except with respect to the Immune Property, which shall be immune to the fullest extent;
- (c) the Guarantor undertakes not to invoke any defense on the basis of any kind of immunity, for itself and/or its assets which do not constitute Immune Property in respect of any of the foregoing legal actions or proceedings; and
- (d) the Guarantor submits to the jurisdiction of the English courts in connection with any proceeding invoking the supervisory jurisdiction of those courts in relation to an arbitration conducted pursuant to the Indenture.

The levy of execution on assets of the Guarantor within the territory of the Republic will be carried out in accordance with and under the laws of the Republic.

The Guarantor irrevocably waives, to the fullest extent permitted by law, any requirement or provision of law that requires the posting of a bond or other security as a condition to the institution, prosecution or completion of any action or proceeding.

### **Indemnity**

The Issuer and the Guarantor will indemnify the holders of the Notes and pay the Trustee on demand for the benefit of the holders of the Notes any attached amounts plus any accrued amounts to the date of payment at the interest rate set forth in the Notes in the event the Trustee or Paying Agent fails (without negligence or willful misconduct) to pay some or all of those amounts to the depository for credit to the holders of the Notes because those funds are attached by one or more holders of Excluded Indebtedness prior to the receipt of such funds by the depository or because any Trustee or Paying Agent is otherwise restrained or prevented from transferring the funds to the depository as a result of legal action taken by one or more holders of Excluded Indebtedness.

### **Transfer Restrictions**

The Notes have not been and will not be registered under the Securities Act, and will be subject to restrictions on transferability and resale. See “Transfer Restrictions.” Further, other than with respect to the Remarketed Notes offered hereby, the Notes initially issued under the Indenture on the Issue Date may not be transferred in any circumstances except (i) in connection with the granting by holders of security interests in the Notes or (ii) to affiliates of the holder, so long as any pledgee or transferee, as applicable, agrees to be bound by the transfer restrictions in the Notes and is either (i) a “Qualified Institutional Buyer” as defined in Rule 144A(1) under the Securities Act or (ii) a “non U.S. Person” (as defined in Rule 902 under the Securities Act).

### **Governing Law**

The Notes, the Guarantee and the Indenture are governed by the laws of the State of New York, except for those parts concerning submissions to arbitration, which are governed by English law.

### **Judgment Currency**

U.S. dollars are the sole currency of account and payment for all sums due and payable by the Issuer and the Guarantor under the Indenture and the Notes. If, for the purpose of obtaining judgment in any court, it is necessary to convert a sum due hereunder in U.S. dollars into another currency, each of the Issuer and the Guarantor will agree, to the fullest extent that they may legally and effectively do so, that the rate of exchange used shall be that at which, in accordance with normal banking procedures, a person could purchase U.S. dollars with such other currency in New York, New York, on the Business Day immediately preceding the day on which final judgment is given.

The obligation of each of the Issuer and the Guarantor in respect of any sum due to any Noteholder or the Trustee in U.S. dollars shall, to the extent permitted by applicable law, notwithstanding any judgment in a currency other than U.S. dollars, be discharged only to the extent that on the Business Day following receipt of any sum adjudged to be so due in the judgment currency such Noteholder or Trustee may, in accordance with normal banking procedures, purchase U.S. dollars in the amount originally due to such person with the judgment currency. If the amount of U.S. dollars so purchased is less than the sum originally due to such person, each of the Issuer and the Guarantor agree, as a separate obligation and notwithstanding any such judgment, to indemnify such person against the resulting loss; and if the amount of U.S. dollars so purchased is greater than the sum originally due to such person, such person will, by accepting a Note, be deemed to have agreed to repay such excess.

### **Certain Defined Terms**

The following are certain definitions used in the Notes:

- “Business Day” means any day except a Saturday, Sunday or other day on which commercial banks in London, the City of New York or Quito, Ecuador are required or authorized by law to be closed.



- “Ecuadorian Authorization” means any approval, authorization, permit, consent, exemption or license or other action of or by, and any notice to or filing with, any Governmental authority, agency, regulatory or administrative body of Ecuador or of any Ecuadorian political subdivision.
- “Excluded Indebtedness” means the following series of securities issued by the Republic:
  - (i) the 12% U.S. dollar Denominated Global Bonds due 2012; and
  - (ii) the U.S. dollar Denominated Step-up Global Bonds due 2030.
- “External Indebtedness” means all Indebtedness (other than the Notes and the Notes and the Guarantee) that is not (i) issued pursuant to agreements or evidenced by instruments that expressly submit the resolution of all disputes to the exclusive jurisdiction of the courts of Ecuador or (ii) governed by Ecuadorian law.
- “Indebtedness” means for any person (a) all indebtedness of or guaranteed by such person for or in connection with borrowed money, and (b) all obligations of or guaranteed by such person (other than those specified in clause (a) above) evidenced by debt securities, debentures, notes or other similar instruments; provided that Indebtedness shall not include commercial agreements not having the commercial effect of a borrowing.
- “Lien” means any lien, pledge, mortgage, security interest, deed of trust, charge or other encumbrance or other preferential arrangement having the practical effect of constituting a security interest.
- “Majority” means greater than 50%.
- “Modification” means any modification, amendment, supplement, request, demand, authorization, direction, notice, consent, waiver (other than a waiver of an event of default that is waived by the majority of the holders as set forth under “Events of Default” above), or other action provided by the Indenture or the terms and conditions of the Notes.
- “Non-Reserved Matter” means any Modification other than a Modification constituting a Reserved Matter.
- “Project Financing” means any financing of all or part of the costs of the acquisition, construction or development of any properties in connection with a project if the person or persons providing such financing expressly agree to look to the properties financed and the revenues to be generated by the operation of, or loss of or damage to, such properties as the principal source of repayment for the moneys advanced.
- “Public Sector Instrumentality” means the Central Bank, any department, ministry or agency of the Government or any corporation, trust, financial institution or other entity owned or controlled by the Government or any of the foregoing. For purposes of the foregoing, “control” means the power, directly or indirectly, through the ownership of voting securities or other ownership interest or otherwise, to direct the management of or elect or appoint a Majority of the board of directors or other persons performing similar functions in lieu of, or in addition to, the board of directors of a corporation, trust, financial institution or other entity.
- “Reserved Matter” means any Modification that would:
  - A. change the due date for the payment of the principal of (or premium, if any) or any installment of interest on the Notes;

- B. reduce the principal amount of the Notes, the portion of such principal amount which is payable upon acceleration of the maturity of the Notes, the interest rate on the Notes or the premium payable upon redemption of the Notes;
- C. change the coin or currency in which payment of interest, premium or principal in respect of the Notes is payable and the place where such payment must be made;
- D. reduce the proportion of the principal amount of the Notes the vote or consent of the holders of which is necessary to make any Modification to or with respect to the terms and conditions of the debt securities of one or more series or the Indenture, or change the definition of “Outstanding” under the Notes;
- E. change the Issuer’s or the Guarantor’s obligation to pay Additional Amounts on the Notes;
- F. change the governing law provision of the Notes;
- G. change the arbitral forum to which the Issuer and the Guarantor has submitted, the Issuer’s and the Guarantor’s waiver of immunity, the scope of the Issuer’s and the Guarantor’s indemnities in the Indenture or the Issuer’s and the Guarantor’s appointment of the process agent without appointing a substitute process agent in London, in respect of actions or proceedings brought by any holder based upon the Notes;
- H. change the seniority of the Notes or the Guarantee;
- I. authorize and/or instruct the Trustee, on behalf of all holders, to exchange or substitute all their Notes for, or convert all their Notes into, other obligations or securities of the Issuer, the Guarantor or any other person; or
- J. change the definition of “Uniformly Applicable” or “Reserved Matter.”

### **Registration and Book-Entry System**

The Issuer issued two Global Notes on the Issue Date, one a Restricted Global Note, the other an Unrestricted Global Note on the Issue Date. Upon the Remarketing, the ownership and transfer of these Global Notes will be recorded in computerized book-entry accounts, eliminating the need for physical movement of Notes. The Issuer refers to the intangible Notes represented by a Global Note as “book-entry” Notes.

The Trustee will upon the Remarketing deposit the Global Notes it issued with the common depositary of the clearing system. The Global Note is registered in the name of the nominee of the common depositary. Unless a Global Note is exchanged for definitive Notes, discussed above under “Definitive Notes,” it may not be transferred, except among the clearing system, its nominees or common depositaries and their successors. Clearing systems include Euroclear and Clearstream in Europe.

Clearing systems process the clearance and settlement of book-entry securities for their direct participants. A “direct participant” is a bank or financial institution that has an account with a clearing system. The clearing systems act only on behalf of their direct participants, who in turn act on behalf of indirect participants. An “indirect participant” is a bank or financial institution that gains access to a clearing system by clearing through or maintaining a relationship with a direct participant.

Euroclear and Clearstream are connected to each other by a direct link.

The Issuer, the Guarantor, the Trustee and any Paying Agent will treat the registered holder of a Global note as the absolute owner of the note for all purposes. The legal obligations of the Issuer, the Guarantor, the Trustee, and any agent run only to the registered owner of a Global note, which will be the relevant clearing system or the

nominee of the common depositary. For example, once the Issuer or the Guarantor arranges for payments to be made to the registered holder, neither the Issuer nor the Guarantor will be liable for the amounts so paid on the note. In addition, if you own a beneficial interest in a Global note, you must rely on the procedures of the institutions through which you hold your interests in the note (including Euroclear, Clearstream, and their participants) to exercise any of the rights granted to the holder of the note. Under existing industry practice, if you desire to take any action that the holder of a note is entitled to take, then the registered holder would authorize the clearing system participant through which you own your beneficial interest to take the action, and the participant would then either authorize you to take the action or act for you on your instructions.

## SUBSCRIPTION AND SALE

Citigroup Global Markets Limited is acting as the Remarketing Agent of this remarketing. Subject to the terms and conditions in the Remarketing Agreement, the Remarketing Agent will agree to purchase and the Selling Securityholders will agree to sell to the Remarketing Agent, the total principal amount of the Notes that the Selling Securityholders elect to participate in the Remarketing. Upon consummation of the Remarketing, all Notes surrendered by the Selling Securityholders pursuant to the Remarketing Agreement will be delivered to the Trustee for cancellation, and the Global Notes initially issued under the Indenture with a zero balance will be upsize to reflect the aggregate principal amount of the Remarketing. See “Book-Entry Settlement and Clearance.”

The Remarketing Agreement provides that the obligations of the Remarketing Agent to purchase the Remarketed Notes are subject to approval of legal matters by counsel and to other conditions. The Remarketing Agent must purchase all the Remarketed Notes if it purchases any of the Remarketed Notes.

The Issuer and the Guarantor have been advised that the Remarketing Agent proposes to resell the Remarketed Notes at the remarketing price set forth on the cover page of this Remarketing Circular within the United States to qualified institutional buyers (as defined in Rule 144A) in reliance on Rule 144A and outside the United States in reliance on Regulation S. See “Transfer Restrictions.” The price at which the Remarketed Notes are remarketed may be changed at any time without notice.

The Remarketed Notes have not been and will not be registered under the Securities Act or any state securities law and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the Securities Act. See “Transfer Restrictions.”

Accordingly, the Remarketing Agent has agreed that, except as permitted by the Remarketing Agreement and set forth in “Transfer Restrictions,” it will not offer or sell the Remarketed Notes within the United States or to, or for the account or benefit of, U.S. persons as part of the distribution of the Remarketed Notes.

In addition, until 40 days after the commencement of this offering, an offer or sale of the Remarketed Notes within the United States by a dealer that is not participating in this offering may violate the registration requirements of the Securities Act if that offer or sale is made otherwise than in accordance with Rule 144A.

Although application has been made to list the Remarketed Notes on the Official List of the Irish Stock Exchange and to have the Remarketed Notes trade on its Global Exchange Market, the listing does not assure that a trading market for the Remarketed Notes will develop. The Remarketing Agent intends to make a secondary market for the Remarketed Notes. However, it is not obligated to do so and may discontinue making a secondary market for the Remarketed Notes at any time without notice. No assurance can be given as to how liquid the trading market for the Remarketed Notes will be. Neither the Issuer nor the Republic can provide any assurances that the prices at which the Remarketed Notes will trade in the market after this offering will not be lower than the initial remarketing price or that an active trading market for the Remarketed Notes will develop and continue after this offering.

In connection with the remarketing, the Remarketing Agent may purchase and sell Remarketed Notes in the open market. Purchases and sales in the open market may include short sales, purchases to cover short positions and stabilizing purchases.

- Short sales involve secondary market sales by the Remarketing Agent of a greater number of Remarketed Notes than it is required to purchase in the remarketing.
- Covering transactions involve purchases of Remarketed Notes in the open market after the distribution has been completed in order to cover short positions.
- Stabilizing transactions involve bids to purchase Remarketed Notes so long as the stabilizing bids do not exceed a specified maximum.

Purchases to cover short positions and stabilizing purchases, as well as other purchases by the Remarketed Notes for its own account, may have the effect of preventing or retarding a decline in the market price of the Remarketed Notes. They may also cause the price of the Remarketed Notes to be higher than the price that would otherwise exist in the open market in the absence of these transactions. The Remarketing Agent may conduct these transactions in the over-the-counter market or otherwise. If the Remarketing Agent commences any of these transactions, it may discontinue them at any time.

The Remarketing Agent is a full service financial institution engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. The Remarketing Agent and its respective affiliates have in the past performed commercial banking, investment banking and advisory services for the Issuer and the Guarantor from time to time for which they have received customary fees and reimbursement of expenses and may, from time to time, engage in transactions with and perform services for the Issuer and the Guarantor in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of its various business activities, the Remarketing Agent and its respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (which may include bank loans and/or credit default swaps) for their own accounts and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve the Issuer's and the Guarantor's securities and instruments.

The Issuer and the Guarantor, jointly and severally, have agreed to indemnify the Remarketing Agent against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Remarketing Agent may be required to make because of any of those liabilities.

## **Selling Restrictions**

### **United States of America**

#### ***No registration under Securities Act***

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws. Accordingly, the Notes are being offered, sold or delivered only: (a) outside the United States in offshore transactions in reliance on Regulation S and (b) in the United States only to QIBs in connection with resales by the Remarketing Agent, in reliance on, and in compliance with, Rule 144A. In addition, until 40 days after the commencement of the offering, an offer or sale of any of the Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if the offer or sale is made otherwise than in accordance with Rule 144A.

### **European Economic Area**

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of Notes described in this Remarketing Circular may not be made to the public in that relevant member state other than:

- to any legal entity which is a qualified investor as defined in the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of securities shall require the Issuer or the Initial Purchaser to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For purposes of this provision, the expression an “offer of securities to the public” in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the expression may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant member state) and includes any relevant implementing measure in the relevant member state. The expression 2010 PD Amending Directive means Directive 2010/73/EU.

The Selling Securityholders have not authorized and do not authorize the making of any offer of Notes through any financial intermediary on their behalf, other than offers made by the Initial Purchaser with a view to the final placement of the Remarketed Notes as contemplated in this Remarketing Circular. Accordingly, no purchaser of the Remarketed Notes, other than the Initial Purchaser, is authorized to make any further offer of the Remarketed Notes on behalf of the Selling Securityholders or the Initial Purchaser.

### **United Kingdom**

The Remarketing Agent has represented, warranted and agreed that:

- (a) **Financial promotion:** it has only communicated or caused to be communicated and will only communicate or cause to be communicated any invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the “FSMA”) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Republic; and
- (b) **General compliance:** it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to any Notes in, from or otherwise involving the United Kingdom.

### **Canada**

The distribution of the Notes in Canada is being made only on a private placement basis exempt from the requirement that the Issuer prepare and file a prospectus with the applicable securities regulatory authorities. The Issuer is not a reporting issuer in any province or territory in Canada and its Notes are not listed on any stock exchange in Canada and there is currently no public market for the Notes in Canada. The Issuer currently has no intention of becoming a reporting issuer in Canada, filing a prospectus with any securities regulatory authority in Canada to qualify the resale of the Notes to the public, or listing its securities on any stock exchange in Canada. Accordingly, to be made in accordance with securities laws, any resale of the Notes in Canada must be made under available statutory exemptions from registration and prospectus requirements or under a discretionary exemption granted by the applicable Canadian securities regulatory authority. Canadian purchasers are advised to seek legal advice prior to any resale of the Notes.

Each Canadian purchaser who purchases Notes on a private placement basis pursuant to this Canadian remarketing circular will be deemed to have represented to and agreed with the Republic and the Remarketing Agent that such purchaser: (i) is entitled under applicable securities laws to purchase such Notes without the benefit of a prospectus qualified under such securities laws; (ii) is resident in Canada; (iii) is not a U.S. person as defined in Rule 902 of Regulation S under the U.S. Securities Act of 1933; (iv) is purchasing the Notes with the benefit of the prospectus exemption provided by Section 2.3 of National Instrument 45-106 – Prospectus and Registration Exemptions (“NI 45-106”) (that is, such purchaser is an “accredited investor” within the meaning of NI 45-106 and is either purchasing Notes as principal for its own account, or is deemed to be purchasing the Notes as principal for its own account in accordance with applicable securities laws); (v) if not an individual, the purchaser was not created

or used solely to purchase or hold Notes as an accredited investor under NI 45-106; (vi) is a permitted client within the meaning of National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations; and (vii) if required by applicable securities laws or stock exchange rules, the purchaser will execute, deliver and file or assist the Republic in obtaining and filing such reports, undertakings and other documents relating to the purchase of the Notes by the purchaser as may be required by any securities commission, stock exchange or other regulatory authority.

## **Chile**

Neither the Issuer, the Republic nor the Notes are registered in the Securities Registry (*Registro de Valores*) or the Foreign Securities Registry (*Registro de Valores Extranjeros*) of the Chilean Securities and Insurance Commission (*Superintendencia de Valores y Seguros de Chile*), or SVS, or is subject to the control and supervision of the SVS. As unregistered securities, neither the issuer nor the Republic is required to disclose public information about the Notes in Chile. The Notes may not be publicly offered in Chile unless they are registered in the corresponding securities registry. The Notes may only be offered in Chile in circumstances that do not constitute a public offering under Chilean law or in compliance with General Rule No. 336 of the SVS. Pursuant to General Rule No. 336, the Notes may be privately offered in Chile to certain “qualified investors” identified as such therein (which in turn are further described in General Rule No. 216, dated June 12, 2008, of the SVS).

This Remarketing Circular and other offering materials relating to the offer of the Notes do not constitute a public offer of, or an invitation to subscribe for or purchase, the Notes in the Republic of Chile, other than to individually identified purchasers pursuant to a private offering within the meaning of Article 4 of the Chilean Securities Market Act (*Ley de Mercado de Valores*) (an offer that is not addressed to the public at large or to a certain sector or specific group of the public).

## **Dubai International Financial Centre**

The Remarketing Agent has represented and agreed that it has not offered and will not offer the Notes to any person in the Dubai International Financial Centre unless such offer is:

- (a) an “Exempt Offer” in accordance with the Offered Securities Rules of the Dubai Financial Services Authority (the “DFSA”); and
- (b) made only to persons who meet the Professional Client criteria set out in Rule 2.3.2 of the DFSA Conduct of Business Module.

## **Hong Kong**

The Remarketing Agent has represented and agreed that:

- (1) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Notes other than (a) to “professional investors” as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (“SFO”) and any rules made under the Ordinance; or (b) in other circumstances which do not result in the document being an “Offering Memorandum” as defined in the Companies Ordinance (Cap. 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance; and
- (2) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Notes, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Notes which are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” as defined in the SFO and any rules made under that Ordinance.

## **Japan**

The Notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948, as amended) and, accordingly, the Remarketing Agent has undertaken that it will not offer or sell any Notes directly or indirectly, in Japan or to, or for the benefit of, any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities and in effect at the relevant time. For the purposes of this paragraph, “Japanese Person” shall mean any person resident in Japan, including any corporation or other entity organized under the laws of Japan.

## **Qatar**

The Remarketing Agent has represented and agreed that it has not offered, sold or delivered and will not offer, sell, or deliver, directly or indirectly, any Notes in Qatar, except: (a) in compliance with all applicable laws and regulations of Qatar; and (b) through persons or corporate entities authorized and licensed to provide investment advice and/or engage in brokerage activity and/or trade in respect of foreign securities in Qatar.

This Remarketing Circular has not been reviewed or approved by or registered with the Qatar Exchange, the Qatar Central Bank or the Qatar Financial Markets Authority. This Remarketing Circular is strictly private and confidential and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof.

## **Singapore**

This Remarketing Circular has not been registered as an Offering Memorandum with the Monetary Authority of Singapore under the Securities and Futures Act, Cap. 289 of Singapore (the “SFA”) and accordingly, the Notes may not be offered or sold, nor may the Notes be the subject of an invitation for subscription or purchase, nor may this Remarketing Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Notes be circulated or distributed, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or (iii) to any person pursuant to an offer referred to in Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA or otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Notes are subscribed or purchased in reliance on an exemption under Sections 274 or 275 of the SFA, the Notes may not be sold within the period of six months from the date of the initial acquisition of them, except to any of the following persons:

- (a) an institutional investor (as defined in Section 4A of the SFA);
- (b) a relevant person (as defined in Section 275(2) of the SFA); or
- (c) any person pursuant to an offer referred to in Section 275(1A) of the SFA,

unless expressly specified otherwise in Section 276(7) of the SFA or Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore (the “SFR”).

Where the Notes are acquired by persons who are relevant persons specified in Section 276 of the SFA, namely:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or



- (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor; or
- (c) the shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within 6 months after that corporation or that trust has acquired the Notes pursuant to an offer made under Section 275 of the SFA except:
  - (1) to an institutional investor (under Section 274 of the SFA) or to a relevant person as defined in Section 275(2) of the SFA, or any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than \$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets and further for corporations, in accordance with the conditions specified in Section 275(1A) of the SFA;
  - (2) where no consideration is or will be given for the transfer;
  - (3) where the transfer is by operation of law;
  - (4) as specified in Section 276(7) of the SFA; or
  - (5) as specified in Regulation 32 of the SFR.

## **Switzerland**

The Notes may not be publicly offered, sold or advertised, directly or indirectly, in, into or from Switzerland, as such term is used under the Swiss Code of Obligations, and will not be listed on the SIX Swiss Exchange or on any other exchange or regulated trading facility in Switzerland. Neither this Remarketing Circular nor any other offering or marketing material relating to the Notes constitutes an Offering Memorandum as such term is understood pursuant to article 652a or article 1156 of the Swiss Code of Obligations or a listing Offering Memorandum within the meaning of the listing rules of the SIX Swiss Exchange or any other regulated trading facility in Switzerland and neither this Remarketing Circular nor any other offering or marketing material relating to the Notes may be publicly distributed or otherwise made publicly available in Switzerland, as such term is used under the Swiss Code of Obligations.

## **United Arab Emirates (excluding the Dubai International Financial Centre)**

The Remarketing Agent has represented and agreed that the Notes have not been and will not be offered, sold or publicly promoted or advertised by it in the United Arab Emirates other than in compliance with any laws applicable in the United Arab Emirates governing the issue, offering and sale of securities.

The Remarketing Agent has acknowledged that the information contained in this Remarketing Circular does not constitute a public offer of securities in the United Arab Emirates in accordance with the Commercial Companies Law (Federal Law 8 of 1984 (as amended)) or otherwise and is not intended to be a public offer and the information contained in this Remarketing Circular is not intended to lead to the conclusion of any contract of whatsoever nature within the territory of the United Arab Emirates.

## **General**

No action has been taken by the Issuer, the Republic or by the Remarketing Agent that would, or is intended to permit a public offer of the Notes in any country or jurisdiction where any such action for that purpose is required.

Accordingly, the Remarketing Agent has undertaken that it will not, directly or indirectly, offer or sell any Notes or distribute or publish this Remarketing Circular, any form of application, advertisement or other document or information in any country or jurisdiction except under circumstances that will, to the best of its knowledge and belief, result in compliance with any applicable laws and regulations and all offers and sales of Notes by it will be made on the same terms.

Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally settle in three business days, purchasers who wish to trade notes on the date of pricing or the next succeeding business day will be required, by virtue of the fact that the notes initially will settle in T+5, to specify alternative settlement arrangements to prevent a failed settlement.

## **BOOK-ENTRY SETTLEMENT AND CLEARANCE**

### **Global Notes**

The Notes were initially issued on the Issue Date in the form of Certificated Notes delivered to the original holders of the Notes, including the Selling Securityholders, in addition to two registered notes in global form (which are referred to in this Remarketing Circular as Global Notes, in each case, without interest coupons). The Global Notes were issued with a zero balance and with the following restrictions:

- The Remarketed Notes sold to qualified institutional buyers in reliance on Rule 144A under the Securities Act will be represented by one or more Global Notes (are referred to in this Remarketing Circular as the “Restricted Global Notes”); and
- The Remarketed Notes sold in offshore transactions to non-U.S. persons in reliance on Regulation S will be represented by one or more Global Notes (are referred to in this Remarketing Circular as the Regulation S Global Note”).

Upon Remarketing, all Notes surrendered by the Selling Securityholders pursuant to the Remarketing Agreement will be delivered to the Trustee for cancellation, and the Global Notes will be upsized to reflect the aggregate principal amount of the Remarketing and deposited with the common depository and registered in the nominee name of the common depository for Euroclear and Clearstream.

Ownership of beneficial interests in each Global Note will be limited to persons who either have accounts with Euroclear (are referred to in this Remarketing Circular as the “Euroclear participants”) or persons who have account” with Clearstream (are referred to in this Remarketing Circular as the “Clearstream participants”) or to persons who hold interests through Euroclear participants or Clearstream participants. The Issuer and the Guarantor expect that under procedures established by Euroclear:

- upon deposit of each Global Note with the common depository, Euroclear or Clearstream will credit portions of the principal amount of the Global Note to the accounts of the Euroclear or Clearstream participants designated by the Remarketing Agent; and
- ownership of beneficial interests in each Global Note will be shown on, and transfer of ownership of those interests will be effected only through, records maintained by Euroclear (with respect to interests of Euroclear participants) or Clearstream (with respect to interests of Clearstream participants) and the records of Euroclear or Clearstream participants (with respect to other owners of beneficial interests in each Global Note).

Investors may hold their interests in the Regulation S Global Note directly through Euroclear or Clearstream, Luxembourg, if they are participants in those systems, or indirectly through organizations that are participants in those systems. Investors may also hold their interests in the Regulation S Global Note through organizations other than Euroclear or Clearstream, Luxembourg that are Euroclear participants. The Bank of New York Mellon, London Branch will act as the common depository for the interests in the Regulation S Global Note.

Beneficial interests in the Global Notes may not be exchanged for Notes in physical certificated form except in the limited circumstances described below.

Each Global Note and beneficial interests in each Global Note will be subject to restrictions on transfer as described under “Transfer Restrictions.”

### **Exchanges between the Global Notes**

Beneficial interests in one Global Note may generally be exchanged for interests in another Global Note. Depending on whether the transfer is being made during or after the 40-day restricted period, and to which Global

Note the transfer is being made, the Issuer or Trustee may require the seller to provide certain written certifications in the form provided in the Indenture (as defined in “Description of the Notes and the Guarantee”).

A beneficial interest in a Global Note that is transferred to a person who takes delivery through another Global Note will, upon transfer, become subject to any transfer restrictions and other procedures applicable to beneficial interests in the other Global Note.

### **Book-Entry Procedures for the Global Notes**

Upon the Remarketing, all interests in the Global Notes will be subject to the operations and procedures of Euroclear and, if applicable, Clearstream, Luxembourg. The Issuer and the Guarantor provide the following summaries of those operations and procedures solely for the convenience of investors. The operations and procedures of each settlement system are controlled by that settlement system and may be changed at any time. None of the Issuer, the Guarantor, the Trustee, any agent or the Remarketing Agent is responsible for those operations or procedures.

Euroclear was created to hold securities for its participants and to facilitate the clearance and settlement of securities transactions between its participants through electronic book-entry changes to the accounts of its participants. Euroclear’s participants include securities brokers and dealers, including the Remarketing Agent; banks and trust companies; clearing corporations; and other organizations. Indirect access to Euroclear’s system is also available to others such as banks, brokers, dealers and trust companies; these indirect participants clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly. Investors who are not Euroclear participants may beneficially own securities held by or on behalf of Euroclear only through Euroclear participants or indirect participants in Euroclear.

So long as the depositary is the registered owner of a Global Note, that depositary will be considered the sole owner or holder of the Remarketed Notes represented by that Global Note for all purposes under the Indenture. Except as provided below, owners of beneficial interests in a Global Note:

- will not be entitled to have Remarketed Notes represented by the Global Note registered in their names;
- will not receive or be entitled to receive physical, certificated notes; and
- will not be considered the owners or holders of the Notes under the Indenture for any purpose, including with respect to the giving of any direction, instruction or approval to the Trustee under the Indenture.

As a result, each investor who owns a beneficial interest in a Global Note must rely on the procedures of Euroclear to exercise any rights of a holder of Remarketed Notes under the Indenture (and, if the investor is not a participant or an indirect participant in Euroclear, on the procedures of the Euroclear participant through which the investor owns its interest in the Notes).

Payments of principal and interest with respect to the Remarketed Notes represented by a Global Note will be made by the Trustee to the common depositary as the registered holder of the Global Note. None of the Issuer, the Republic or the Trustee will have any responsibility or liability for the payment of amounts to owners of beneficial interests in a Global Note, for any aspect of the records relating to or payments made on account of those interests by Euroclear, or for maintaining, supervising or reviewing any records of Euroclear relating to those interests.

Payments by participants and indirect participants in Euroclear to the owners of beneficial interests in a Global Note will be governed by standing instructions and customary industry practice and will be the responsibility of those participants or indirect participants and Euroclear.

Transfers between participants in Euroclear will be effected under Euroclear's procedures and will be settled in same-day funds. Transfers between participants in Clearstream, Luxembourg will be effected in the ordinary way under the rules and operating procedures of those systems.

Cross-market transfers between Euroclear participants, on the one hand, and participants in Clearstream, Luxembourg, on the other hand, will be effected within Euroclear through the Euroclear participants that are acting as depositaries for Clearstream, Luxembourg. To deliver or receive an interest in a Global Note held in a Clearstream, Luxembourg account, an investor must send transfer instructions to Clearstream, Luxembourg, as the case may be, under the rules and procedures of that system and within the established deadlines of that system. If the transaction meets its settlement requirements, Clearstream, Luxembourg, as the case may be, will send instructions to its Euroclear depositary to take action to effect final settlement by delivering or receiving interests in the relevant Global Notes in Euroclear, and making or receiving payment under normal procedures for same-day funds settlement applicable to Euroclear. Clearstream, Luxembourg participants may not deliver instructions directly to the Euroclear depositaries that are acting for Clearstream, Luxembourg.

Euroclear and Clearstream, Luxembourg have agreed to the above procedures to facilitate transfers of interests in the Global Notes among participants in those settlement systems. However, the settlement systems are not obligated to perform these procedures and may discontinue or change these procedures at any time. Neither the Republic nor the Trustee nor any paying agent will have any responsibility for the performance by, Euroclear or Clearstream, Luxembourg or their participants or indirect participants of their obligations under the rules and procedures governing their operations.

### **Certificated Notes**

Certificated Notes were issued to the original holders on the Issue Date. Upon the Remarketing, Selling Securityholders participating in the Remarketing will surrender their Certificated Notes to the Transfer Agent for cancellation. Notes in physical, certificated form will be issued and delivered with respect to Remarketed Notes to each person that Euroclear or Clearstream identifies as a beneficial owner of the related Notes only if:

- the depositary notifies the Republic at any time that it is unwilling or unable to continue as depositary for the Global Notes and a successor depositary is not appointed within 90 days;
- Euroclear or Clearstream ceases to be registered as a clearing agency under the U.S. Securities Exchange Act of 1934 and a successor depositary is not appointed within 90 days; or
- the Trustee receives a notice from the registered holder of the Global Note requesting exchange of a specified amount for individual note certificates following a failure to pay at maturity or upon acceleration of any Note.

## TRANSFER RESTRICTIONS

The Notes are subject to the following restrictions on transfer. By purchasing Remarketed Notes, each prospective investor will be deemed to have made the following acknowledgments, representations to and agreements with the Issuer, the Guarantor and the Remarketing Agent:

(1) Each prospective investor acknowledges that:

- the Remarketed Notes have not been registered under the Securities Act or any other securities laws and are being offered for resale in transactions that do not require registration under the Securities Act or any other securities laws; and
- unless so registered, the Remarketed Notes may not be offered, sold or otherwise transferred except under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act or any other applicable securities laws, and in each case in compliance with the conditions for transfer set forth in paragraph (4) below.

(2) Each prospective investor represents that it is not an affiliate (as defined in Rule 144 under the Securities Act) of the Issuer and the Guarantor, that it is not acting on the Issuer's or the Guarantor's behalf and that either:

- it is a qualified institutional buyer (as defined in Rule 144A) and is purchasing Remarketed Notes for its own account or for the account of another qualified institutional buyer, and it is aware that the Remarketing Agent is selling the Remarketed Notes to it in reliance on Rule 144A; or
- it is not a U.S. person (as defined in Regulation S under the Securities Act) or purchasing for the account or benefit of a U.S. person, other than a distributor, and it is purchasing Remarketed Notes in an offshore transaction in accordance with Regulation S.

(3) Each prospective investor acknowledges that none of the Issuer, the Guarantor or the Remarketing Agent nor any person representing the Issuer, the Guarantor or the Remarketing Agent has made any representation to such prospective investor with respect to the Issuer or the Guarantor or the offering of the Remarketed Notes, other than the information contained in this Remarketing Circular. Each prospective investor represents that it is relying only on this Remarketing Circular in making its investment decision with respect to the Remarketed Notes. Each prospective investor agrees that it has had access to such information concerning the Issuer, the Guarantor and the Remarketed Notes as it has deemed necessary in connection with its decision to purchase Remarketed Notes, including an opportunity to ask questions of and request information from the Republic.

(4) Each prospective investor represents that it is purchasing Remarketed Notes for its own account, or for one or more investor accounts for which it is acting as a fiduciary or agent, in each case not with a view to, or for offer or sale in connection with, any distribution of the Remarketed Notes in violation of the Securities Act, subject to any requirement of law that the disposition of its property or the property of that investor account or accounts be at all times within its or their control and subject to its or their ability to resell the Remarketed Notes pursuant to Rule 144A or any other available exemption from the registration requirements of the Securities Act. Each prospective investor agrees on its own behalf and on behalf of any investor account for which it is purchasing Remarketed Notes, and each subsequent holder of the Remarketed Notes by its acceptance of the Remarketed Notes will agree, that until the end of the applicable resale restriction period pursuant to Regulation S or Rule 144, the Remarketed Notes may be offered, sold or otherwise transferred only:

- (a) to the Issuer or the Guarantor;
- (b) under a registration statement that has been declared effective under the Securities Act;

(c) for so long as the Remarketed Notes are eligible for resale under Rule 144A, to a person whom the seller reasonably believes is a qualified institutional buyer that is purchasing for its own account or for the account of another qualified institutional buyer and to whom it has given notice that the transfer is being made in reliance on Rule 144A;

(d) pursuant to Regulation S; or

(e) under any other available exemption from the registration requirements of the Securities Act;

subject in each of the above cases to any requirement of law that the disposition of the seller's property or the property of an investor account or accounts be at all times within the seller or such account's control.

Each prospective investor also acknowledges that:

- the Issuer, the Guarantor and the Trustee reserve the right to require, in connection with any offer, sale or other transfer of Notes before the applicable resale restriction period ends pursuant to Regulation S or Rule 144 under clauses (d) and (e) above, the delivery of an opinion of counsel, certifications and/or other information satisfactory to the Issuer, the Guarantor and the Trustee;
- Notes (other than those issued outside the United States pursuant to Regulation S) will, until the expiration of one year from the original issuance date of the Notes (or such other date as specified in Rule 144 or as specified in another applicable exemption under the Securities Act), unless otherwise agreed by Petroamazonas and the holder thereof, bear a legend substantially to the following effect:

THIS NOTE (OR ITS PREDECESSOR) AND THE GUARANTEE WERE ORIGINALLY ISSUED IN A TRANSACTION NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND THIS NOTE AND THE GUARANTEE MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED IN THE ABSENCE OF REGISTRATION OR AN APPLICABLE EXEMPTION THEREFROM. EACH PURCHASER OF THIS NOTE IS HEREBY NOTIFIED THAT THE SELLER OF THIS NOTE MAY BE RELYING ON THE EXEMPTION FROM THE PROVISIONS OF SECTION 5 OF THE SECURITIES ACT PROVIDED BY RULE 144A THEREUNDER.

THE HOLDER OF THIS NOTE AGREES FOR THE BENEFIT OF THE ISSUER AND THE GUARANTOR THAT (A) THIS NOTE MAY BE OFFERED, RESOLD, PLEDGED OR OTHERWISE TRANSFERRED, ONLY (I) TO THE ISSUER OF THIS NOTE, (II) IN THE UNITED STATES TO A PERSON WHOM THE SELLER REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER (AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT) IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A, (III) OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 AND RULE 904 UNDER THE SECURITIES ACT, (IV) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE) OR (V) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT, IN EACH OF CASES (II) THROUGH (V) IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, AND (B) THE HOLDER WILL, AND EACH SUBSEQUENT HOLDER IS REQUIRED TO, NOTIFY ANY PURCHASER OF THIS NOTE FROM IT OF THE RESALE RESTRICTIONS REFERRED TO IN (A) ABOVE.

BY ACCEPTANCE OF THIS NOTE BEARING THE ABOVE LEGEND, WHETHER UPON ORIGINAL ISSUANCE OR SUBSEQUENT TRANSFER, EACH HOLDER OF THIS NOTE ACKNOWLEDGES THE RESTRICTIONS ON THE TRANSFER OF THESE NOTES SET FORTH ABOVE AND AGREES THAT IT SHALL TRANSFER THIS NOTE ONLY AS PROVIDED HEREIN AND IN THE INDENTURE.

THE FOREGOING LEGEND MAY BE REMOVED FROM THIS NOTE ON SATISFACTION OF THE CONDITIONS SPECIFIED IN THE INDENTURE.

- Notes issued outside the United States pursuant to Regulation S will, unless otherwise agreed by Petroamazonas and the holder thereof, bear a legend substantially to the following effect:

THIS NOTE AND THE GUARANTEE HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE “SECURITIES ACT”), OR WITH ANY SECURITIES REGULATORY AUTHORITY IN ANY JURISDICTION AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS EXCEPT IN ACCORDANCE WITH THE INDENTURE AND PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT.

Each prospective investor acknowledges that the Issuer, the Guarantor, the Trustee, any agent, the Remarketing Agent and others will rely upon the truth and accuracy of the above acknowledgments, representations and agreements. Each prospective investor agrees that if any of the acknowledgments, representations or agreements such prospective investor is deemed to have made by its purchase of Notes is no longer accurate, it will promptly notify the Issuer, the Guarantor and the Remarketing Agent. If any prospective investor is purchasing any Notes as a fiduciary or agent for one or more investor accounts, such prospective investor represents that it has sole investment discretion with respect to each of those accounts and that it has full power to make the above acknowledgments, representations and agreements on behalf of each account.



## **TAXATION**

### **Ecuador Taxation**

The following is a general discussion of Ecuadorian tax considerations. The discussion is based upon the tax laws of Ecuador as in effect on the date of this Remarketing Circular, which are subject to change. Prospective investors should consult their own tax advisors with respect to Ecuadorian tax consequences of the investment. This summary does not discuss the effects of any treaties that may be entered into by, or be effective with respect to, Ecuador.

All payments of principal and interest for the Notes offered for sale pursuant to this Remarketing Circular and accepted by the Republic, and any gains made by a holder from such sale, will be exempt from any Ecuadorian income tax, including withholding tax, if the holder is a foreign holder, i.e.:

- the holder is an individual and is not resident in the Republic for tax purposes; or
- the holder is a non-Ecuadorian entity that does not hold the Notes through a permanent establishment or fixed base in the Republic.

There are no Ecuadorian stamp, registration or similar taxes payable by a foreign holder in connection with offers or sales of Notes pursuant to this Remarketing Circular.

### **United States Federal Income Taxation**

#### **Generally**

The following summary of certain material U.S. federal income tax consequences to original purchasers of the Notes of the purchase, ownership and disposition of the Notes is based upon existing U.S. federal income tax laws, which are subject to change, possibly with retroactive effect. No assurances can be given that any changes in these laws or authorities will not affect the accuracy of the discussions set forth in this summary. The Republic has not sought any ruling from the U.S. Internal Revenue Service (the “IRS”) with respect to the statements made and the conclusions reached in this discussion, and there can be no assurance that the IRS will agree with all of such statements and conclusions.

This summary does not purport to discuss all aspects of U.S. federal income taxation that may be relevant to a particular investor in light of that investor’s individual circumstances, such as investors whose functional currency is not the U.S. dollar or certain types of investors subject to special tax rules (*e.g.*, financial institutions, insurance companies, dealers in securities or currencies, certain securities traders, regulated investment companies, pension plans, tax-exempt organizations and investors holding Notes as a position in a “straddle,” “conversion transaction,” or “constructive sale” transaction). In addition, this summary does not discuss any non-U.S., state, or local tax considerations. This summary only applies to investors that hold Notes as “capital assets” (generally, property held for investment) within the meaning of the U.S. Internal Revenue Code of 1986, as amended (the “Code”).

For purposes of this summary, the term “U.S. Holder” means a beneficial owner of a Note who is, for U.S. federal income tax purposes, an individual who is a citizen or resident of the United States; a corporation (including an entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state of the United States or the District of Columbia; an estate whose income is subject to U.S. federal income tax regardless of its source; or a trust if a court within the United States is able to exercise primary supervision over the administration of the trust and one or more “United States persons,” as defined for U.S. federal income tax purposes, have the authority to control all substantial decisions of the trust or the trust was in existence on August 20, 1996 and has in effect a valid election to be treated as a United States person. If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) holds the Notes, the tax treatment of a partner in such partnership will generally depend upon the status of the partner and the activities of

the partnership. As used herein, the term “non U.S. Holder” means a beneficial owner of a Note that is not a U.S. Holder for U.S. federal income tax purposes.

**Prospective purchasers of Notes should consult their own tax advisors concerning the U.S. federal income tax consequences of the purchase, ownership and disposition of Notes in light of their particular circumstances, as well as the effect of any relevant state, local, foreign or other tax laws.**

## **U.S. Holders**

### ***Payments of Interest and Additional Amounts***

Payments of interest on a Note generally will be taxable to a U.S. Holder as ordinary interest income at the time they are received or accrued, depending on the U.S. Holder’s regular method of tax accounting. In addition to interest on a Note, a U.S. Holder will be required to include any tax withheld from the interest payment as ordinary interest income, even though such holder did not in fact receive it, and any Additional Amounts paid in respect of such tax withheld.

Interest (and any Additional Amounts) on the Notes will constitute income from sources outside the United States. Under the foreign tax credit rules, that interest generally will be classified as “passive category income” (or, in certain cases, as “general category income”), which may be relevant in computing the foreign tax credit allowable to a U.S. Holder under the U.S. federal income tax laws.

### ***Sale, Exchange, Retirement or Other Taxable Disposition of a Note***

A U.S. Holder generally will recognize gain or loss upon the sale, exchange, retirement or other taxable disposition of a Note (including payments as a result of an acceleration) in an amount equal to the difference between the amount realized upon that sale, exchange, retirement or other taxable disposition (other than amounts representing accrued and unpaid interest, which will be taxed as such to the extent not previously included in income) and the U.S. Holder’s adjusted tax basis in the Note. The amount realized is the sum of cash plus the fair market value of any property received upon the sale, exchange, retirement or other taxable disposition of a Note. A U.S. Holder’s adjusted tax basis in a Note generally will equal the U.S. Holder’s initial purchase price for the Note, increased by any market discount that such U.S. Holder elects to include in income over the life of the Note, as described below under “Market Discount.” Except as stated below under “Market Discount,” gain or loss generally will be capital, and will be long-term gain or loss if the Note is held for more than one year. The ability of a U.S. Holder to offset capital losses against ordinary income is limited. Any capital gain or loss recognized on the sale, exchange, retirement or other taxable disposition of a Note generally will be treated as income or loss from sources within the United States for foreign tax credit limitation purposes. Therefore, U.S. Holders may not be able to claim a credit for any Ecuadorian tax imposed upon a disposition of a Note unless (subject to special limits) such holder has other income from foreign sources and certain other requirements are met.

### ***Market Discount***

A U.S. Holder will be treated as if it purchased a Note at a market discount in the secondary market, and such Note will be a market discount Note, if its stated redemption price at maturity exceeds the price paid by such U.S. Holder by an amount equal to or greater than  $\frac{1}{4}$  of 1% of such Note’s stated redemption price at maturity, multiplied by the number of complete years to the Note’s maturity.

If a Note’s stated redemption price at maturity exceeds the price paid by a U.S. Holder for such Note by less than  $\frac{1}{4}$  of 1% multiplied by the number of complete years to the Security’s maturity, the excess constitutes *de minimis* market discount, and the rules discussed below are not applicable to the U.S. Holder.

A U.S. Holder must treat any gain recognized on the maturity or disposition of a market discount Note as ordinary income to the extent of the accrued market discount on such Note. Market discount is accrued on a Note on a straight-line basis unless the U.S. Holder elects to accrue market discount using a constant-yield method. If a U.S.

Holder makes this election, it will apply only to the Note with respect to which it is made and the U.S. Holder may not revoke it.

Alternatively, a U.S. Holder may elect to include market discount in income currently over the life of the Note. If a U.S. Holder makes this election, it will apply to all debt instruments with market discount that such U.S. Holder acquires on or after the first day of the first taxable year to which the election applies. The U.S. Holder may not revoke this election without the consent of the Internal Revenue Service. If a U.S. Holder owns a market discount Note and does not make this election, such U.S. Holder will generally be required to defer deductions for interest on borrowings allocable to a Note in an amount not exceeding the accrued market discount on such Note until the maturity or disposition of such Note.

### ***Medicare Tax***

A U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, will be subject to a 3.8% tax on the lesser of (i) the U.S. Holder's "net investment income" (or, in the case of an estate or trust, the "undistributed net investment income") for the relevant taxable year and (ii) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals will be between U.S.\$125,000 and U.S.\$250,000, depending on the individual's circumstances). A U.S. Holder's net investment income generally will include its interest income and its net gains from the disposition of a Note, unless such interest income or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities).

### ***Information with Respect to Foreign Financial Assets***

U.S. resident individuals and certain closely held corporations that hold "specified foreign financial assets" with an aggregate value in excess of certain thresholds (which in the case of an unmarried individual will be U.S.\$50,000 on the last day of the taxable year, or U.S.\$75,000 at any time during the taxable year) generally will be required to file information reports with respect to such assets with their U.S. federal income tax returns. Depending on the holder's circumstances, higher threshold amounts may apply. "Specified foreign financial assets" include any financial accounts maintained by foreign financial institutions, as well as any of the following, but only if they are not held in accounts maintained by certain financial institutions: (i) stocks and securities issued by non-U.S. persons, (ii) financial instruments and contracts held for investment that have non-U.S. issuers or counterparties and (iii) interests in non-U.S. entities. The Notes may be treated as specified foreign financial assets and U.S. Holders may be subject to this information reporting regime. Failure to file information reports may subject U.S. Holders to penalties. U.S. Holders should consult their own tax advisors regarding their obligation to file information reports with respect to the Notes.

### ***Non-U.S. Holders***

#### ***Payments of Interest and Additional Amounts***

Subject to the discussion below of backup withholding, payments of interest and any Additional Amounts on the Notes generally are not subject to U.S. federal income tax, including withholding tax, if paid to a "non-U.S. Holder," as defined above, unless the interest is effectively connected with such non-U.S. Holder's conduct of a trade or business within the United States (and, if an income tax treaty applies, the interest is attributable to a permanent establishment maintained by such non-U.S. Holder within the United States). In that case, the non-U.S. Holder generally will be subject to U.S. federal income tax in respect of such interest in the same manner as a U.S. Holder, as described above. A non-U.S. Holder that is a corporation may, in certain circumstances, also be subject to an additional "branch profits tax" in respect of any such effectively connected interest income currently imposed at a 30% rate (or, if attributable to a permanent establishment maintained by such non-U.S. Holder within the United States, a lower rate under an applicable tax treaty).

### ***Sale, Exchange, Retirement or Other Taxable Disposition of a Note***

Subject to the discussion below of backup withholding, a non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain realized on the sale, exchange, retirement or other taxable disposition of a Note unless: (1) the gain is effectively connected with the conduct by such non-U.S. Holder of a trade or business within the United States (or, if an income tax treaty applies, the gain is attributable to a permanent establishment in the United States), or (2) such non-U.S. Holder is a nonresident alien individual, who is present in the United States for 183 or more days in the taxable year of the disposition and certain other conditions are met. Non-U.S. Holders who are described under (1) above generally will be subject to U.S. federal income tax on such gain in the same manner as a U.S. Holder (including with respect to market discount Notes as described above under “U.S. Holders – Market Discount”) and, if the non-U.S. Holder is a foreign corporation, such holder may also be subject to the branch profits tax as described above under “Payments of Interest or Additional Amounts.” Non-U.S. Holders described under (2) above generally will be subject to a flat 30% tax on the gain derived from the sale, exchange, retirement or other taxable disposition of Notes, which may be offset by certain U.S. capital losses (notwithstanding the fact that such holder is not considered a U.S. resident for U.S. federal income tax purposes). Any amount attributable to accrued but unpaid interest on the Notes generally will be treated in the same manner as payments of interest, as described above under “—Payments of Interest and Additional Amounts.”

### **Backup Withholding and Information Reporting**

In general, information reporting requirements will apply to payments of principal of and interest and any Additional Amounts on the Notes to non-corporate U.S. Holders if such payments are made within the United States or by or through a custodian or nominee that is a “U.S. Controlled Person,” as defined below. Backup withholding will apply to such payments if a U.S. Holder fails to provide an accurate taxpayer identification number or, in the case of interest payments and the accrual of interest, fails to certify that it is not subject to backup withholding or is notified by the IRS that it has failed to report all interest and dividends required to be shown on its U.S. federal income tax returns.

Non-U.S. Holders are generally exempt from these withholding and reporting requirements (assuming that the gain or income is otherwise exempt from U.S. federal income tax), but such non-U.S. Holders may be required to comply with certification and identification procedures in order to prove their exemption. If a non-U.S. Holder holds a Note through a foreign partnership, these certification procedures would generally be applied to such holder as a partner. The payment of proceeds of a sale or redemption of Notes effected at the U.S. office of a broker generally will be subject to the information reporting and backup withholding rules, unless such non-U.S. Holder establishes an exemption. In addition, the information reporting rules will apply to payments of proceeds of a sale or redemption effected at a non-U.S. office of a broker that is a U.S. Controlled Person, as defined below, unless the broker has documentary evidence that the holder or beneficial owner is not a U.S. Holder (and has no actual knowledge or reason to know to the contrary) or the holder or beneficial owner otherwise establishes an exemption.

As used herein, the term “U.S. Controlled Person” means:

- a “United States person;”
- a controlled foreign corporation for U.S. federal income tax purposes;
- a non-U.S. person 50% or more of whose gross income is derived for tax purposes from the conduct of a U.S. trade or business for a specified three-year period; or
- a non-U.S. partnership in which United States persons hold more than 50% of the income or capital interests or which is engaged in the conduct of a U.S. trade or business.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a holder of a Note generally will be allowed as a refund or a credit against the holder’s U.S. federal income tax liability as long as the holder provides the required information to the IRS in a timely manner.

## VALIDITY OF THE NOTES

The validity of the Notes will be passed upon on behalf of the Issuer by the *Gerente General of Petroamazonas*, Ecuadorian counsel to the Issuer, on behalf of the Guarantor by the *Coordinador General Jurídico of the Ministry of Finance of the Republic*, Ecuadorian counsel to the Guarantor, and by Hogan Lovells US LLP, U.S. counsel to the Issuer and the Guarantor. The validity of the Notes will be passed upon on behalf of the Remarketing Agent by Pérez Bustamante & Ponce, Ecuadorian counsel to the Remarketing Agent, and by Clifford Chance US LLP, U.S. counsel to the Remarketing Agent. As to all matters of Ecuadorian law, Hogan Lovells US LLP will rely on the opinion of the *Coordinador General Jurídico of the Ministry of Finance of the Republic* and on the opinion of the *Gerente General of Petroamazonas*, and Clifford Chance US LLP will rely upon the opinion of Pérez Bustamante & Ponce.

In connection with the issuance of the Notes, the Attorney General has issued a “Pronouncement” in relation to each of the Indenture and the Notes and will issue a Pronouncement in relation to the Remarketing Agreement which constitute the required authorizations for the Ministry of Finance to agree to the laws of the State of New York as the governing law of the Indenture, the Notes, and the Remarketing Agreement, as well as the submission to arbitration provisions set out therein.

Local counsel to the Remarketing Agent has confirmed that the provision of the legal opinions from the *Gerente General of Petroamazonas* and from the *Coordinador General Jurídico* of the Ministry of Finance as well as the Pronouncement from the *Coordinador General Jurídico* of the Ministry of Finance are fully compliant from an Ecuadorian law perspective.

## GENERAL INFORMATION

1. The Regulation S Global Note and the Restricted Global Note have been accepted for clearance and settlement through Euroclear and Clearstream, Luxembourg. The common codes for the Regulation S Global Note and the Restricted Global Note are 15849576 and 158499584, respectively, and the International Securities Identification Numbers for the Regulation S Global Note and the Restricted Global Note are XS1584995762 and XS1584995846, respectively.

2. The Issuer and the Guarantor have obtained all necessary consents, approvals and authorizations in the Republic of Ecuador in connection with the issue and performance of the Notes. The issue of the Notes was authorized by Issuer's Acta No DIR-PAM-EP-001-20017 dated February 13, 2017. The Guarantee of the Notes was authorized by the Guarantor's Debt and Finance Committee under the Acta Resolutiva No. 0004 dated February 15, 2014.

3. The Issuer is involved in certain litigation proceedings. See "Business—Overview—Legal Proceedings." The Guarantor is involved in certain litigation and administrative arbitration proceedings. See "Legal Proceedings."

4. On November 23, 2016, Moody's Investors Service affirmed the Republic's long-term Government bond ratings at "B3" with a "stable outlook." On September 30, 2016, Standard & Poor's Ratings Services affirmed the Republic's foreign long-term issuer rating at "B" with a "stable outlook." On September 6, 2016, the Republic's long-term foreign currency issuer default rating by Fitch Ratings was affirmed at "B," but the rating outlook was revised from "stable" to "negative."

Ratings are not a recommendation to purchase, hold or sell securities and may be changed, suspended or withdrawn at any time. The Issuer's and the Guarantor's current ratings and the rating outlooks currently assigned to the Issuer or the Guarantor, as the case may be, are dependent upon economic conditions and other factors affecting credit risk that are outside the control of the Issuer and the Guarantor (as applicable). Any adverse change in Issuer's or the Republic's credit ratings could adversely affect the trading price for the Notes. Each rating should be evaluated independently of the others. Detailed explanations of the ratings may be obtained from the rating agencies.

5. Application has been made to the Irish Stock Exchange plc (the "**Irish Stock Exchange**") for the Remarketed Notes to be admitted to the Official List (the "**Official List**") and to trading on the Global Exchange Market of the Irish Stock Exchange (the "Global Exchange Market"). This Remarketing Circular constitutes listing particulars for the purpose of this application and has been approved by the Irish Stock Exchange.

6. Copies of the following documents may be obtained, free of charge, in physical form at 75 St. Stephen's Green, Dublin 2, Ireland (Maples and Calder) so long as any of the Remarketed Notes are listed on the Irish Stock Exchange:

- (a) the Indenture incorporating the forms of Global Notes;
- (b) this Remarketing Circular;
- (c) copies of the 2008 Constitution, and the Legislative Decrees of the Guarantor referred to in paragraph 2 above (in Spanish);
- (d) Executive Decree No. 314, dated April 6, 2010, pursuant to which the Ecuadorian government establishes Petroamazonas as a public company organized under the laws of Ecuador.
- (e) copies of the Republic's consolidated public sector fiscal accounts for the last 2 calendar years (as and when available in English); and
- (f) the Guarantor's budget for the current year.

7. Since March 31, 2017, save as described in the sections “The Ecuadorian Economy”, “Public Sector Finances”, “Public Debt” and “Balance of Payments and Foreign Trade”, there has been no significant change in Ecuador’s: (a) tax and budgetary systems; (b) gross public debt or the maturity structure or currency of its outstanding debt and debt payment record; (c) foreign trade and balance of payment figures; (d) foreign exchange reserves including any potential encumbrances to such foreign exchange reserves as forward contracts or derivatives; (e) financial position and resources including liquid deposits available in domestic currency; and (f) income and expenditure figures.

8. Save as disclosed in “Legal Proceedings,” and “Business Overview— Legal Proceedings”, neither of the Issuer and the Guarantor have been involved in any Governmental, legal or arbitration proceedings during the 12 months preceding the date of this Remarketing Circular, which may have or have had in the recent past, a significant effect on the financial positions or profitability of the Issuer or the financial position of the Guarantor, nor, so far as the Issuer and Guarantor are aware, are any such Governmental, legal or arbitration proceedings involving the Issuer and Guarantor pending or threatened.

9. The Issuer’s identification number for taxation purposes (*Registro Unico de Contribuyentes*) is 1768153880001.

10. The business address of the Directors of the Issuer is Av. 6 de Diciembre N34-290 y Gaspar Cañero, Edificio Villafuerte, Quito, Ecuador.

11. The Remarketed Notes will be cleared through the facilities of Euroclear and Clearstream. Certain trading information with respect to the Remarketed Notes is set forth below.

ISIN

Rule 144A Remarketed Notes

XS1584995846

Regulation S Remarketed Notes

XS1584995762

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**ISSUER**

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**La Empresa Pública de Exploración y Explotación de  
Hidrocarburos PetroAmazonas EP**

**U.S.\$315,339,980  
4.625% Notes due 2020**  
unconditionally and irrevocably guaranteed by



**The Republic of Ecuador**

***Remarketing Agent and Initial Purchaser***  
**Citigroup**

**Remarketing Circular**  
**May 16, 2017**