

PEREZ BUSTAMANTE & PONCE

ABOGADOS

8 8 DIC 2009

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PROTOCOLIZACIÓN

Fecha: 30 XII 2009 Di 2 copias
Eduardo Humberto Navas D.
Quito - Ecuador

Señor Notario:

De conformidad con el numeral 2 del artículo 18 de la Ley Notarial, sírvase protocolizar los documentos que acompañó, relativos al Certificado de Accionistas y Poder Especial que otorga la compañía The Clorox International Company a favor de la compañía PBP Representaciones Cía. Ltda.

Se servirá conferirme dos copias certificadas de esta protocolización.

Quito, 28 de diciembre de 2.009.

Muy atentamente,

Edgar Acosta G.

Matrícula C.A.P. No. 3.076

State of California



SECRETARY OF STATE

Requested for use in Ecuador.

Not for use within the United States of America.

The purpose of the Apostille is to certify the authenticity of the signature of the official signing the document, the capacity in which the official signing the document has acted, and, where appropriate, the identity of the seal or stamp

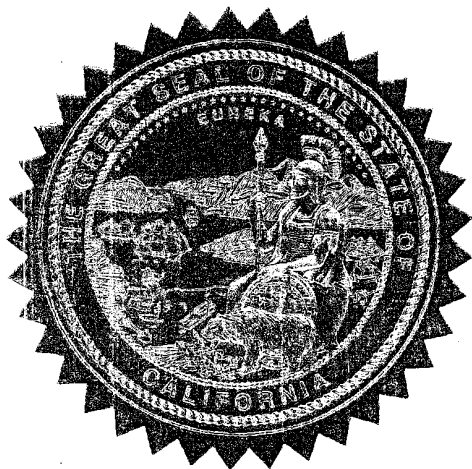
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: *United States of America*
This public document
2. *has been signed by Pam A. Madix*
3. *acting in the capacity of Notary Public, State of California*
4. *bears the seal/stamp of Pam A. Madix, Notary Public,*
State of California

CERTIFIED

5. *At Sacramento, California*
6. *the 10th day of December 2009*
7. *by Deputy Secretary of State, State of California*
8. *No. 759637*
9. *Seal/Stamp:*



10. Signature

Jana Bowen
Secretary of State

BY

[Signature]



OSP 06 99602

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT



State of California

County of Alameda

December 8, 2009

before me,

Pam A. Madix, Notary Public

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

Personally appeared

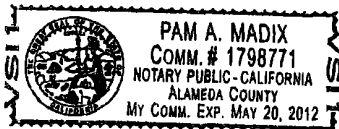
Susan Sanders

Name(s) of Signer(s)

do proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Pam A. Madix
Signature of Notary Public

OPTIONAL

Although the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Type or Type of Document: Poder Especial for Ecuador (in Spanish with English translation attached)

Document Date: Not dated

Number of Pages: 2

Signer(s) Other Than Named Above: None

Signer's Name: Susan Sanders

Individual

Corporate Officer

Title(s): Asistente Secretaria/ Assistant Secretary/

Partner - ☐ Limited ☐ General

Attorney-in-Fact

Trustee

Guardian or Conservator

Other:

Signer's Name:

☐ Individual

☐ Corporate Officer

Title(s):

☐ Partner - ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other:

RIGHT
THUMBPRINT
OF SIGNER

Top of thumb here

RIGHT
THUMBPRINT
OF SIGNER

Top of thumb here

Signer Is Representing:

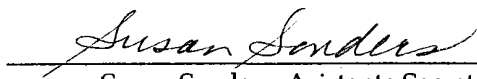
Signer Is Representing:

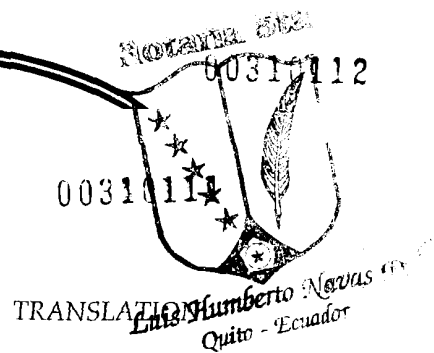
Clorox International Company

PODER ESPECIAL

The Clorox International Company, en adelante llamada "la Compañía", por medio del presente instrumento designa, constituye y nombra a PBP Representaciones Cia. Ltda, como Apoderado Especial de la Compañía, con poder amplio y suficiente para realizar en nombre y representación de la Compañía todos los actos necesarios para dar cumplimiento a las disposiciones de la Ley No. 0, publicada en Registro Oficial 591 de 15 de Mayo del 2009. El Apoderado Especial podrá:

- 1) Realizar, a nombre y en representación de la Compañía, todos los actos y procedimientos jurídicos requeridos dentro del territorio del Ecuador, para asegurar el cumplimiento de las leyes locales en relación con su calidad de accionista de Clorox del Ecuador S.A-ECUACLOROX
- 2) Realizar y perfeccionar todos los actos societarios pertinentes, inclusive la participación en Juntas Generales de Socios, tanto ordinarias como extraordinarias y universales de Clorox del Ecuador S.A-ECUACLOROX
- 3) Los mandantes podrán ejercer las facultades contenidas en este poder por sí mismas, sin que por tal motivo se entienda que el poder ha sido revocado. La ausencia temporal o definitiva de los mandatarios del país no dará por terminada la delegación del poder que hubieran otorgado los mandantes de conformidad con este instrumento.
- 4) Este poder podrá terminar por voluntad del mandante o renuncia del mandatario y en los demás casos previstos en la ley y de conformidad con lo que ésta dispone.

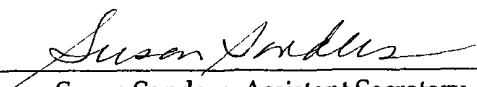

Susan Sanders, Asistente Secretaria
for The Clorox International Company



SPECIAL POWER OF ATTORNEY

The Clorox International Company, hereinafter the "Company", by these presents does hereby make, constitute and appoint PBP Representaciones Cia. Ltda domiciled in Quito-Ecuador, the special attorney-in-fact of the Company with ample and sufficient power-of-attorney to do the following acts on behalf of the Company and in the Company's name necessary to comply with the provisions of the unnumbered law published in Official Register No. 591 dated May 15, 2009. The special attorney-in-fact shall:

- 1) Perform on behalf and in representation of the Company any and all actions and legal transactions required by the territory of Ecuador to ensure the Company's compliance with local laws and regulations in connection with its ownership of Clorox del Ecuador S.A.-ECUACLOROX.
- 2) Perform and perfect all pertinent corporate actions, including taking part in regular, special and universal shareholders meetings of Clorox del Ecuador S.A ECUACLOROX
- 3) The principal may perform the authority contained in this power-of-attorney by itself, but it shall not be understood that for that reason the power-of-attorney has been revoked the temporary or definitive absence of the attorneys-in-fact from the country shall not terminate the delegation hereof that the principal may have granted pursuant to this instrument.
- (4) This power-of-attorney may be terminated at will by the principal or for resignation of the attorney-in-fact, and in all other cases established in the law and pursuant to its provisions.



Susan Sanders, Assistant Secretary
for The Clorox International Company

State of California

SECRETARY OF STATE

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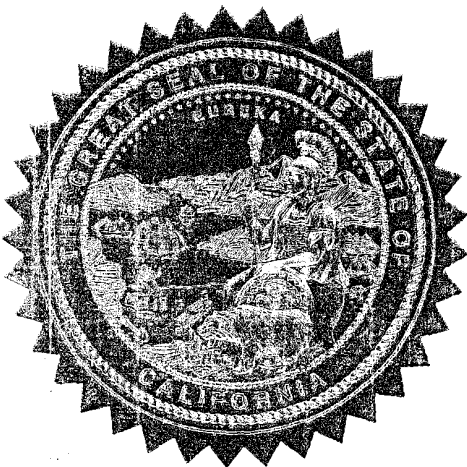
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6. *the 10th day of December 2009*
7. *by Deputy Secretary of State, State of California*
8. *No. 759636*
9. *Seal/Stamp:*



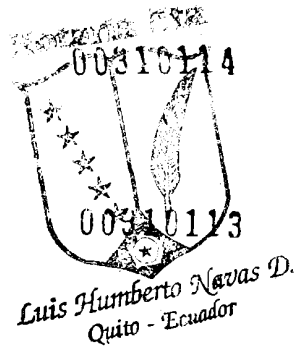
10. *Signature*

Jana Bowen
Secretary of State

BY *H Lopez*



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT



State of California

County of Alameda

December 8, 2009

before me,

Pam A. Madix, Notary Public

Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

Personally appeared

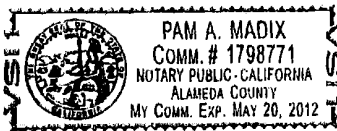
Susan Sanders

Name(s) of Signer(s)

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I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Pam A. Madix

Signature of Notary Public

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Document Date: Not dated

Number of Pages: 2

Signer(s) Other Than Named Above: None

Signer's Name: Susan Sanders

☐ Individual

☐ Corporate Officer

Title(s): Asistente Secretaria/ Assistant Secretary/

☐ Partner - ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: _____

RIGHT
THUMBPRINT
OF SIGNER

Top of thumb here

Signer Is Representing:

Clorox International Company

Signer's Name: _____

☐ Individual

☐ Corporate Officer

Title(s): _____

☐ Partner - ☐ Limited ☐ General

☐ Attorney-in-Fact

☐ Trustee

☐ Guardian or Conservator

☐ Other: _____

RIGHT
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Signer Is Representing:

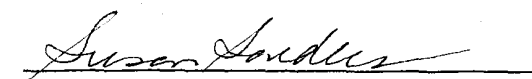
CERTIFICADO

Señor Superintendente de Compañías de la República del Ecuador:

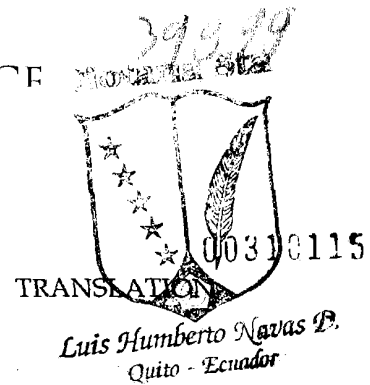
Susan Sanders, en mi calidad de Secretaria Asistente de The Clorox International Company, con sede en 1221 Broadway, Oakland, California, Estados Unidos de América, para dar cumplimiento a la disposición incorporada a la Ley de Compañías ecuatoriana mediante el Art. 13 de Ley No. 0, publicada en Registro Oficial 591 de 15 de Mayo del 2009, por medio del presente certifico que:

a) La sociedad The Clorox International Company se encuentra legalmente constituida en el Estado de Delaware, Estados Unidos de América.

b) The Clorox International Company es una subsidiaria de The Clorox Company, que es la propietaria de su mayoría accionarial. The Clorox Company es una compañía que cotiza en bolsa de valores, y se encuentra alistada y sujeta a las reglas y regulaciones de la Bolsa de Valores de Nueva York (Símbolo NYSE: CLX) y la integridad de su capital está representado por acciones registradas, intereses y/o títulos.


Susan Sanders, Secretaria Asistente de
The Clorox International Company

312
RESPONSE



CERTIFICATE

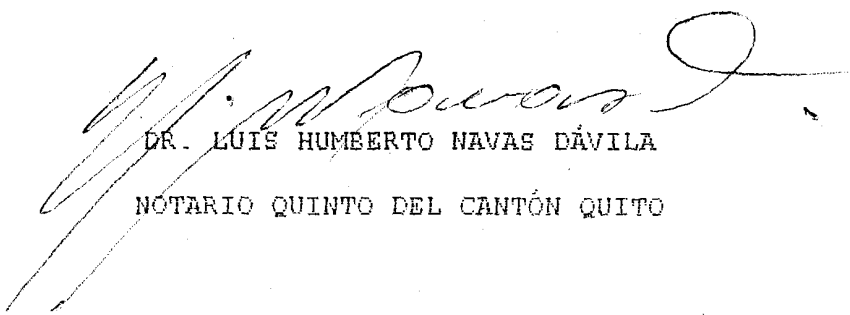
To the Superintendent of Companies of the Republic of Ecuador:

I, Susan Sanders, in my capacity of Assistant Secretary of The Clorox International Company, 1221 Broadway, Oakland, California, United States of America, in order to comply with the provisions included in the Law on Companies of Ecuador according to Article 13 of the unnumbered law published in Official Register No. 591 dated May 15, 2009, hereby certify that:

- a) The Clorox International Company is legally incorporated in the State of Delaware, United States of America.
- b) The Clorox International Company is a subsidiary of The Clorox Company, which owns the majority of its capital stock. The Clorox Company is listed on, and subject to the rules and regulations, of the New York Stock Exchange (NYSE Symbol: CLX) and its entire capital stock is represented by registered shares, interests and/or titles.

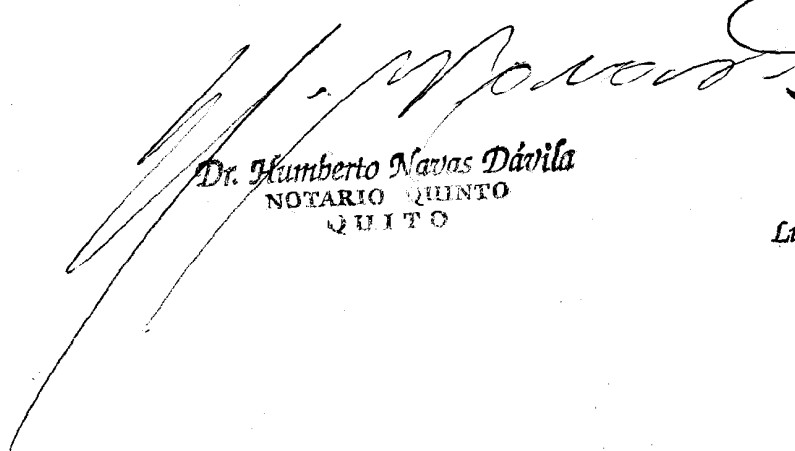
Susan Sanders
Assistant Secretary for
The Clorox International Company

...ZON DE PROTOCOLIZACIÓN: A petición del Doctor Edgar Acosta G., protocolizo en el Registro de Escrituras Públicas de la Notaría Quinta a mi cargo, los documentos relativos al Certificado de Accionistas y Poder Especial que otorga la compañía The Clorox International Company a favor de la compañía PBP Representaciones Cia. Ltda., en nueve fojas útiles y con esta fecha.- Quito, a treinta de diciembre del año dos mil nueve.-


DR. LUIS HUMBERTO NAVAS DÁVILA

NOTARIO QUINTO DEL CANTÓN QUITO

Se protocolizó ante mi y en fe de ello confiere esta TERCERA COPIA CERTIFICAD firmada y sellada en Quito veinte y cuatro de marzo del año dos mil diez.


Dr. Humberto Navas Dávila
NOTARIO QUINTO
QUITO

Notaría 5ta



Luis Humberto Navas
Quito - Ecuador