

39399

PROTOCOLIZACIÓN

Fecha: 30-XII-2009 Di. 2 copias



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 Company a favor de la compañía PBP Representaciones Cía. Ltda.

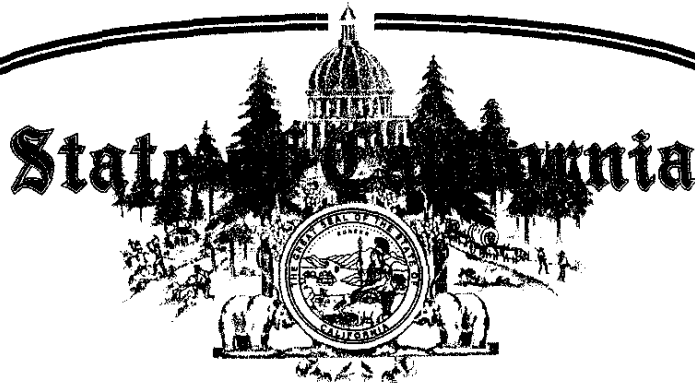
Se servirá conferirme dos copias certificadas de esta protocolización.

Quito, 28 de diciembre de 2.009.

Muy atentamente,

A handwritten signature in black ink, appearing to read 'Edgar Acosta G.', written over a horizontal line.

Edgar Acosta G.
Matricula C.A.P. No. 3.076



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. 759634*
9. *Seal/Stamp:*



10. Signature

Jana Bowen
Secretary of State

BY

Hopew



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT



State of California

County of Alameda

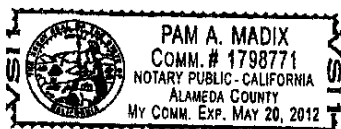
On December 8, 2009 before me, Pam A. Madix, Notary Public *Luis Humberto Navas D., Notary Public*
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared Susan Sanders

Name(s) of Signer(s)

who 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

Though 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

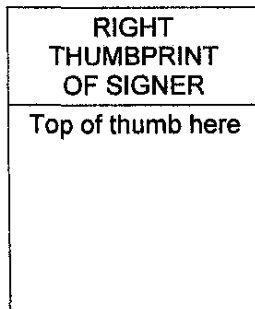
Type or Type of Document: Certificado for Ecuador (Spanish with English translation attached)
Document Date: Not dated Number of Pages: 2
Signer(s) Other Than Named Above: None

Signer's Name: Susan Sanders

- ☐ Individual
☒ Corporate Officer
Title(s): Asistente Secretarial/ Assistant Secretary/
☐ Partner - ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing:

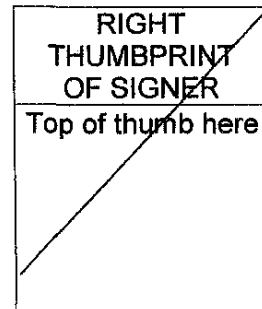
The Clorox Company



Signer's Name: _____

- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner - ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing:



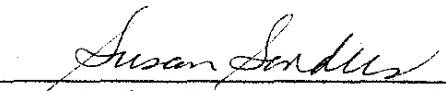
CERTIFICADO

Señor Superintendente de Compañías de la República del Ecuador:

Susan Sanders, en mi calidad de Secretaria Asistente de The Clorox 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 Company se encuentra legalmente constituida en el Estado de Delaware, Estados Unidos de América.

b) 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 Company

TRANSLATION



CERTIFICATE

To the Superintendent of Companies of the Republic of Ecuador:

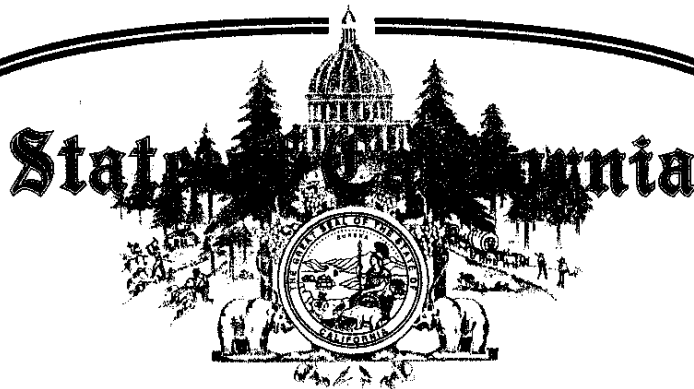
Luis Humberto Navas D.
Quito Ecuador

I, Susan Sanders, in my capacity of Assistant Secretary of The Clorox 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 Company is legally incorporated in the State of Delaware, United States of America.
- b) The Clorox Company is a publicly-traded corporation 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 Company



SECRETARY OF STATE

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(Convention de La Haye du 5 octobre 1961)

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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. 759635*
9. *Seal/Stamp:*



10. *Signature*

Jana Bowen
Secretary of State

BY

[Signature]



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT



State of California

County of Alameda

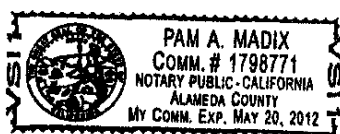
On December 8, 2009 before me, Pam A. Madix, Notary Public *Luis Humberto Navas D. Quito Ecuador*
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Susan Sanders
Name(s) of Signer(s)

who 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.



[Signature]
Signature of Notary Public

OPTIONAL

Though 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

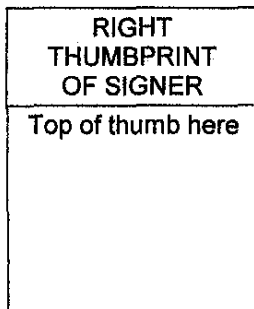
- ☐ Individual
☒ Corporate Officer
Title(s): Asistente Secretaria/ Assistant Secretary/
☐ Partner - ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer's Name: _____

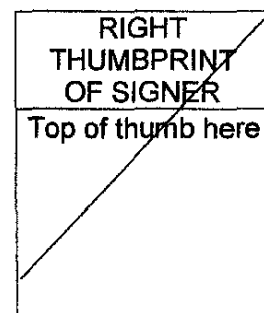
- ☐ Individual
☐ Corporate Officer
Title(s): _____
☐ Partner - ☐ Limited ☐ General
☐ Attorney-in-Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing:

The Clorox Company



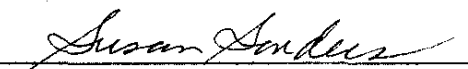
Signer Is Representing:



PODER ESPECIAL

The Clorox 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.

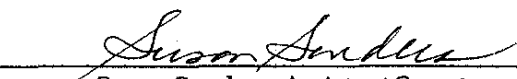

Susan Sanders, Asistente Secretaria
for The Clorox International Company

TRANSLATION

SPECIAL POWER-OF-ATTORNEY

The Clorox 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.

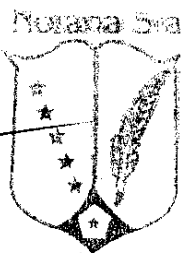

Susan Sanders, Assistant Secretary
for The Clorox Company

...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 Clorex 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.-

Firmado) Doctor Luis Humberto Navas Dávila. NOTARIO QUINTO DEL DISTRITO METROPOLITANO DE QUITO. SIGUE UN SELLO.-

SE PROTOCOLIZO ANTE MI Y EN FE DE ELLO CONFIERO ESTA *Lda* COPIA CERTIFICADA, DEBIDAMENTE FIRMADA Y SELLADA EN LOS MISMOS LUGAR Y FECHA DE SU PROTOCOLIZACION.

Luis Humberto Navas Dávila
NOTARIO QUINTO
QUITO



Luis Humberto Navas D.
Quito Ecuador