

THE CLOROX COMPANY

MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE CHARTER

As of February 15, 2022

Purpose and Authority

The Management Development and Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) for the purposes of:

1. Assisting the Board in discharging its responsibilities relating to compensation of the Company’s Chief Executive Officer (“CEO”) and other Executive Officers;
2. Reviewing, approving and overseeing the Company’s compensation policies, plans and goals and objectives for Executive Officers and directors;
3. Overseeing the Company’s management development and succession planning processes below the CEO and executive committee level; and
4. Performing such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

“Executive Officers” as used in this charter means members of the Company’s Executive Committee and any other officers within the meaning of Rule 16a-1(f) issued by the U.S. Securities and Exchange Commission.

The Committee shall report regularly to the Board regarding the execution of its duties and responsibilities.

The Committee shall have the authority, in its sole discretion, to retain, oversee and terminate, and to approve the fees and other retention terms of, such consultants, outside counsel and other experts and advisors as it deems necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such consultants, outside counsel and other experts and advisors and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall also annually assess the independence of any consultants, outside counsel, experts and advisors prior to either (i) their retention or (ii) receipt of advice if not retained by the Committee.

This Charter shall be reviewed at least annually and updated as necessary. The Committee shall also conduct an annual evaluation of its performance relative to the purpose, duties and responsibilities described herein. The Committee may delegate any of its duties and responsibilities to subcommittees of the Committee or employees of the Company, as the Committee may deem appropriate and consistent with applicable law. The decisions made pursuant to any such delegated authority shall be reported to the full Committee at its next scheduled meeting.

Composition and Meetings

The Committee shall consist of at least three directors, each of whom is determined by the Board to be independent as that term is defined by the New York Stock Exchange and the Company's independence standards set forth in the Company's Corporate Governance Guidelines. At least two members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In the event that approval by the Committee of any incentive compensation or equity plan, or grants made thereunder, would not satisfy the relevant requirements for an exemption from potential short-swing trading profits liability under Section 16(b) of the Exchange Act pursuant to Rule 16b-3, and the Committee determines that such compliance is desirable, then a properly constituted subcommittee shall approve and authorize such plans and grants. The Nominating, Governance and Corporate Responsibility Committee shall assess the qualifications of the Committee members and nominees, and shall recommend to the Board membership for the Committee based on such assessment.

The Board, by majority vote, may remove a member of the Committee without cause or appoint a director to serve on the Committee at any duly noticed meeting of the Board.

The Committee shall meet at least four times per year via in-person, videoconference or teleconference meetings. One-third of the Committee members shall constitute a quorum.

Duties and Responsibilities

The Committee shall:

1. With respect to executive compensation:
 - Working with senior management, determine the Company's general philosophy with respect to executive compensation and establish executive compensation programs that support such philosophy, including the consideration of environmental, social and governance ("ESG") matters in executive compensation programs.
 - Review and approve periodically, but no less frequently than annually, the performance goals and objectives for the CEO and other Executive Officers, including the performance goals and objectives for purposes of payments and awards under the short-term incentive compensation plans and the long-term incentive compensation plans.
 - Annually determine the extent to which such performance goals and objectives have been met.
 - Evaluate the CEO's performance using a multi-step process including setting the goals and objectives at the beginning of the fiscal year, a mid-year review and a year-end evaluation review. The Committee shall conduct this evaluation with the involvement of the other independent directors.
 - Determine and approve the CEO's salary and other compensation based on the performance evaluation conducted by the Committee and the other independent directors, as well as input from the Company's compensation consultant and

recommendations from the independent directors. In evaluating and determining Executive Officer compensation, the Committee shall consider the results of the most recent advisory vote of the stockholders regarding executive compensation (Say-on-Pay vote).

- Review periodically with the CEO the performance of each of the other Executive Officers in light of their goals and objectives and approve the salary and other compensation of each such Executive Officer based on that evaluation.
- Determine the amount and other material terms of individual awards to be made to Executive Officers under the Company's short-term incentive compensation plans and long-term incentive compensation plans.
- Review and approve, as appropriate, recommendations regarding retirement income and other deferred benefit plans applicable to Executive Officers.
- Determine prerequisites for the CEO and other Executive Officers.
- Review and approve, as appropriate, recommendations of the CEO regarding new Executive Committee positions before the job is filled and, unless appointed by the Board, appoint any officer, including any Executive Officer, required to be appointed by the Board under the Company's bylaws.
- Review and approve any employment agreements, change-in-control arrangements, severance arrangements or special or supplemental employee benefits, and any amendments to any of the foregoing, applicable to Executive Officers.
- Evaluate the outcome of the Say-on-Pay vote, including as to the frequency of such advisory vote, and make recommendations or take appropriate actions in response to such advisory vote.

2. With respect to incentive compensation and equity plans:

- Make recommendations to the Board with respect to the structure of overall incentive and equity-based plans and adopt, amend or terminate plans consistent with the approved structure.
- Review and approve performance goals and objectives, threshold and maximum awards and maximum aggregate funding for the Company's short-term incentive compensation plans.
- Administer and interpret the Company's 2005 Stock Incentive Plan, any other equity compensation plan and other long-term compensation plans and programs.
- Review, approve and oversee all equity award granting practices under the long-term incentive compensation plans, including reviewing and approving performance goals and objectives, threshold and maximum awards and maximum aggregate funding for plans or programs in which payouts depend on performance versus predetermined targets.
- Initiate studies of new executive compensation plans and of existing plans, as appropriate, and monitor overall levels of share usage, dilution and cost attributable to equity compensation plans.

- Review and approve the Executive Stock Ownership Guidelines and Non-Management Director Stock Ownership Guidelines and monitor compliance with such Stock Ownership Guidelines.
 - Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
 - Consider the risks arising from the Company's compensation plans, policies and practices in the course of performing its duties and responsibilities, and periodically evaluate, or oversee the evaluation of, the risks arising from the Company's compensation practices and policies.
3. With respect to benefit, health and welfare, and retirement plans:
- Review and adopt or terminate benefit, health and welfare, and retirement plans and make any amendments thereto (exercising this authority as a plan sponsor, not an administrator, on behalf of the Company for ERISA plans), except to the extent that the Employee Benefits Committee has been delegated authority. The administration of the Company's tax-qualified retirement plans such as pension and 401(k) plans, along with health and welfare plans, is the responsibility of the Employee Benefits Committee, with the exception of certain non-ERISA executive health and welfare plans.
4. With respect to director compensation:
- Annually review the form and amount of compensation of directors and the principles upon which such compensation is determined and make any recommendations to the Board regarding such compensation.
5. With respect to succession and human capital management programs:
- The Board periodically reviews management's succession plan and has oversight of the management development and succession planning process (including succession planning for emergencies) for the CEO and executive committee. If the Board requests, the Committee advises the Board in connection with the review and oversight of the management development and succession planning process.
 - Review and discuss with management the Company's key human capital policies and practices, including with respect to workplace environment and culture, talent recruiting, development and retention below the CEO and executive committee level, and pay equity, and review these matters with the Board on a periodic basis (at least annually).
 - Review and discuss with management the Company's diversity, equity and inclusion initiatives programs and key metrics and review these matters with the Board on a periodic basis (at least annually).
6. With respect to executive compensation and related disclosures:
- Review and discuss with management the Company's Compensation Discussion and Analysis and compensation-related disclosures required to be included in the Company's proxy statement in accordance with applicable rules and regulations.

- Review the Company's compensation policies and programs to ensure that such policies and programs do not encourage excessive risk taking by Company employees and Executive Officers.
- Recommend to the Board based on the review and discussions whether the Compensation Discussion and Analysis should be included in the proxy statement.
- Prepare the compensation committee report required to be included in the Company's proxy statement in accordance with applicable rules and regulations.
- Determine annually if any conflicts of interest exist on the part of any executive compensation consultants retained by the Committee, and if so, ensure disclosure of such conflicts, including the nature of the conflict and how it was addressed, in the Company's proxy statement.
- Oversee the Company's engagement efforts with stockholders on the subject of executive compensation, working in conjunction with the Nominating, Governance and Corporate Responsibility Committee.

Other Responsibilities

The Committee shall perform other activities consistent with this charter, the Company's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.