The Clorox Company Corporate Governance Guidelines
[Effective May 16, 2016]

General

The Board of Directors (the "Board") of The Clorox Company (the "Company") represents the interests of the Company and its stockholders in perpetuating a successful business, including optimizing long-term financial returns. The Board is responsible for determining that the Company is managed in such a way as to foster this result. This is an active, not a passive responsibility. The Board has the responsibility to see that in good times, as well as difficult times, management is capably executing its responsibilities. The Board's responsibility is to oversee management's operation of the Company's business, to monitor the effectiveness of management policies and decisions, including the execution of its strategies and to provide for management succession.
The Board has adopted these Corporate Governance Guidelines (the "Guidelines") as a framework for the governance of the Company. The Nominating and Governance Committee reviews these Guidelines annually and recommends changes to the Board as appropriate.

Board Oversight

To optimize long-term financial returns, the Board must:

- Oversee that the Company operates in a legal, ethical and socially responsible manner and that the Company maintains a Code of Conduct that complies with New York Stock Exchange and Securities and Exchange Commission requirements;

- Select, evaluate and offer advice and counsel to the Chief Executive Officer and work with the Chief Executive Officer to develop effective measurement systems that will evaluate and determine the Company's degree of success in creating long-term economic value for its stockholders;

- Evaluate the composition of the Board and recommend Board candidates who have the capability and capacity (as set forth under Board Membership Criteria) to guide and provide effective oversight of the Company;

- Review, approve and monitor fundamental financial and business strategies and major corporate actions;

- Oversee the Company's capital structure and financial policies and practices;

- Oversee the Company's process for assessing and managing major risks facing the Company;

- Oversee the Company's legal and regulatory compliance; and

- Provide counsel and oversight on the selection, evaluation and development, and approve the compensation, of executive officers.

Directors

1. **Board Membership Criteria**. Membership on the Board should be confined to those individuals who can, on the basis of their knowledge and experience, make valuable contributions to the overall conduct of the business. The Nominating and Governance Committee is responsible for developing and recommending Board membership criteria to the Board for approval and for periodically reviewing these criteria. In assessing potential new

directors, the Committee will consider individuals from various disciplines and diverse backgrounds. Board candidates, including incumbent directors, are considered based upon various criteria, including their broad-based leadership and relevant business skills and experiences, prominence and reputation in their professions, global business and social perspective, ability to effectively represent the long-term interests of the stockholders and personal integrity and judgment - all in the context of an assessment of the Company's perceived needs of the Board at a given point in time. The Nominating and Governance Committee believes that the following experience and skills, among others, are important in creating a diverse and well-rounded Board: (a) significant current or prior leadership experience (such as service in a significant leadership role, including as a chief executive officer, or other executive officer or significant leadership position); (b) leadership experience on public company, non-profit or other boards; (c) knowledge of the Company's business, the consumer packaged goods industry or other complementary industry; (d) experience in emerging technology, innovation (including digital media and e-commerce), brand building or other relevant areas; (e) relevant retail or customer experience; (f) significant mergers and acquisitions or strategy experience; (g) international experience; (h) financial and accounting expertise and (i) regulatory experience (including experience in the health and wellness sector). In addition, the Board recognizes the value in diversity and endeavors to assemble a Board with diverse skills, professional experience, perspectives, race, ethnicity, gender and cultural background. The ability of incumbent directors to contribute to the Board is also considered in connection with the re-nomination process. The Nominating and Governance Committee reviews the qualifications of Board candidates in light of the criteria approved by the Board and recommends the Company's director candidates to the Board for election by the Company's stockholders at the Annual Meeting of Stockholders. The Committee also recommends to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

2. **Size and Composition**. The Nominating and Governance Committee shall make recommendations to the Board regarding the size and composition of the Board. The size of the Board should be limited to a number that enables it to operate effectively in managing the activities of the Board and its Committees. Ideally, the Board should have 9 - 13 directors, unless in an unusual situation the Board believes that the interests of the Company suggest temporary deviation from this range.

3. **Independence**. The Board shall consist of a substantial majority of independent members. An independent director is a director who meets the New York Stock Exchange definition of independence, as determined by the Board. The Board has adopted the standards set forth in Appendix A to assist it in assessing the independence of directors. The Board shall make an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating and Governance Committee.

4. **Board Leadership**. The Board believes that it is in the best interests of the Company and its stockholders for the Board to have the flexibility to make the determination on whether to separate or combine the roles of Chairman and Chief Executive Officer based upon the Company's circumstances and whether the Chairman role should be held by an independent director ("Independent Chair").

   When there is an Independent Chair, the Independent Chair shall be elected annually by and from the independent Board members and perform clearly delineated and comprehensive duties. An Independent Chair must have served as a director for a minimum of three years in order to qualify as the Independent Chair, unless otherwise agreed by the Board. The

Independent Chair must have maintained independent status for the last five fiscal years, or for the period of his or her service on the Board if a member of the Board for less than five years. The duties of the Independent Chair include serving as a liaison between the Chief Executive Officer and the Board. In addition, the Independent Chair: (a) assists the Board and Company officers in promoting compliance with and implementation of the Corporate Governance Guidelines; (b) presides at all meetings of the Board; (c) presides at all sessions of independent directors and has the authority to call additional meetings of independent directors; (d) approves information sent to the Board and advises the Chief Executive Officer and other members of management on such information; (e) works with the Chief Executive Officer and other members of management to establish meeting agendas, and approves meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items; (f) is available for consultation and direct communication with major stockholders if requested; and (g) evaluates, along with the members of the Management Development and Compensation Committee and the other independent directors, the performance of the Chief Executive Officer.

When the positions of Chairman and Chief Executive Officer are combined, the Company will designate an independent director as the Lead Director. The Lead Director shall be elected annually by and from the independent Board members with clearly delineated and comprehensive duties. A Lead Director must have served as a director for a minimum of one year in order to qualify as the Lead Director. The duties of the Lead Director include coordinating the activities of the independent directors and serving as a liaison between the Chairman and the independent directors. In addition, the Lead Director: (a) assists the Board and Company officers in promoting compliance with and implementation of the Corporate Governance Guidelines; (b) presides at the executive sessions of the independent directors and has the authority to call additional executive sessions or meetings of the independent directors; (c) presides at Board meetings in the Chairman's absence; (d) approves information sent to the Board; (e) approves meeting agendas and approves meeting schedules for the Board to assure that there is sufficient time for discussion of all agenda items; (f) is available for consultation and direct communication with major stockholders if requested; and (g) evaluates, along with the members of the Management Development and Compensation Committee and the other independent directors, the performance of the Chief Executive Officer.

5. **Retirement Age; Change in Principal Occupation**. A non-management director may not be nominated to a new term if he or she would be age seventy-two or older at the time of the election; provided however, from time to time, the Board may re-nominate a non-management director for up to one additional term if the Board determines that due to his or her unique capabilities and/or special circumstances, such re-nomination is in the best interests of the Company. A management director must resign or retire concurrently with resignation or upon retirement from active management. Non-management directors must offer their resignation to the Chairman and the Chair of the Nominating and Governance Committee in the event of any significant change in their personal circumstances that affects his or her ability to contribute to the Company, including a change in their primary job responsibilities, so that the Board, through the Nominating and Governance Committee, can consider the action, if any, to be taken with respect to the offer of resignation.

6. **Outside Board and Audit Committee Service**. A director should engage in discussion with the Chair of the Nominating and Governance Committee prior to accepting an invitation to serve on an additional public company board or on the audit committee of another public company. Directors generally should not serve on more than four other public company boards, and members of the Company's Audit Committee generally should not serve on more

than two other public company audit committees. If a non-employee director is an active chief executive officer of another public company, such director shall not serve on the board of more than two public companies other than the company of which they are the chief executive officer. The Company's Chief Executive Officer may not serve on more than two outside public boards.

7. **Code of Conduct and Conflicts of Interest**. The Board expects all directors to act ethically at all times and to adhere to the Company's Code of Conduct. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chair of the Nominating and Governance Committee. If a significant conflict exists and cannot be resolved, the director should offer to resign. All directors will recuse themselves from any discussion or decision affecting their business or personal interests.

8. **Stock Ownership and Retention Requirements**. The Board believes that the linkage of directors' interests to those of stockholders is strengthened when directors are also stockholders. The Board therefore requires that each non-employee director, within five years of being first elected to the Board, own Company stock or deferred stock units with a market value of at least five times their annual retainer. In addition, a portion of director annual fees are paid into a deferred stock compensation plan to purchase deferred shares that cannot be disposed of until the director leaves the Board.

9. **Director Orientation and Continuing Education**. New directors will receive an orientation about the Company and director responsibilities, including information that is designed to familiarize new directors with the Company's business, operations, finances and governance practices. The Board also encourages Board members to undertake continuing education with respect to the responsibilities of public company directors. The Nominating and Governance Committee is responsible for oversight of the orientation and continuing education program.

10. **Director Compensation**. Only non-management directors shall receive compensation for serving on the Board. Non-management directors receive an annual retainer. Committee Chairs and the Independent Chair or Lead Director receive an additional retainer. Directors also receive a deferred stock unit grant annually, which stock units may not be sold until after a director leaves the Board. Director compensation shall be reviewed at least annually by the Management Development and Compensation Committee. The Management Development and Compensation Committee shall make recommendations to the Board with respect to any changes. The Board believes that its total compensation should be set at approximately the median compensation for directors of comparable organizations.

11. **Meetings.** The Board shall hold a minimum of five regularly scheduled meetings per year, but the Board may hold additional meetings. Directors are expected to attend Board and Committee meetings and are expected to participate actively in the work of the Board and Committees to which they are appointed and to prepare for Board and Committee meetings. All directors are expected to attend the Annual Meeting of Stockholders. Attendance by telephone or video conference may be used to facilitate a Director's attendance at Board and Committee meetings, as well as the Annual Meeting of Stockholders.

12. **Agendas and Information**. Information relevant to the issues to be considered at Board and Committee meetings generally is distributed in writing or electronically to directors before meetings, unless timing or the sensitivity of information dictates that information be presented only at a meeting. Directors are encouraged to suggest the inclusion of items on the agenda.

Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

13. **Confidentiality**. The proceedings and deliberations of the Board and its Committees are to remain confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

14. **Executive Sessions**. The independent directors generally hold executive sessions at each regularly scheduled meeting. The Independent Chair or Lead Director chairs the executive sessions.

15. **Board and Director Evaluations**. The Board shall conduct an annual self-evaluation of its performance. The Audit, Nominating and Governance and Management Development and Compensation Committees shall conduct annual self-evaluations to assess their performance. Directors are also asked to provide individual assessments and feedback on the performance of individual peer directors on an annual basis. In addition, as discussed above, the ability of incumbent directors to contribute to the Board is considered in connection with the re-nomination process. The Nominating and Governance Committee is responsible for oversight of the self-evaluation process.

16. **Access to Employees**. Directors have free and open access to management and other employees.

17. **Access to Outside Advisors**. The Board and all its committees have the authority to retain such outside counsel, experts and other advisors as it determines necessary to conduct its duties.

18. **Director Communications**. The Independent Chair or Lead Director of the Board and the Chief Executive Officer are responsible for establishing a process for the Board to receive communications from the Company's stockholders, customers, employees, communities, suppliers, creditors and corporate partners. As appropriate, Directors may meet with such parties, generally along with management. Stockholders, employees and other interested parties may direct communications to individual directors, to a Committee of the Board or to the Board as a whole, by addressing the communication to the named individual, the Committee or to the Board as a whole c/o The Clorox Company, attention Secretary, 1221 Broadway, Oakland, CA 94612-1888. The Secretary will review communications directed to the Board and will forward all communications determined to bear substantively on the business, management or governance of the Company to the addressee(s) as soon as practicable.

Committees of the Board

1. **Role; Committee Assignments and Rotation**. The Board has established Committees of the Board and has delegated important responsibilities to them. Committees of the Board may also appoint subcommittees from time to time. All independent directors should take an active role in Committee activities with each serving on at least one and, in most cases, two or more Committees. The Nominating and Governance Committee shall make recommendations to the Board regarding Committee appointments and Chairs based on the interest and expertise of each director. Committee members and Chairs shall be appointed by the full Board.

Participation on the various Committees may be rotated from time to time. All directors are invited to attend all or part of any Committee meeting.

2. **Standing Committees**. At present, the Board has the following Committees:

   - Audit Committee.
   - Management Development and Compensation Committee.
   - Nominating and Governance Committee.

The Audit Committee, the Management Development and Compensation Committee and the Nominating and Governance Committee shall consist entirely of directors who meet the New York Stock Exchange definition of independence and the Company's independence standards set forth in Appendix A. In addition, directors who serve on the Audit Committee and the Management Development and Compensation Committee must meet additional, heightened independence and qualification criteria applicable to directors serving on these committees under the New York Stock Exchange listing standards.

3. **Responsibilities**. The responsibility and authority of the Committees of the Board are set forth in their respective charters. In general, the areas of responsibility for each committee are as follows:

a. Audit Committee **-** Oversees the integrity of the financial statements, the Company's accounting and financial controls, including the independent and internal auditors, risk management policies and compliance relating to accounting and financial reporting matters.

b. Management Development and Compensation Committee **-** Oversees management development and succession planning processes and approves compensation for executive officers and various benefit plans for the Company as a whole.

c. Nominating and Governance Committee **-** Oversees the Company's corporate governance practices, director nominations, Board evaluation and compliance and ethics program.

4. **Committee Charters.** Each of the Audit, Management Development and Compensation and Nominating and Governance Committees shall assess the adequacy of its charter annually and recommend changes to the Board as appropriate. All Committees shall report regularly to the full Board with respect to their activities.

5. **Committee Agendas**. The chair of each Committee, in consultation with the Chairman, will determine the schedules and agendas for the Committee's meetings.

Evaluation of the Chief Executive Officer and Succession Planning

1. **Chief Executive Officer Evaluation**. The Management Development and Compensation Committee is responsible, with input from all independent directors, including the Independent Chair or Lead Director, for conducting an annual evaluation of the Chief Executive Officer's performance. That evaluation considers the Chief Executive Officer's achievement with respect to a number of financial and non-financial performance goals that are established at the beginning of each fiscal year.

2. **Ordinary-Course Succession Planning**. The Board is responsible for planning for succession of the Chief Executive Officer as well as other members of the Clorox Executive Committee.

On at least an annual basis, the Board will review the succession plans for these executives, including backgrounds, capabilities and development opportunities for potential successors.

3. **Emergency Succession Planning**. The Independent Chair or Lead Director and the Chief Executive Officer will make available to the Board on a continuing basis their recommendation as to a successor for the Chief Executive Officer in the event of an unexpected disability or inability to perform the duties of this position.

Appendix A

Independence

The Board shall review annually, or when called for under the circumstances, any relationships that directors or nominees have with the Company and make an affirmative determination regarding the independence of each director. Only those directors whom the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) are considered independent.

The Board has established the following criteria to be used in determining whether a director has a material relationship with the Company:

1. A director will not be deemed to be independent if the director is, or has been within the preceding three years, an employee of the Company, or an immediate family member is, or has been within the preceding three years, an executive officer of the Company, provided, however, that a director’s employment as an interim Chairman, interim chief executive officer or other interim executive officer for 12 months or less shall not disqualify him or her from being considered independent following that employment.

2. A director will not be deemed to be independent if, during any 12-month period within the preceding three years, the director or an immediate family member received more than $120,000 in direct compensation from the Company, other than director and committee fees, pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service), compensation for former service as an interim Chairman or interim chief executive officer or other interim executive officer, compensation received by an immediate family member for service as an employee (other than an executive officer) of the Company, or dividends on Company stock beneficially owned by the director.

3. A director will not be deemed to be independent if (i) the director, or an immediate family member is a current partner of the firm that is the Company's independent registered public accounting firm; (ii) the director is a current employee of such firm; (iii) an immediate family member of the director is a current employee of such firm who personally works on the Company’s audit or (iv) the director or an immediate family member was within the preceding three years (but is no longer) a partner or employee of such firm and personally worked on the Company's audit within that time.

4. A director will not be deemed to be independent if, within the preceding three years: (i) the director or an immediate family member is or was employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee or (ii) the director is a current employee, or an immediate family member is a current executive officer, of another company that has made payments to or received payments from the Company for property or services that, in any of the preceding three fiscal years, exceeded the greater of $1 million or two percent of such other company's consolidated gross revenues.

5. A director may be considered independent notwithstanding that the director owns, or is a partner, stockholder, officer, director or employee of, an entity that owns not more than 30% of the outstanding stock of the Company unless the director or the entity owning the

Company's stock has a relationship with the Company that, under paragraphs 1 through 4 above or otherwise, precludes a finding of independence.

6. A director will not be deemed independent if the director serves, or an immediate family member serves, as an executive officer of a tax-exempt organization that received contributions from the Company or The Clorox Company Foundation, in any single fiscal year within the preceding three years, more than the greater of $1 million or two percent of such organization's consolidated gross revenues.

For purposes of these criteria, "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone, other than domestic employees, who shares such person's home.