

**THE CLOROX COMPANY**  
**NOMINATING, GOVERNANCE AND CORPORATE RESPONSIBILITY**  
**COMMITTEE CHARTER**

[Effective May 8, 2017]

**Purpose and Authority**

The Nominating, Governance and Corporate Responsibility Committee (the “Committee”) is established by the Board of Directors (the “Board”) of The Clorox Company (the “Company”) for the purposes of:

1. Identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recruiting them for membership on the Board.
2. Recommending to the Board individuals to be selected as the Company’s director candidates for election at annual meetings of stockholders and any individuals to be elected by a majority of the Board between annual meetings.
3. Reviewing and recommending to the Board changes in the Company’s Corporate Governance Guidelines and the Code of Conduct.
4. Assisting the Board in overseeing the Company’s ethics and compliance program, including the Company’s compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee).
5. Performing a leadership role in shaping the Company’s corporate governance and overseeing the evaluation of the Board and its committees.
6. Assisting the Board in overseeing the Company’s corporate responsibility and sustainability program.

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

The Committee shall have the sole authority to retain and terminate, and to approve the fees and other retention terms of, such outside counsel, search firms and other advisors that it deems necessary to carry out its duties.

This Charter shall be reviewed at least annually and updated as necessary. The Committee shall also perform 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 composed of its members.

## **Composition and Meetings**

The Committee shall consist of at least three directors appointed by the Board in accordance with the Company's Bylaws who are 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.

The Board, by majority vote of the directors attending a meeting at which a quorum is present, 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 three times annually, and at such additional times as it deems necessary to carry out its duties. One third of the Committee members shall constitute a quorum, and all matters shall be determined by a majority vote of the members present.

## **Duties and Responsibilities**

The Committee shall:

1. Oversee the Company's Corporate Governance Guidelines, and annually review the guidelines and recommend changes to the Board as necessary.
2. Oversee the evaluation of the overall performance of the Board, its committees, and individual directors.
3. Develop and recommend to the Board criteria for membership on the Board and review these criteria periodically.
4. Identify, review and evaluate the qualifications of candidates for membership on the Board and recommend annually to the Board the Company's slate of candidates to be proposed for election to the Board.
5. Recommend to the Board policies regarding the composition, size and structure of the Board and annually examine the overall composition of the Board.
6. Review the Board's leadership structure and recommend changes to the Board as appropriate.
7. Recommend to the Board policies related to tenure as a director, such as the retirement policy for directors, and review any offers of resignation made by non-management directors.
8. Oversee director orientation and continuing education.
9. Make recommendations to the Board with respect to director independence and qualification determinations and evaluate director notices of possible additional outside board or audit committee service.

10. Recommend to the Board the general policies regarding the structure, function and composition of Board committees, consider rotating directors among the committees and, each year, recommend specific assignments of individual directors to these committees, including the selection of committee chairs.
11. Consider stockholder recommendations of candidates for Board membership and establish procedures for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.
12. Recommend to the Board individuals for election to the Board as necessary between annual stockholders' meetings, including to fill vacancies and newly created directorships.
13. Review and make recommendations to the Board regarding stockholder proposals.
14. Oversee the Company's compliance and ethics program, including compliance with legal and regulatory requirements other than those related to accounting or financial reporting (which are the responsibility of the Audit Committee), and, from time to time, discuss with management (including the individual responsible for day-to-day operational responsibilities for the Company's compliance and ethics program) the Company's compliance and ethics program, as well as the status of pending litigation, environmental issues and other areas of oversight as may be appropriate.
15. Oversee the Company's compliance with the Code of Conduct, including periodically reviewing and updating the Code of Conduct, and evaluating any actual or potential conflicts of interest of directors, and management's activities to monitor compliance with the Code of Conduct.
16. Oversee the Company's crisis management program.
17. Recommend whether to accept or reject the resignation of any incumbent director-nominee who submitted his or her resignation as a director to the full Board in the event of receiving a greater number of votes cast "against" such nominee than votes "for" such nominee in any non-contested election.
18. Review the Company's director and officer insurance program and other key insurance policy coverage.
19. Oversee the Company's program relating to corporate responsibility and sustainability, including environmental, social and corporate citizenship matters.

### **Other Responsibilities**

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