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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☑ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the fiscal year ended June 30, 2026

OR

☐ **Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

for the transition period from _____to_____.

Commission file number: 1-07151



THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**31-0595760**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

1221 Broadway, Oakland, California 94612-1888

(Address of principal executive offices) (ZIP code)

(510) 271-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock – $1.00 par value	CLX	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer,"

"smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐	Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☑

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing

reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10d-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☑

The aggregate market value of the registrant’s common stock held by non-affiliates as of December 31, 2025 (the last business day of the registrant’s most recently completed second fiscal quarter) was approximately $12.2 billion.

As of July 22, 2026, there were 120,931,005 shares of the registrant’s common stock outstanding.

Documents Incorporated by Reference:

Portions of the registrant’s definitive proxy statement for the 2026 Annual Meeting of Shareholders (the “Proxy Statement”), to be filed within 120 days after June 30, 2026, are incorporated by reference into Part III, Items 10 through 14 of this Annual Report on Form 10-K.

THE CLOROX COMPANY
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED JUNE 30, 2026
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PART I

This Annual Report on Form 10-K for the fiscal year ended June 30, 2026 (this Report), including the exhibits hereto and the information incorporated by reference herein, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), including, among others, statements regarding the acquisition of GOJO Industries, Inc. (GOJO), and any such forward-looking statements involve risks, assumptions and uncertainties. Except for historical information, statements about future volumes, sales, organic sales growth, foreign currencies, costs, cost savings, margins, earnings, earnings per share, diluted earnings per share, foreign currency exchange rates, tax rates, cash flows, plans, objectives, expectations, growth or profitability are forward-looking statements based on management's estimates, beliefs, assumptions and projections. Words such as "could," "may," "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "will," "predicts" and variations on such words, and similar expressions that reflect our current views with respect to future events and operational, economic and financial performance are intended to identify such forward-looking statements. These forward-looking statements are only predictions, subject to risks and uncertainties, and actual results could differ materially from those discussed below. Important factors that could affect performance and cause results to differ materially from management's expectations are described in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Report, as updated from time to time in the Company's U.S. Securities and Exchange Commission (SEC) filings.

The Company's forward-looking statements in this Report are based on management's current views, beliefs, assumptions and expectations regarding future events and speak only as of the date of this Report. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws.

In this Report, unless the context requires otherwise, the terms "the Company," "Clorox," "we," "us" and "our" refer to The Clorox Company and its subsidiaries.

ITEM 1. BUSINESS

Overview of Business

The Clorox Company is a leading multinational manufacturer and marketer of consumer and professional products with fiscal year 2026 net sales of $6.7 billion and about 9,200 employees worldwide as of June 30, 2026. The Company has operations in approximately 25 countries or territories and sells its products in approximately 95 markets, primarily through mass retailers; grocery outlets; warehouse clubs; dollar stores; home hardware centers; drug, pet and military stores; third-party and owned e-commerce channels; and distributors. Clorox markets some of the most trusted and recognized consumer brand names, including Clorox® cleaning and disinfecting products; Pine-Sol® cleaner; Liquid-Plumr® clog removers; Poett® home care products; Glad® bags and wraps; Fresh Step® cat litter; Kingsford® grilling products; Hidden Valley® dressings, dips, seasonings and sauces; Brita® water-filtration products; and Burt's Bees® natural personal care products. The Company also markets industry-leading products and technologies for professional customers, including those sold under the Purell®, CloroxPro™ and Clorox Healthcare® brand names. Over 80% of the Company's sales are generated from brands that hold the No. 1 or No. 2 market share positions in their categories. The Company was founded in Oakland, California, in 1913 and is incorporated in Delaware.

In April 2026, the Company completed the acquisition of GOJO, expanding its product portfolio to include the Purell® brand and GOJO's health and hygiene solutions. The Company acquired all of the issued and outstanding membership interests of GOJO, which now operates as Clorox Purell and is based in northeast Ohio. The acquisition reflects the Company's strategy to expand its position in health and hygiene and strengthens its presence in business-to-business (B2B) channels, including healthcare and other institutional markets, through an established distribution network and a large installed base of dispensing systems that drive recurring demand.

The Company's IGNITE strategy accelerates innovation in key areas of the business to drive growth and deliver value for all Company stakeholders. IGNITE focuses on four strategic choices aimed at fueling long-term, profitable growth; innovating consumer experiences; reimagining how the company and its people work; and continuously evolving the product portfolio. In addition, IGNITE's integrated approach to sustainability supports long-term value creation for the Company and its stakeholders.

Business Performance

Guided by its IGNITE strategy and underpinned by its enduring values, the Company remained focused on making significant investments in its strong brands, strategic digital capabilities and streamlined operating model to drive long-term value creation.

The Company entered fiscal year 2026 focused on implementing and stabilizing its new enterprise resource planning (ERP) system. While this foundational effort created some expected near-term disruption, the Company continues to work towards optimization of its digital capabilities.

During the fiscal year, ongoing macroeconomic uncertainty continued to influence consumer shopping behaviors, resulting in category slowdowns and lower sales. Given these headwinds, as well as the timing impact of the final phase of ERP system implementation, which pulled certain sales into the prior fiscal year ahead of consumption, in fiscal year 2026 the Company saw decreases to organic sales and earnings. While net sales declined in fiscal year 2026, the Company strengthened the foundation of its business and expanded its portfolio through the GOJO acquisition. Diluted net earnings per share (EPS) decreased 26% compared to the year-ago period, primarily due to lower net sales and higher manufacturing and logistics costs, partially offset by lapping the loss on the divestiture of the Better Health Vitamins, Minerals and Supplements (VMS) business in the prior period.

The Company also launched numerous innovations and new products in fiscal year 2026, including the launch of Clorox PURE and Clorox Screen+ Sanitizing Wipes, expanded professional hygiene solutions from Clorox Healthcare and Purell, Fresh Step Lightweight Litter, Glad ForceFlex MaxStrength LeakGuard Trash Bags, new lip and body care offerings from Burt’s Bees, as well as new flavors and scents across Clorox, Glad, Hidden Valley Ranch and Pine-Sol.

The Company's venture agreement with The Procter & Gamble Company (P&G) for the Company’s Glad bags and wraps business (the Venture Agreement) expired on January 31, 2026. In connection with the expiration of the Venture Agreement, the Company was required to purchase P&G's 20% interest in the business at fair value. Following expiration of the Venture Agreement, the Glad business retains the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed.

The Company's transformation efforts continued in fiscal year 2026. As announced in August 2021, the Company committed to invest in transformative technologies and processes over a five-year period. This investment began in fiscal year 2022, and included replacement of the Company's ERP system and transitioning to a cloud-based platform as well as the implementation of a suite of other digital technologies. The Company began implementation of its core U.S. operations in fiscal year 2026. The Company completed its implementation in the third quarter of fiscal year 2026. The total incremental transformational investment was approximately $580 million. It is expected that these implementations will generate efficiencies and transform the Company's operations in the areas of supply chain, digital commerce, innovation, brand building and more over the long term.

During the fourth quarter of fiscal year 2025, certain retailers placed orders in advance of the ERP system transition in the U.S. to minimize any potential inventory impacts during the implementation phase. The incremental shipments provided a benefit to fiscal year 2025 net sales, however, the offsetting impacts were reflected in fiscal year 2026 net sales as retailers drew down this inventory.

In fiscal year 2026, the Company simplified its operating structure to streamline leadership oversight, align resources to drive the company's strongest growth opportunities, advance portfolio optimization efforts and support faster execution across the enterprise.

Clorox continued to work toward its sustainability goals, which are embedded into the IGNITE strategy and throughout the business. The Company prioritizes greenhouse gas emission reductions and reducing plastic and other waste. Clorox continues to invest in talent development initiatives across all levels and functions. Through both funding and employee volunteering, The Clorox Company Foundation extends Clorox’s people-centered impact by promoting well-being and inclusivity within communities.

The Company has been broadly recognized throughout fiscal year 2026 for its integrated sustainability efforts. For the fourth consecutive year, Clorox was recognized among Barron’s 100 Most Sustainable U.S. Companies list. The Company was also recognized by Time as one of America’s Most Iconic Companies and listed among the World’s Most Trustworthy Companies by Newsweek. Clorox also received Kantar’s Outstanding Innovation Award and was named to Wall Street Journal's 250 Best Managed Companies.

Clorox also continued its longtime commitment to providing value to shareholders through regular dividends. During fiscal year 2026, the Company paid $602 million in dividends to shareholders. In July 2026, Clorox announced an increase of 1% to its dividend, consistent with its longstanding practice of delivering annual dividend increases.

For fiscal year 2027, Clorox will continue to invest in its brands and capabilities to build a stronger, more resilient company that delivers consistent, profitable growth over time.

For additional information on recent business developments, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in Exhibit 99.1, incorporated herein by reference.

Financial Information about Operating Segments and Principal Products

The Company operates through strategic business units (SBUs) which are organized into operating segments. Operating segments are then aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- *Health and Wellness* consists of cleaning, disinfecting, sanitizing and professional products marketed and sold in the United States. Products within this segment include home care cleaning and disinfecting products and laundry additives, primarily under the Clorox, Clorox2, Pine-Sol, Scentiva, Tilex, Liquid-Plumr and Formula 409 brands; skin sanitization and cleaning products under the Purell and GOJO brands; professional cleaning and disinfecting products under the CloroxPro and Clorox Healthcare brands; and professional food service products under the Hidden Valley brand.
- *Household* consists of bags and wraps, cat litter and grilling products marketed and sold in the United States. Products within this segment include bags and wraps under the Glad brand; cat litter primarily under the Fresh Step and Scoop Away brands; and grilling products under the Kingsford brand.
- *Lifestyle* consists of food, water-filtration and natural personal care products marketed and sold in the United States. Products within this segment include dressings, dips, seasonings and sauces, primarily under the Hidden Valley brand; water-filtration products under the Brita brand; and natural personal care products under the Burt’s Bees brand.
- *International* consists of products sold outside the United States. Products within this segment include laundry additives and home care products primarily marketed under the Clorox, Poett, Pine-Sol, Clorinda and Chux brands; bags and wraps under the Glad brand; cat litter primarily marketed under the Ever Clean and Fresh Step brands and water-filtration products marketed under the Brita brand.

The Company’s products are marketed and sold globally. The following table provides the Company’s global product lines, which were sold in the United States (including professional products) and internationally, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:

	2026	2025	2024
Cleaning products	44 %	44 %	43 %
Bags and wraps	15 %	15 %	15 %
Food products	11 %	12 %	11 %
Cat litter products	10 %	10 %	10 %

Principal Markets and Methods of Distribution

In the United States, most of the Company’s products are nationally advertised and sold to mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, military stores and other retail outlets primarily through a direct sales force; to grocery stores and grocery wholesalers primarily through a combination of direct sales teams and a network of brokers; and through e-commerce retailers. The Company also sells many of its products through alternative retail channels. Some brands are sold using the direct-to-consumer model. The Company sells institutional, janitorial, food-service and healthcare products through a direct sales force and a network of brokers to distributors and redistributors. Outside the United States, the Company sells products to the retail trade through subsidiaries, licensees, distributors and joint-venture arrangements with local partners.

Sources and Availability of Raw Materials

The Company purchases raw materials from numerous unaffiliated U.S. and international suppliers, some of which are sole source or single-source suppliers. Interruptions in the delivery of these materials could adversely impact the Company. Key raw materials used by the Company include resins, non-woven fabrics for wipes products, sodium hypochlorite, corrugated cardboard, soybean oil, solvent, derivatives of amines and other chemicals and agricultural commodities. Raw materials were generally available during fiscal year 2026 with minimal constraints. While the Company does not expect supply constraints in fiscal year 2027, supply risk may result from external factors outside of the Company's control.

To mitigate the volatility of the pricing of raw materials needed in its operations, the Company uses a combination of derivative instruments (including commodity futures and swaps), long-term supply contracts and other contractual arrangements with key suppliers. However, the Company remains highly exposed to changes in the prices of commodities and transportation used in manufacturing and shipping of its products as well as broader geopolitical developments. For further information regarding the impact of changes in commodity prices, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Exhibit 99.1, "Risk Factors – Volatility and increases in the costs of raw materials, energy, transportation, labor and other necessary supplies or services have negatively impacted, and may continue to negatively impact, the Company's net earnings and cash flow" and "Risk Factors – Supply chain issues can result in product shortages or disruptions to the Company's business" in Item 1.A.

Patents and Trademarks

Most of the Company's brand name consumer products are protected by registered trademarks. The Company's brand names and trademarks are highly important to its business, and the Company vigorously protects its trademarks from apparent infringements. Maintenance of brand equity value is critical to the Company's success. The Company's patent rights are also significant to its business and are asserted, where appropriate, against apparent infringements.

Seasonality

Most sales of the Company's grilling products occur during the months of March through September each calendar year. The volume and sales of grilling products may be affected by weather conditions.

Customers

Net sales to the Company's largest customer, Walmart Stores, Inc. and its affiliates, were 26%, 27% and 25% of consolidated net sales for each of the fiscal years ended June 30, 2026, 2025 and 2024, respectively, and occurred across all of the Company's reportable segments. No other customers accounted for 10% or more of the Company's consolidated net sales in any of these fiscal years. The Company's five largest customers accounted for about half of the Company's consolidated net sales for each of the fiscal years 2026, 2025 and 2024.

Competition

The markets for consumer products are highly competitive. The Company's products compete with other nationally advertised brands and with "private label" brands within each category. Competition comes from similar and alternative products, some of which are produced and marketed by major multinational or national companies having financial resources greater than those of the Company. In addition, the Company faces competition from retailers, including club stores, grocery stores, drugstores, dollar stores, mass merchandisers, e-commerce retailers and subscription services, as well as from competitors in its B2B channels, including healthcare and other institutional markets. The Company's products generally compete on the basis of product performance, brand reputation and recognition, image and price. The Company also competes through product innovation, digital capabilities, data and analytics, and marketing effectiveness, including across e-commerce and other emerging retail platforms. A newly introduced consumer product (whether improved or newly developed) usually encounters intense competition requiring substantial expenditures for advertising, sales promotion and trade merchandising support. If a product gains consumer acceptance, it typically requires continued advertising and promotional support and ongoing product innovation to maintain its relative market position. For further information regarding the intense competition the Company faces, see "Risk Factors – The Company faces intense competition in its markets, which could lead to reduced net sales, net earnings and cash flow." in Item 1.A.

Research and Development

The Company engages in research and development activities across its portfolio of consumer and professional products with the goal of delivering superior value to consumers and customers and driving growth consistent with the Company's IGNITE strategy. These activities principally involve: development and improvement of product formulations, including cleaning, disinfecting, and sanitizing chemistries, food and flavor technologies, filtration systems, and skin health and hygiene solutions; innovation in packaging design, including efforts to reduce the use of plastic and develop recyclable, reusable or otherwise more sustainable packaging; development and improvement of manufacturing processes to enhance efficiency and reduce environmental impact; design and engineering of dispensing systems and related consumable products for professional and institutional applications; and the use of data analytics, artificial intelligence and digital tools to enhance consumer insights, accelerate product development, and optimize marketing effectiveness.

The Company's principal research and development facility is its campus in Pleasanton, California, which includes laboratories, pilot plants and sensory testing facilities. The Company also maintains research and development capabilities at other domestic and international locations, including in connection with the GOJO business acquired in April 2026.

Environmental Matters

For information regarding noncapital expenditures related to environmental matters, see the discussions below under “Risk Factors – Environmental matters create potential liabilities that could adversely affect the Company’s financial condition and results of operations.” in Item 1.A. No material capital expenditures relating to environmental compliance are presently anticipated.

HUMAN CAPITAL MANAGEMENT

Purpose and Values

The Clorox Company is led by its purpose to champion people to be well and thrive every single day, including employees, consumers and communities served around the world.

Clorox employees are committed to making a meaningful, positive impact through their work and to authentically living the Company’s values: to do the right thing, put people at the center and play to win. These foundational values underpin everything the Company does and are essential to achieving long-term success.

The Company’s purpose and values also are fully embedded in its IGNITE strategy, alongside its integrated goals for sustainability, supported by strong corporate governance.

Workforce

As of June 30, 2026, the Company employed about 9,200 people worldwide, with 77% in the United States and 23% working outside the United States. Clorox's U.S. workforce includes 43% nonproduction employees and 57% production employees, while the workforce outside the United States includes 58% nonproduction employees and 42% production employees. The increase in number of employees during fiscal year 2026 was primarily due to the GOJO acquisition.

People are essential to Clorox’s efforts to drive growth and deliver value for all stakeholders. The Company believes its values-based culture connects to its purpose and helps its people be at their best. A workforce comprised of diverse backgrounds and experiences helps the Company better understand and meet the needs of its consumers. Clorox fosters an inclusive workplace to create stronger teams, unlock more innovation and – ultimately – contribute to its growth and success.

Clorox continues to conduct annual pay equity analyses for non-production employees in addition to monitoring pay trends throughout the year. This effort proactively identifies potential discrepancies and helps to ensure each employee is compensated fairly, regardless of race, ethnicity or gender.

More than a dozen employee resource groups (ERGs) help drive inclusion within Clorox and foster belonging, in part through greater understanding of different backgrounds and perspectives. These groups are open to all employees and serve as an important forum for talent recruiting and retention, professional development and open dialog that strengthens the Company’s workplace culture and, through regular volunteer opportunities, the communities employees call home. The ERGs also serve the business by serving as internal focus groups, inspiring product innovations, accelerating product placement plans and deepening knowledge of the Company's multicultural consumer base.

Hiring and Development

Clorox looks to continuously attract, develop and retain the best talent to deliver against its strategy and commitments, prioritizing career growth and leadership development to establish a strong foundation for long-term success. Company investments include a suite of training and education for people managers to help them become effective coaches and leaders; mentoring programs and initiatives to help build a strong talent pipeline; and summer internship and co-op programs for college hires. Clorox also conducts a robust talent review and leader succession planning process to ensure a strong pipeline for key roles.

Additionally, supported by its strategic investment in digital transformation and related productivity enhancements, the Company continues to strengthen new ways of working, including implementing new tools and technologies that allow employees to collaborate more effectively, work smarter and make faster, more informed decisions. Finally, in order to attract key prospective talent and continue to advance Clorox as an employer of choice, the Company continues to invest in its employer value proposition and career development and talent acquisition strategies.

Employee Engagement and Retention

In support of its efforts to actively listen to its workforce, engage in effective two-way dialog and embrace continuous improvement, Clorox conducts both annual and periodic pulse surveys. The Company surveys its employees to assess their perception of Clorox as a place to work as well as their views of leadership, the Company's IGNITE strategy and related

transformation, sense of inclusion and more. Company leadership then uses the engagement survey results to develop and deploy related action plans aimed at addressing employee feedback, strengthening the overall workplace culture and, importantly, retaining top talent.

Employee Safety and Well-Being

As a company dedicated to championing people to be well and thrive every single day, Clorox takes a holistic approach to caring for its employees, with benefits and programs designed to support physical, mental and financial well-being.

Consistent with its value of putting people at the center, the Company invests in workplace safety through a combination of education, training and related policies, while operating in compliance with applicable regulations, including Occupational Safety and Health Administration (OSHA) guidelines in the United States. In fiscal year 2026, the Company's recordable incident rate (RIR)[1] was 0.63. This was significantly lower than the 2.7 average RIR for U.S. goods manufacturing companies[2] in 2024, which is the latest available data from the U.S. Bureau of Labor Statistics[3].

The Company has continued to prioritize the mental health of its employees, partnering with external vendors to provide free and confidential mental health and lifestyle services as well as other related resources, tools and forums to employees and their families.

The Company also provides parents with support such as paid parental leave, adoption resources, family-forming benefits and subsidized childcare.

To support employees' financial well-being, the Company provides competitive compensation – including short- and long-term incentives – to attract and retain top talent. In addition, Clorox supports its employees' retirement readiness by contributing up to 10% of an employee's annual salary to their 401(k) plan each year and offering third-party financial planning services.

Available Information

The Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Sections 13(a) or 15(d) of the Exchange Act are available on the Company's website, free of charge, as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC. These reports are available at TheCloroxCompany.com under Investors/Financial Reporting/SEC Filings. Additionally, the Company routinely posts additional important information, including press releases, on its website and recognizes its website as a channel of distribution to reach public investors and as a means of disclosing material non-public information for complying with disclosure obligations under Regulation FD. Accordingly, investors should monitor our website in addition to our SEC filings and public webcasts. These items are available at TheCloroxCompany.com under Investors/Overview/Press Releases.

Information relating to corporate governance at Clorox, including the Company's Code of Conduct, the Clorox Company Board of Directors Governance Guidelines and Board Committee charters for the Management Development and Compensation Committee, the Audit Committee, and the Nominating, Governance and Corporate Responsibility Committee, is available at TheCloroxCompany.com under Company/Leadership & Governance or https://www.thecloroxcompany.com/company/corporate-governance/. The Company will provide any of the foregoing information without charge upon written request to Corporate Communications, The Clorox Company, 1221 Broadway, Oakland, CA 94612-1888. The information contained on the Company's website is not included as a part of, or incorporated by reference into, this Report.

[1] RIR assessment data does not include employees who joined as part of the GOJO acquisition.
[2] NAICS codes 31-33
[3] The Company's fiscal year 2026 RIR of 0.63 means that for every 100 full-time equivalent Clorox employees globally, the Company averaged less than one recordable incident during the past year. The criteria used to determine RIR follows the U.S. Department of Labor's OSHA guidelines and is applied globally. The RIR does not include workers at offices with fewer than 10 employees, but it does include remote workers.

ITEM 1.A. RISK FACTORS

The risks and uncertainties set forth below, as well as other factors described elsewhere in this Report or in other filings by the Company with the SEC, could adversely affect the Company's business, financial condition and results of operations. Additional risks and uncertainties that are not currently known to the Company or that are not currently believed by the Company to be material may also harm the Company's business, financial condition and results of operations.

Business and Industry Risks

Unfavorable or uncertain global macroeconomic and geopolitical conditions beyond the Company's control could negatively impact its financial results.

Unfavorable or uncertain global macroeconomic factors that are beyond the Company's control have materially adversely affected, and could continue to materially adversely affect, its business, results of operations, financial condition and liquidity. These factors include, but are not limited to, inflation, interest rates, supply chain and logistics disruptions, labor market conditions, trade restrictions and tariffs, changes in trade policies and trade agreements, including the ongoing joint review of the United States-Mexico-Canada Agreement (USMCA), natural disasters, foreign exchange volatility, and other macroeconomic and market dynamics that affect consumer demand and purchasing power, which could impact the demand for the Company's products and negatively impact its net sales and results of operations.

In addition, geopolitical instability (including conflicts in Ukraine and the Middle East and other ongoing conflicts and regional tensions affecting global energy markets and key shipping routes, as well as trade tensions among major economies and rising tensions between China and Taiwan) has significantly increased global macroeconomic uncertainty and volatility. Continued uncertainty regarding the outcome of the USMCA joint review process, which could result in modifications to the agreement, a period of annual reviews, or termination, may further affect cross-border trade, sourcing, and supply chain arrangements across North America. Sustained macroeconomic uncertainty and volatility and geopolitical instability could undermine global consumer confidence and could continue to reduce consumer spending and purchasing power, thereby reducing demand for the Company's products, disrupting global supply chains, and affecting the availability and cost of transportation, raw materials, labor and packaging. Furthermore, U.S. government policy or election outcomes may prompt nationalist sentiment abroad, potentially resulting in targeted boycotts of U.S. products and services, which could adversely affect demand for the Company's products in certain international markets. These conditions may also impair the ability of the Company, as well as its customers, suppliers and business partners, to forecast demand and plan operations, which may adversely affect purchasing patterns, inventory levels, and payment cycles.

The Company has experienced, and expects to continue to experience, the indirect impacts of the conflicts in Ukraine and the Middle East, including increases in the cost of raw and packaging materials and commodities (including the price of oil), supply chain and logistics challenges, and it is not possible to predict the broader or longer-term consequences of these conflicts or the sanctions and export controls imposed in response to each conflict or that may be imposed in response to future developments. Increasingly unfavorable macroeconomic and geopolitical conditions have caused, and may also lead to, recession risk, increased credit and collectability risks, higher borrowing costs or reduced availability of capital and credit markets, reduced liquidity, asset impairments, declines in the value of the Company's financial instruments, and failures of counterparties including financial institutions and insurers. These geopolitical conflicts and tensions may also heighten other risks disclosed in this Report, including relating to cybersecurity, any of which could negatively and materially affect the Company's business, financial condition and results of operations.

Market and category declines and the Company's product and geographic mix may adversely impact the Company's ability to meet sales growth targets, profitability and financial results.

A large percentage of the Company's revenues comes from mature markets that are subject to high levels of competition. During fiscal year 2026, 84% of the Company's net sales were attributable to U.S. markets, including U.S. territories. U.S. markets for consumer goods are considered more mature and commonly characterized by high household penetration, particularly with respect to the Company's most significant product categories. The Company's ability to achieve its sales growth targets depends on its ability to successfully maintain and grow existing product sales and introduce new products, brands, line extensions, and product innovations, and/or enter or expand into adjacent product categories, including institutional and B2B channels, sales channels, markets, or countries. Even if we are successful at increasing sales, a general decline in the markets for the Company's product categories has had, and may in the future have, a negative impact on the Company's financial condition, results of operations, and ability to meet its sales growth targets. Further, the Company's product, category and/or geographic mix may hinder the Company's ability to meet these strategic targets, especially in conjunction with ongoing macroeconomic volatility and uncertainty, which would adversely impact its profitability and financial results.

The Company faces intense competition in its markets, which could lead to reduced net sales, net earnings and cash flow.

The Company faces intense competition from consumer product companies both in the U.S. and in its international markets, and the Company's ability to maintain or gain market share may be impacted by the actions of competitors. The Company's ability to achieve sales growth depends on its ability to drive growth through innovation, including as part of its IGNITE strategy, expand into new products and categories, channels and countries, invest in its established brands and enhanced merchandising, grow categories with retailers and capture market share from competitors. Most of the Company's products compete with other widely advertised, promoted and merchandised brands within each product category. The Company also faces competition from retailers, including club stores, grocery stores, drugstores, dollar stores, mass merchandisers, e-commerce retailers and subscription services, which are increasingly offering "private label" brands that are typically sold at lower prices and compete with the Company's products in certain categories. Increased purchases of "private label" products or other lower priced brands could negatively impact net sales of the Company's higher-margin products or shift the Company's product mix to lower-margin offerings, which would negatively impact its net earnings and profits. The Company's products generally compete on the basis of product performance, brand reputation and recognition, image and price, thereby requiring substantial expenditures for advertising, sales promotion and trade merchandising to gain and maintain market position. If the Company's advertising, marketing and promotional programs, including its use of digital and social media, are not effective or adequate, the Company's net sales may be negatively impacted.

Some of the Company's competitors are larger than the Company and have greater financial resources. These competitors, as well as new or smaller market entrants, may choose to spend more aggressively on advertising and promotional activities, introduce competing products more quickly, adopt new technology, such as artificial intelligence and machine learning, more quickly and successfully, and respond more effectively to changing business and macroeconomic conditions and consumer preferences than the Company can. Heightened competitive activity from strong local competitors, other large multinational companies, and new entrants into the market may result in more aggressive product claims and marketing challenges, increased promotional spending and geographic expansion, marketing of new products, or marketing of products more aggressively in new digital environments like live social shopping. Furthermore, the Company's competitors may attempt to gain market share by offering products at prices at or below those typically offered by the Company. Competitive activity may require the Company to increase its spending on advertising and promotions and/or reduce prices, which could lead to reduced sales, margins and/or net earnings. In addition, in B2B channels, including healthcare and other institutional markets, customers may shift to lower-cost alternatives, reduce usage or purchasing volumes, or renegotiate product specifications in response to budgetary, reimbursement or other cost pressures, which could adversely impact demand, pricing, and margins for the Company's products. Certain of the Company's offerings also involve dispensing systems, devices, or other product platforms that depend on customer retention and recurring purchases of related consumables or refill products, and any reduction in placements, retention, usage or replenishment rates, or any shift to lower-cost or competing consumables, could adversely affect future revenues and profitability.

The Company may not successfully introduce new products and line extensions, or expand into adjacent categories and countries, which could adversely impact its ability to meet sales growth targets, financial condition and results of operations.

The Company's ability to achieve its sales growth targets depends on innovation and its ability to successfully develop or license capabilities to introduce new products, brands, line extensions and product innovations or enter or expand into adjacent product categories, sales channels, markets or countries. The Company's ability to anticipate changes in consumer preferences and innovate in order to keep pace with changing consumer demands and/or evolving competitive dynamics and regulatory requirements is essential, especially in light of the reduction in barriers to entry for even smaller competitors, and these innovations may result in increased costs. In addition, the Company has placed an increased focus on delivering product superiority across performance, value, packaging, and brand experience as a core driver of consumer preference and competitive positioning. Executing on this focus requires substantial and sustained investments, including in research and development, which must be balanced against competing demands such as sustaining the Company's existing business, addressing quality matters, and advancing margin improvement initiatives. If the Company is unable to appropriately allocate or sufficiently staff its research and development and innovation resources, or otherwise execute on its superiority focus, the Company's product development pipeline, competitive position, and ability to meet evolving consumer demands could be adversely affected, increasing the risk that the Company is beaten to market by competitors. Failure to continually innovate and respond effectively to competition and changing consumer habits and preferences, including through the timely, responsible adoption of emerging technologies such as artificial intelligence, could further impair the Company's competitive position, particularly as competitors and retailers increasingly use artificial intelligence, data analytics, and automation to accelerate product development, personalize consumer engagement, optimize pricing and promotions, influence search and recommendation results, and improve demand forecasting and fulfillment. The Company cannot be certain that it will successfully achieve its innovation goals. New product and product packaging development and marketing efforts, including efforts to enter markets or product categories in which the Company has limited or no prior experience, not only incur substantial capital expenditures but also contain inherent risks. These risks include product development or launch delays, non-

compliance with applicable laws or regulations, or infringement of third-party intellectual property, any of which could result in the Company not being first to market, and the failure of new products, brands and line extensions to achieve anticipated levels of market acceptance. In addition, success in launching new products is also dependent on the Company's ability to deliver effective and efficient marketing in an evolving media landscape, which is increasingly fragmented and technologically dynamic. The Company's ability to fund innovation, product enhancements, marketing and other growth initiatives may be constrained by a number of factors, including inflationary cost pressures, retailer consolidation, increased regulatory compliance costs and other required product-related investments. Further, the Company may not be able to fully recoup the cost of unsuccessful product introductions or may experience a decline in sales of existing products as a result of consumer adoption of its new products, which could materially adversely affect the Company's business, net earnings, margins, financial condition and results of operations.

The changing retail environment and changing consumer preferences could adversely affect the Company's business, financial condition and results of operations.

The Company's sales are largely concentrated in the traditional retail grocery, mass retail outlet, warehouse club, and dollar store channels, in addition to e-commerce channels. Alternative retail channels and business models, including hard discounters, niche and native online brands, private label and store brands, direct-to-consumer channels, subscription services and buying clubs, have become and may continue to be more prevalent and popular than traditional retailers. In particular, the growing presence of, and increasing sales through, e-commerce retailers have affected, and may continue to affect, consumer behavior or preferences (as consumers increasingly shop online to compare pricing and product availability) and market dynamics, including any pricing pressures for consumer goods as retailers face added costs to build their e-commerce capacity. In addition, the increasing use of artificial intelligence by discovery and retailer platforms to personalize recommendations, pricing, and promotions may shift influence from brands to retailers, requiring the Company to increase investments to maintain brand visibility. Further, consumer preferences continue to evolve due to a number of factors, including macroeconomic volatility and uncertainty and inflation, which could cause consumers to purchase a smaller pack or quantity of a product or seek category alternatives or a lower priced alternative to the Company's products; fragmentation of the consumer market and changes in consumer demographics, including the emergence of millennials, Generation Z and younger generations who have different spending, consumption and purchasing habits; evolving consumer concerns or perceptions regarding the sustainability practices of manufacturers, including the environmental impacts of products and packaging; a growing demand for natural or organic products and ingredients; evolving consumer concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products; and changing consumer sentiment toward non-local products or sources. Any significant changes in consumer preferences or behavior could materially and/or negatively impact demand for the Company's products and, in turn, the Company's net sales and results of operations. Consumer preferences are also influenced by perception of the brand image of the Company and its products, the success of advertising and marketing campaigns, the Company's ability to engage with consumers through digital and traditional channels, and the perception of the Company's advertising, use of social media and engagement in political and social issues, and geopolitical events. If the Company is not successful in continuing to adapt to rapidly changing consumer preferences and market dynamics or expanding sales through e-commerce retailers or alternative retail channels, its business, financial condition and results of operations could be negatively impacted.

The Company may not successfully execute or realize the anticipated benefits of its strategic or transformational initiatives.

The Company has implemented and has been implementing certain strategic and transformational initiatives intended to generate cost savings, improve operational efficiencies and enhance its competitive position. These initiatives include the implementation of a new ERP system, expansion of digital capabilities and productivity enhancements, and continued execution of its long-standing cost savings program focused on reducing material and manufacturing costs, improving supply chain operations, and reducing overhead.

These initiatives (and their concurrent execution) may have unintended consequences, such as business disruptions, diversion of management attention, reduced employee morale and productivity, and negative impacts on relationships with customers, suppliers, and business partners. The pace and volume of concurrent organizational change may also strain the Company's capacity to effectively execute on its strategic priorities, independent of its ability to attract and retain talent.

The ERP system implementation, which was completed in January 2026, has required, and will continue to require, investment of personnel and financial resources to support post-implementation efforts and system functionality. Following implementation, the Company experienced, and may continue to experience, system inefficiencies or integration challenges, delays in key business processes or workflows, data quality or migration issues, security access gaps, or operational disruptions, including issues that may emerge only as the system continues to operate at scale. Any such disruptions have had temporary and transition-related impacts and could in the future impact the Company's ability to process transactions (including order-to-cash processes, such as invoicing and collections), manage inventory and supply chain operations, including logistics, or fulfill customer orders, which could adversely impact the Company's customer relationships, cash flows and business.

Additionally, the expected value and cost savings from the ERP system and other transformational initiatives may not be achieved, may be realized more slowly than anticipated, may not be maintained including through training or effective change management, or may be offset by increased costs or other unintended consequences.

The Company also may not be able to successfully enter new markets, launch new products and innovations, drive demand for existing products, implement pricing actions, restructure operations, and pursue and execute on strategic acquisitions or divestitures. These strategic initiatives may not be effectively implemented, may fail to achieve intended results, or may result in unanticipated costs or complexities.

If the Company is unable to successfully execute its strategic or transformational initiatives or realize their anticipated value or benefits, its business, financial condition, and results of operations could be materially adversely affected.

Acquisitions, joint ventures, new venture investments and divestitures may not be successful, which could have an adverse effect on the Company's business.

In connection with its strategy, the Company expects to continue to seek acquisition, joint venture and investment opportunities. However, the Company may not be able to identify and successfully negotiate suitable strategic transactions at attractive prices, terms, and conditions. In addition, an increase in regulatory restrictions or continued market volatility could hinder the Company's ability to execute strategic business activities including any acquisitions or investments. Furthermore, all acquisitions, joint ventures, and investments entail numerous risks, including risks relating to the Company's ability to successfully integrate acquired businesses, systems, and personnel; maintain uniform standards, controls, procedures, and policies throughout acquired companies, including effective integration into the Company's internal control over financial reporting; achieve expected synergies and strategic benefits within anticipated timeframes, if at all; retain key employees, customers and business relationships; and identify and manage legal, operational, financial, and reputational risks associated with such transactions.

In particular, on April 1, 2026, the Company completed its acquisition of GOJO (now operating as Clorox Purell), a significant strategic transaction that expands the Company's position in health and hygiene and increases its presence in B2B channels, including healthcare and other institutional markets. The integration of Clorox Purell's operations, systems, controls, culture, customers, suppliers and personnel may be complex, time-consuming and costly, and may disrupt existing operations, affect service levels or customer relationships, create unexpected costs or liabilities, including litigation and related expense, and divert management attention and resources. The Company may also face challenges adapting to Clorox Purell's B2B operating model, including differences in distribution channels, go-to-market strategies, margin profiles, pricing dynamics, working capital needs, and customer requirements, and failure to successfully manage these differences could result in the loss of significant customer relationships. In addition, the integration of a B2B business alongside the Company's consumer business may create channel conflict, including pricing discrepancies or competing go-to-market strategies, which could adversely affect sales, margins, and customer relationships. If the Company is unable to effectively integrate Clorox Purell, retain key employees, customers, suppliers, and business partners, align systems, controls and processes, or realize the anticipated benefits of the acquisition, including synergies, cost savings or growth opportunities, its business, financial condition and results of operations could be adversely affected.

In addition, following the expiration of the Company's joint venture with P&G on January 31, 2026, the Company completed the purchase of P&G's 20% interest in the Glad business, resulting in the Company owning 100% of the Glad business. The Company now operates the Glad business independently and no longer benefits from P&G's ongoing involvement, including research and development support. Certain products and marketing initiatives within the Glad business rely on intellectual property, trademarks, technologies, or other rights made available through commercial licensing arrangements. If those arrangements are modified, terminated, or not renewed on acceptable terms, we could incur additional costs, face limitations on the use of certain assets, or be required to identify alternative solutions. If the Company is unable to successfully operate the Glad business on a standalone basis, including by cost-effectively replacing or replicating research and development support and other capabilities previously provided through the joint venture relationship, or realize the expected benefits of full ownership, the Company's results of operations and financial condition could be adversely affected.

Acquired companies or operations, joint ventures or investments may not be profitable or may not achieve sales, profitability, and cash flow expectations. Furthermore, acquisitions or ventures could also result in increased indebtedness, higher interest expense, the assumption of liabilities (including contingent or unknown liabilities), additional integration and operating costs, and potential dilution or impairment charges, all of which could adversely affect the Company's financial condition, margins and results of operations. In particular, the Company has incurred significant cash outflows and additional indebtedness in connection with its recent GOJO acquisition and Glad joint venture buyout, which may increase interest expense, reduce liquidity, and limit financial flexibility. Future acquisitions of foreign companies or new foreign ventures would subject the Company to local regulations and could potentially lead to risks related to, among other things, increased exposure to foreign exchange rate changes, tax or labor laws, government price controls, or repatriation of profits and liabilities relating to the

Foreign Corrupt Practices Act (FCPA). In addition, to the extent that the economic benefits associated with an acquisition or investment diminish in the future or the performance of an acquired company or business is less robust than expected, the Company has recorded, and may, in the future, be required to record, impairments of intangible assets, including goodwill and other intangible assets recorded in connection with the GOJO acquisition. Any impairment charges could adversely affect the Company's financial condition, margins, and results of operations.

The Company has divested and may, in the future, divest certain assets, businesses or brands. A divestiture could affect the profitability of the Company as a result of lost revenues, gains or losses on sale, separation costs or retained liabilities, which may negatively impact profitability and cash flow. The Company may also encounter difficulty finding potential acquirers or other divestiture options on favorable terms. If the Company is unable to complete a divestiture or successfully transition a divested business, including the effective management of the related separation and overhead costs, transition services, and the maintenance of relationships with customers, suppliers, and other business partners, its business and financial results could be negatively impacted. The Company may also be required to recognize impairment charges or other losses as a result of a divestiture. For example, in March and September 2024, the Company completed the sale of its Argentina business and its Better Health VMS business, respectively, and recorded a loss for each sale.

In addition, any potential future acquisitions, new ventures or divestitures may divert the attention of management and resources from other business priorities. The occurrence of any of these risks or uncertainties may have a material adverse effect on the Company's business, financial condition and results of operations.

Harm to the Company's reputation or the reputation of one or more of its leading brands or products could have an adverse effect on its business, financial condition and results of operations.

Maintaining a strong reputation with consumers, customers and trade and other third-party partners is critical to the success of the Company's business. The Company devotes significant time and resources to programs designed to protect and preserve its reputation such as ethics and compliance, brand protection and suitability, product safety and quality, and enterprise risk management, and has published goals, including relating to environmental impact and sustainability, as part of its IGNITE strategy. The Company could be the subject of negative publicity or litigation in spite of or as a result of these efforts, including relating to product safety, quality or efficacy; ingredients or substances actually or allegedly present in the Company's products or packaging; sustainability; or its human capital practices, including if the Company changes its position on or does not achieve its sustainability goals. In addition, the Company's products have, in the past, and could, in the future, face withdrawal, recall or other quality issues, which could lead to decreased demand for and reputational damage to the related brands, which could, in turn, have a materially adverse impact on the Company's business, financial condition and results of operations. The Company's products are dependent on consumers' perception of their efficacy, safety and quality. Emerging studies have, in the past, and could, in the future, prove or allege that ingredients or substances that are present or allegedly present in the Company's products, the products themselves, or similar products of other companies, are harmful to consumers. The Company also licenses certain of its brands to third parties. Such licenses and partnerships may create additional exposure for those brands to product safety, quality, sustainability and other concerns.

Widespread use of social media and networking sites by consumers has greatly increased the accessibility and speed of dissemination of information (whether accurate or inaccurate). Negative publicity, posts or comments about the Company, its brands, its products or its marketing activities, whether accurate or inaccurate, or disclosure of non-public sensitive information about the Company, could be widely disseminated through the use of social media or in other formats. Additionally, marketing initiatives may not have the desired effect on a brand's or product's image. Such events, if they were to occur, could harm the Company's image and adversely affect its business, financial condition and results of operations, as well as require resources to rebuild the Company's reputation.

In addition, the legal, regulatory and ethical landscape around the use of artificial intelligence and machine learning is rapidly evolving. The increasing integration of artificial intelligence into business operations may also fundamentally change how work is performed across the organization, and the Company's ability to adapt its operating model, workforce, and internal processes to keep pace with these shifts may affect its competitive position and operational effectiveness. While the Company's success may increasingly become dependent on its ability to adopt and effectively leverage this emerging technology, it may not be able to do so in an effective manner. The outputs or recommendations generated by this technology could also prove to be, among other things, false, biased, or inconsistent with the Company's values and strategies, which could lead to operational disruptions, flawed decision-making, increased costs, or reputational harm. Further, the use of generative artificial intelligence tools may compromise confidential or sensitive information, put the Company's intellectual property at risk, or subject the Company to claims of intellectual property infringement, all of which could damage the Company's reputation.

The Company may not be able to attract, develop or retain the highly skilled personnel needed to support its business.

The Company’s success depends, in part, on its continuing ability to identify, hire, develop and retain highly qualified personnel, at all levels of the business, including management and in its manufacturing facilities. Recent strategic actions, including the Company’s acquisition of GOJO (now operating as Clorox Purell), may increase the Company’s need to attract, integrate and retain additional personnel, including employees of acquired businesses. The Company's ability to attract and retain talent has been and may continue to be impacted by a number of factors, including employee morale, its reputation, competition from other employers and availability of qualified individuals in key geographic areas such as the San Francisco Bay Area, and challenges in the labor market, particularly in the U.S., which has increasing labor costs, sustained labor shortages, and changing worker and talent market expectations around flexible work models and relocation. Increased labor costs due to increased competition for employees, higher employee turnover rates, or increased employee benefit costs could increase the Company’s operating expenses and adversely impact growth and results of operations. Furthermore, as the Company continues to adopt emerging technologies across its business, its future success may increasingly depend on its ability to attract, develop and retain employees with capabilities in areas such as artificial intelligence and machine learning.

The Company continues executing organizational change to advance its transformation, which may impact hiring and retention efforts. The integration of Clorox Purell and alignment of its workforce, culture and total rewards program and practices may increase the complexity of these efforts and could heighten the risk of employee attrition or disruption. The Company’s ability to retain key leaders and employees of Clorox Purell will also be important to realizing the expected benefits of the acquisition.

The Company’s success also depends on its ability to retain its key personnel, including its executive officers and senior management team, and to continue to implement its succession plans for senior management and other key employees. In May 2026, the Company’s Chief Executive Officer and Chair Linda Rendle announced her planned resignation, and the Board has initiated a process to identify a successor. Leadership transitions may result in disruption or uncertainty among employees, customers, investors and other stakeholders, and the Company’s ability to successfully manage this transition will be important to maintaining its performance, executing its strategy and retaining other members of senior management.

Dependence on key customers could adversely affect the Company’s business, financial condition and results of operations.

A limited number of customers account for a large percentage of the Company’s net sales. Net sales to the Company’s largest customer, Walmart Stores, Inc. and its affiliates, were 26%, 27% and 25% of consolidated net sales for the fiscal years ended June 30, 2026, 2025 and 2024, respectively, and occurred across all of the Company’s reportable segments. The Company’s five largest customers accounted for about half of the Company’s consolidated net sales for each of the fiscal years ended June 30, 2026, 2025, and 2024, and a significant portion of the Company’s future revenues may continue to be derived from a small number of customers. As a result, changes in the strategies of the Company’s largest customers, including a reduction in the number of brands they carry, a shift of shelf space to “private label” or competitors’ products or a decision to lower pricing of consumer products, including branded products, may harm the Company’s net sales or net earnings, and reduce the ability of the Company to offer new, innovative products to consumers and other end users. Any loss of a key customer or a significant reduction in net sales to a key customer of the Company could have a material adverse effect on the Company’s business, financial condition and results of operations. In addition, the use of the latest pricing technology by its customers may lead to category pricing pressures. The Company’s information technology (IT) platforms, including its ERP system, may not be fully compatible at all times with those used by its customers and may not be able to respond to customer data or technology demands.

With the growing trend towards retailer consolidation, both in the U.S. and internationally, the continued growth of e-commerce and the integration of traditional and digital operations at key retailers, the Company is increasingly dependent on certain retailers. This trend has resulted in the increased size and influence of large consolidated retailers, who have in the past changed, and may in the future change, their business strategies; demand lower pricing or higher trade discounts; impose other burdensome requirements on product suppliers; or move away from branded products to "private label." These large consolidated companies could also exert additional competitive pressure on the Company’s other customers, which could in turn lead to such customers demanding lower pricing, higher trade discounts or special packaging or imposing other onerous requirements on the Company. Following the acquisition of GOJO, the Company is also more exposed to consolidation trends among distributors, group purchasing organizations, health systems and other large institutional customers in B2B channels, which may increase customer concentration, enhance purchasing leverage and pricing pressure, and adversely affect the Company’s net sales, margins and customer relationships. If a significant customer ceases doing business with or materially decreases its purchase of the Company's products, the Company’s business, financial condition and results of operations may be harmed.

The Company’s business is based primarily upon individual sales orders, and the Company typically does not enter into long-term contracts with its customers. While this has historically been the case for a significant portion of the Company’s consumer business, a meaningful portion of the Company’s sales, particularly in B2B channels following the acquisition of GOJO, is conducted under contracts or other arrangements with specified terms, pricing or volume commitments, and the Company may be unable to renew, extend, or replace such contracts on favorable terms or at all. Accordingly, customers could reduce their

purchasing levels or cease buying products from the Company at any time, subject in some cases to contractual terms and conditions. If the Company does not effectively respond to the demands of its customers, they could decrease their purchases, causing the Company's net sales and net earnings to decline. Furthermore, unfavorable market conditions or competitive pressures may cause customers to reevaluate the number and mix of brands they sell, resulting in lower purchases of the Company's products by these customers. The Company may also modify key customer credit limits due to customer financial strength, which may have an adverse impact on future sales.

Operational Risks

Volatility and increases in the costs of raw materials, energy, transportation, labor and other necessary supplies or services have negatively impacted, and may continue to negatively impact, the Company's net earnings and cash flow.

Volatility and increases in the cost of key raw materials and packaging inputs, including resins, non-woven fabrics for wipes products, chemicals, agricultural commodities and packaging materials, as well as energy, transportation, labor and other supply costs, have harmed, and may continue to harm, the Company's results of operations. Many of these inputs are subject to price volatility and availability constraints driven by factors beyond the Company's control, including macroeconomic and geopolitical conditions, governmental actions (such as tariffs, sanctions, or trade restrictions), supply and demand imbalances, capacity constraints, weather events, and natural disasters (including the effects of climate change), labor shortages, currency fluctuations, and other operational or logistical disruptions.

The Company has experienced, and may continue to experience, disruptions in its manufacturing operations and supply chain, including facility damage or closures, as a result of these factors. Recent geopolitical conflicts and tensions have contributed to volatility in fuel and freight costs, as well as disruptions and delays in global shipping and logistics networks, which has affected, and may continue to affect, the Company's supply chain. In addition, if cost increases exceed the Company's expectations and the Company is not able to offset such increases through pricing actions or cost savings, its margins could be adversely affected. Sustained price increases may also reduce sales volumes or market share and the Company may not accurately predict the impact of such actions on demand.

To mitigate commodity cost volatility, the Company uses a combination of derivative instruments (including commodity futures and swaps), long-term supply contracts, and other contractual arrangements with key suppliers. The extent of the Company's derivative position at any given time depends on the Company's assessment of the markets for these commodities, the cost volatility in the markets and the cost of the derivative instruments. Many of the commodities used by the Company in its products do not have actively traded derivative instruments, and the Company's ability to manage volatility through contractual arrangements is subject to factors such as supplier availability and concentration, the Company's ability to negotiate or renew arrangements on favorable terms, and counterparty performance and financial condition. If the Company does not or is unable to take a derivative position and costs subsequently increase, or if it executes a position and costs subsequently decrease, the Company's costs may be greater than anticipated or higher than its competitors' costs and the Company's financial results and margins could be adversely affected.

Failure of key technology systems, cyberattacks, privacy breaches or data breaches could have a material adverse effect on the Company's business, financial condition, results of operations and reputation.

To conduct its business, the Company relies extensively on IT and operational technology (OT) systems, many of which are managed, hosted, provided and/or used by third parties and their vendors. These systems include, but are not limited to, programs and processes relating to core business operations, including communications, supply chain management, transaction processing, data storage, and financial reporting.

The Company completed the replacement of its ERP system in January 2026 as part of a broader, multi-year upgrade of its digital and productivity capabilities. It also uses various other hardware, software and operating systems that may need to be upgraded or replaced in the near future as such systems cease to be supported by third-party service providers and may be vulnerable to security breaches, system failures or disruptions. Any such upgrade could take time and be costly, and may include challenges such as data migration, system integration and training. Similar risks may arise in connection with integrating the systems and infrastructure of acquired businesses, including those of GOJO, which may introduce compatibility or integration challenges, data migration risks and potential security vulnerabilities during the integration process. If such systems are not successfully upgraded or replaced in a timely manner, or do not function properly or are not adequately supported by third-party service providers, the Company may experience operational disruptions that could adversely affect its business, results of operations and cash flows.

Over the past few years, cyberattacks have become more prevalent and increasingly sophisticated, including through the use of artificial intelligence, which may increase the speed and effectiveness of attacks and limit the ability to detect and respond in a timely manner. The IT/OT systems of the Company, its customers, business partners, suppliers, and third-party providers have been, and will continue to be, subject to cyber-threats, including malware, ransomware, unauthorized access and other attacks.

The Company experienced a cyberattack in August 2023 and may continue to experience an increase in the number of such attacks, which may result in unauthorized access to or disclosure of information and increased response and remediation costs. The rapid evolution and increased adoption of emerging technologies, such as artificial intelligence, may also increase the frequency and magnitude of cyberattacks on the Company and amplify its cybersecurity risks. Threat actors may leverage such technologies to identify and exploit vulnerabilities more rapidly, develop more effective and complex attack vectors, and automate large-scale campaigns, including phishing and social engineering campaigns, and malicious code generation, which may reduce the time between the identification of a vulnerability by a threat actor and its exploitation. In addition, threat actors are increasingly targeting identity and access controls as a primary attack vector, using compromised or fraudulently obtained credentials to gain unauthorized access to systems and data. Such attacks may involve impersonation, credential theft, or the abuse of legitimate user privileges, allowing attackers to bypass traditional security controls and move laterally within the Company. Threat actors may also exploit trusted relationships with third-party service providers or leverage compromised non-human identities, such as service accounts or automated processes, to gain indirect access to the Company's system and data. As a result, these evolving capabilities may increase the likelihood, severity, and impact of cybersecurity incidents affecting the Company, its third-party service providers or its broader supply chain. These risks may be heightened during periods of system implementation, stabilization or integration, and the integration of acquired businesses. In addition, while the Company has purchased cybersecurity insurance, costs related to a cyberattack may exceed the amount of insurance coverage or be excluded under the terms of its cybersecurity insurance policy. The Company may be unable to obtain cybersecurity insurance in amounts and on terms the Company views as appropriate for its operations.

The security efforts of the Company and its third-party providers may not prevent or timely detect cyber incidents. Such incidents may be difficult to detect or assess, which may delay response and remediation efforts and limit the Company's ability to provide timely and accurate information to customers, counterparties, regulators, and the public. The Company has in place disaster recovery and business continuity plans to address Company and third-party incidents, but if these plans or those of its third-party providers are ineffective or not implemented successfully, the Company may experience operational disruptions, unauthorized access to or disclosure of sensitive information, remediation costs, investigations, litigation, reputational harm, governmental fines, penalties, loss of customers or business partners, as well as heightened regulatory and legal scrutiny. Reliance on third-party service providers and interconnected systems may further complicate incident response efforts and expose the Company to risks arising from their activities, including incidents that originate with or affect third parties. These risks may be heightened following acquisitions, including GOJO, as the Company integrates additional third-party vendors, systems and data environments.

In addition, data breaches or theft of personal information collected by the Company and its third-party service providers as well as data breaches or theft of Company information and assets have occurred in the past and may occur in the future. The Company is subject to the laws and regulations of various countries where it operates related to solicitation, collection, processing, transferring, storing or use of consumer, customer, business partner or employee information or related data. The Company has incurred, and will continue to incur, expenses to comply with privacy and data protection standards and protocols imposed by law, regulation, industry standards and contractual obligations. These requirements are increasingly complex, vary across jurisdictions, and continue to evolve, subjecting the Company to additional costs and potentially requiring costly changes to the Company's security systems, policies, procedures and practices. These laws and regulations also may result in the Company incurring additional expenses and liabilities in the event of unauthorized access to or disclosure of personal data.

Supply chain issues can result in product shortages or disruptions to the Company's business.

The Company has a complex global network of suppliers that may, in the future, expand and further evolve in response to market conditions. The Company also relies on a number of single-source suppliers for certain commodities and raw material inputs, including packaging, product components, finished products and other necessary supplies as well as on single-source manufacturing for certain product lines. The Company has experienced and could continue to experience material disruptions in production and other supply chain issues, including as a result of business interruptions, aging infrastructure, supply chain dependencies, increased supplier concentration in certain categories, or challenges associated with integrating and aligning supply chain operations across acquired businesses, such as in the Company's acquisition of GOJO, which could result in out-of-stock conditions. The Company's business continuity and disaster recovery plans to address disruptions to the manufacturing or sourcing of products or raw materials may not be sufficient, comprehensive, or effective. Significant disruptions have and could, in the future, interrupt product supply and, if not remedied in a timely manner or at all, could have an adverse impact on the Company's business, results of operations, cash flows and financial condition.

The Company also requires new and existing suppliers to meet its ethical and business partner standards. If the Company's existing or new suppliers fail to meet such standards or any other relevant governmental, industry, customer or Company standards; if the Company is unable to contract with suppliers on favorable terms or at the quantity, quality and price levels needed for its business; if any of the Company's key suppliers becomes insolvent, ceases or significantly reduces its operations or experiences financial distress; or if any environmental, economic or other outside factors impact its operations, the

Company's business, results of operations, cash flows and financial condition could be adversely affected. In addition, the Company may face challenges in production planning and execution, which could impact its ability to cost-effectively meet product demand, or may be required to increase production in-house and reduce its supply and manufacturing arrangements with third parties, which may lead to additional costs connected to such transition and unwinding of certain manufacturing relationships.

The Company is subject to risks related to its international operations and international trade.

In fiscal year 2026, 16% of the Company's net sales were attributable to international markets. The Company has faced and will continue to face substantial risks associated with its foreign operations, including, but not limited to:

- macroeconomic, geopolitical, and market risks, including unfavorable and uncertain macroeconomic conditions, geopolitical instability, and related operational or supply chain disruptions;
- regulatory and trade risks, including the imposition of or increase in tariffs, trade restrictions or sanctions, changes in trade policies, capital controls or other government-imposed restrictions, labor laws, immigration restrictions, and import and export laws;
- operational and security risks, including environmental events, civil unrest, work stoppages, labor disputes, widespread health emergencies, terrorism, kidnapping, and risks associated with the handling and transportation of hazardous materials, including potential harm to third parties, the Company's employees and/or surrounding communities, and related liabilities and damages to the Company's reputation from the use, storage and transportation of chlorine in certain international markets where chlorine is used in the production of bleach, whether such actions are undertaken by the Company or by the Company's business partners;
- financial risks, including foreign currency fluctuations, currency controls and other limitations on access to foreign currency, persistent inflationary conditions in certain markets, and increased credit risk of customers, suppliers, distributors, or foreign governments;
- legal, compliance and governance risks, including increased risk of fraud or corruption in certain foreign jurisdictions, employment-related claims, challenges in maintaining effective internal controls, compliance with local and U.S. laws, including without limitation, the FCPA and intellectual property laws and protections, and difficulties enforcing intellectual property or contractual rights in certain jurisdictions; and
- commercial and structural risks, including retailer consolidation, loss of distribution channels, media and technological transformations, and the possibility of nationalization, expropriation of assets or other similar government actions.

All of the foregoing risks could have a significant adverse impact on the Company's ability to commercialize its products on a competitive basis in international markets and may have a material adverse effect on its business, financial condition and results of operations. The Company's small sales volume in some countries, relative to some multinational and local competitors, could exacerbate such risks.

Reliance on third-party service providers could have an adverse effect on the Company's business.

The Company relies on third-party service providers for certain areas of its business operations, including aspects of the implementation of the Company's transformational initiatives (such as its digital and productivity enhancements and replacement of its ERP system), IT, procurement, supply chain, manufacturing, certain finance and accounting functions, including financial reporting, and legal, regulatory and tax compliance. Failure by these third parties to meet their contractual, regulatory and other obligations to the Company, or failure to adequately monitor their performance, has in the past and could continue to result in the Company's inability to achieve expected cost savings or efficiencies and result in additional costs to correct errors made by such service providers. Depending on the function involved and despite the possible availability of contractual remedies against these providers, such errors can also lead to business disruption, systems performance degradation, processing inefficiencies or other systems disruptions, the loss of or damage to intellectual property or sensitive data through security breaches or otherwise, incorrect or adverse effects on financial reporting, litigation, claims, legal or regulatory proceedings, inquiries or investigations, fines or penalties, remediation costs, damage to the Company's reputation or have a negative impact on employee morale, all of which can adversely affect the Company's business.

Legal and Regulatory Risks

Changes in government and tax regulations could have a material effect on the Company's financial results.

The Company's manufacturing, processing, formulation, packaging, labeling, storage, distribution, advertising, and sale of its products and business operations must comply with extensive, increasingly varied, and complex federal, state, and foreign laws

and regulations. In the U.S., this includes oversight from agencies such as the Environmental Protection Agency, the Food and Drug Administration (FDA) (including applicable current good manufacturing practice regulations), the Consumer Product Safety Commission, the Federal Trade Commission, and the Occupational Safety and Health Administration. Additionally, changes in regulatory priorities, enforcement approaches, or the interpretation of existing laws may create uncertainty, delay product launches, increase compliance risk, or otherwise impact the Company's ability to operate efficiently. In particular, the Company's acquisition of GOJO has expanded its portfolio of products subject to FDA oversight, including products regulated as cosmetics and over-the-counter drugs, which are subject to distinct regulatory requirements. Changes in FDA regulations, priorities, or enforcement approaches applicable to these product categories could have a disproportionate impact on the Company's operations. The Company could also be subject to government inquiries, investigations or enforcement actions and any determination of non-compliance could result in fines, penalties, product recalls or other sanctions, which may adversely affect its business, reputation, and financial performance.

Moreover, federal, state, and foreign governments may introduce new or expand existing legislation and regulations, or impose more stringent interpretations of current laws, requiring the Company to enhance its resources, capabilities, and expertise. For instance, the Company is subject to environmental regulations related to the transportation, storage, and use of certain chemicals. It may also face increased costs or mandatory funding obligations under extended producer responsibility or similar regulations or restrictions on materials and packaging types. These requirements could increase compliance costs, limit material availability, or reduce the competitiveness of the Company's products, which could adversely affect consumer demand. Furthermore, the Company is subject to rapidly evolving and increasingly complex legal and regulatory requirements in areas such as sustainability disclosure, sustainable packaging (including plastic packaging), data privacy, executive compensation, and corporate governance. The lack of regulatory convergence across jurisdictions, especially at the state level, may further increase compliance costs.

Due to its extensive international operations, the Company could be adversely affected by violations, or allegations of violations, of the FCPA and similar international anti-bribery laws. The Company's internal controls, policies and procedures may not protect it from reckless, intentional or unintentional criminal acts committed by its employees, joint-venture partners or agents. Alleged or actual violations of these laws could adversely affect the Company's business, reputation, financial condition and results of operations.

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's multi-year phased upgrade of its digital capabilities, including replacement of its ERP system, as well as its increasing use of emerging technologies such as artificial intelligence, have required the Company to adapt and evolve its processes and internal control framework. These developments have resulted and will result in changes to its processes and procedures which, in turn, has resulted and could result in changes to its internal controls over financial reporting, which may require significant effort and judgment. In addition, the integration of acquired businesses, including GOJO, may further increase the complexity of the Company's processes, systems and internal controls. Any failure to maintain an effective system of internal control over financial reporting, including as a result of failure of the ERP system to work properly, could limit the Company's ability to report its results of operations accurately and on a timely basis, or to detect and prevent fraud and could expose it to regulatory enforcement action and shareholder claims, which could have a material adverse effect on the Company's business, financial condition and results of operations.

Fluctuations in federal, state, local and foreign taxes, or changes in tax laws, regulations, interpretations or uncertain tax positions, including related interest and penalties, could create uncertainty, materially impact the Company's recorded liability, effective tax rate and results of operations. For example, recent U.S. tax legislation, including the One Big Beautiful Bill Act, introduced provisions applicable to U.S. corporate taxpayers. While the Company does not expect these changes to materially affect its effective tax rate, future developments could impact its tax position. In addition, the Organization for Economic Co-Operation and Development's Global Anti-Base Erosion (GloBE rules) or "Pillar Two" framework, which has been adopted or is being implemented by multiple jurisdictions, establishes a global minimum tax regime and increases the complexity of compliance. Ongoing developments in the interpretation and implementation of these rules, including additional guidance and jurisdiction-specific approaches, may further increase complexity and uncertainty. The Company will continue to evaluate these developments, although it does not currently expect them to have a material impact on its effective tax rate or cash flows. See also "Critical Accounting Estimates—Income Taxes" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Exhibit 99.1 for more information on factors influencing the determination of the Company's effective tax rate and tax positions.

In addition, the Company sells certain products to government entities and other institutional customers, including through businesses acquired as part of the GOJO transaction, subjecting it to government procurement and compliance requirements. Failure to comply with such requirements, or any changes in government procurement policies, funding priorities or contract terms, could result in the loss of existing contracts, reduced demand, penalties, reputational harm, or heightened scrutiny, audits or investigations that could adversely affect the Company's business, financial condition and results of operations.

If the Company is found to be noncompliant with applicable laws and regulations in these or other areas, it could be subject to governmental or regulatory actions, including fines, import detentions, injunctions, product withdrawals or recalls or asset seizures, as well as potential criminal sanctions, any of which could have a material adverse effect on its business. Loss of or failure to obtain necessary permits and registrations, particularly with respect to its charcoal business, could delay or prevent the Company from meeting current product demand, introducing new products, building new facilities or acquiring new businesses and could adversely affect its financial condition and results of operations. In order to comply with any changes in these laws and regulations, the Company may be required to make changes to product formulation, labeling or marketing claims, perform additional testing to substantiate its product claims, make costly changes in its manufacturing processes or supply chain or stop selling certain products until corrective actions have been taken. Any of these developments could increase the Company's costs significantly, which could have a material adverse effect on the Company's financial condition and results of operations.

Climate change and other sustainability issues may have an adverse effect on the Company's business, financial condition and results of operations and could damage its reputation.

Companies across all industries are facing increasing scrutiny relating to their sustainability policies and practices. In particular, there is increasing focus by governmental and non-governmental organizations, investors, customers, consumers, employees and other stakeholders on sustainability matters, such as climate change, water use, deforestation, biodiversity, plastic waste, responsible sourcing, labor and employment practices and human rights, as well as diversity and inclusion efforts. Consumer preferences may also result in changing concerns regarding plastics and packaging materials, including single-use and non-recyclable plastic packaging, and other components of the Company's products and their environmental impact; a growing demand for natural or organic products and ingredients; or increased concerns or perceptions (whether accurate or inaccurate) regarding the effects of ingredients or substances present in certain consumer products. Addressing these concerns could impact the profitability of some of the Company's products, or cause it to incur additional manufacturing or other costs which may not be recoverable through price increases or increased sales volumes, or require the Company to make changes to its operations, set targets or establish goals, which could expose the Company to market, operational and execution costs or risks. Certain investors and other stakeholders have expressed negative sentiment regarding corporate initiatives, including sustainability and diversity and inclusion practices. In addition, recent regulatory actions and executive orders have noted these areas for regulatory and administrative action. The Company's practices and efforts in these areas may not align with the expectations of all stakeholders, which could negatively affect the Company's relationships with certain stakeholders. Furthermore, the Company's activities in these areas could expose the Company to increased regulatory or legal scrutiny, potential product boycotts, or other actions that may harm the Company's reputation or adversely affect the Company's business, financial condition, or results of operations. Compliance with sustainability-related regulatory requirements, standards and disclosures may be challenging and could cause disruptions in the manufacture of our products and/or result in increases in operating costs, as well as additional legal, compliance and regulatory risks and costs.

The Company is subject to climate-related transition risks, including increased energy costs due to increasing demand for alternative energy sources and new or increased legal and regulatory requirements to reduce or mitigate impacts to the environment. Evolving and increasing regulatory requirements, including in relation to sustainability, such as extended producer responsibility or environmental or emissions standards could cause disruptions in the Company's manufacturing processes or increase operating, energy, raw materials and compliance costs. The Company may undertake additional costs to control, assess and report on sustainability metrics as the nature, scope and complexity of sustainability reporting, diligence and disclosure requirements expand. The ability to achieve any stated goal, target, or objective is subject to numerous factors and conditions, many of which are outside of the Company's control. For example, working towards achieving the Company's goals will require significant effort by and resources from the Company and stakeholders, including suppliers and business partners, governmental entities and the development and adoption of technology that may not currently exist or exist at scale. Stakeholder perception of, or opposition to, the Company's actions or inaction with respect to the environment and other sustainability matters or its ability to effectively respond to new, or changes in, related legal or regulatory requirements could lead to negative publicity, which could result in reduced demand for the Company's products, damage to its reputation or increase the risk of litigation, regulatory proceedings, inquiries or investigations and could adversely affect the Company's business and reputation.

Product liability and labeling claims, commercial claims or other legal proceedings could adversely affect the Company's financial condition and results of operations.

The Company has in the past paid, and may be required in the future to pay, for losses or injuries purportedly caused by its products. Such claims may be based on allegations that, among other things, the Company's products contain contaminants or provide inadequate instructions or warnings regarding their use, have defective packaging, fail to perform as advertised, or damage property or persons. Product liability, advertising and labeling claims could result in negative publicity that could harm the Company's reputation, sales and results of operations and the reputation of the Company's brands. In addition, if any of the Company's products is found to be defective, the Company may recall such products, which could result in adverse publicity,

additional litigation, fines, penalties or other losses. Although the Company maintains product liability insurance coverage, potential product liability claims may be subject to a deductible, exceed the amount of insurance coverage or be excluded under the terms of the policies.

In addition, the Company is, and may in the future become, the subject of, or party to, various pending or threatened legal actions, government investigations and proceedings relating to, among other things, advertising disputes with competitors, consumer class actions, including those related to advertising claims, labor claims, breach of contract claims, antitrust litigation, securities litigation, premises liability claims, data privacy and security disputes, employment litigation related to employees, contractors and suppliers, including class action lawsuits, and litigation in foreign jurisdictions. In general, claims made by or against the Company in litigation, investigations, disputes or other proceedings have been and may in the future be expensive and time-consuming to bring or defend against and could result in settlements, injunctions or damages that could significantly affect its business, financial condition and results of operations and harm its reputation. While it is not possible to predict the final resolution of any current or future litigation, investigations, disputes or proceedings and any reserves taken in connection therewith may not be consistent with their final resolutions, the impact of these matters, including any reserves taken in connection with such matters, on the Company's business, financial condition and results of operations could be material. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Notes to Consolidated Financial Statements in Exhibit 99.1 for additional information related to these matters.

Environmental matters create potential liabilities that could adversely affect the Company's financial condition and results of operations.

The Company must comply with various environmental laws and regulations in the jurisdictions in which it operates, including those relating to air emissions, water discharges, handling and disposal of solid and hazardous wastes, and remediation of contamination associated with the use and disposal of hazardous substances. The Company has incurred, and will continue to incur, significant expenditures and other costs in complying with environmental laws and regulations and in providing physical security for its worldwide operations, and such expenditures reduce the cash flow available to the Company for other purposes.

The Company is currently involved in or has potential liability with respect to the remediation of past contamination in the operation of some of its current and former facilities. In addition, some of its present and former facilities have or had been in operation for many years and, over that time, some of those facilities may have used substances or generated and disposed of wastes that are or may be considered hazardous. It is possible that those sites, as well as disposal sites owned by third parties to whom the Company has sent waste, may be identified and become the subject of remediation. In addition, the Company also handles and/or transports hazardous substances, including but not limited to chlorine, at some of its international production facilities. A release of any hazardous substances, whether in transit or at the Company's facilities, due to accident or an intentional act, could result in substantial liability and business disruptions. The Company could also become subject to additional environmental liabilities in the future, whether as a result of new laws and regulations or otherwise, that could result in a material adverse effect on its financial condition and results of operations.

The Company had a recorded liability of $28 million and $27 million as of June 30, 2026 and 2025, respectively, for its share of aggregate future remediation costs related to certain environmental matters, including response actions at various locations. Two matters, relating to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California and another relating to former operations in Dickinson County, Michigan account for a significant portion of the recorded liability. The Company's estimated losses related to these matters are sensitive to a variety of uncertain factors, including the ability of third parties to pay their share of the response and remediation obligations, the efficacy of any remediation efforts, changes in any remediation requirements, and the future availability of alternative clean-up technologies, and the Company's exposure may exceed the amount recorded for these matters. See "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Notes to Consolidated Financial Statements in Exhibit 99.1 for additional information related to these liabilities.

Failure to effectively utilize, successfully assert or successfully defend, the Company's intellectual property rights could impact its competitiveness. If the Company is found to have infringed the intellectual property rights of others or cannot obtain necessary intellectual property rights, its competitiveness could be negatively impacted.

The Company's intellectual property rights are a significant and valuable aspect of its business, and the Company utilizes trademark, trade secret, copyright, and patent laws to protect its brands, products, product packaging, goodwill, inventions and confidential information. If the Company fails to obtain, perfect, enforce, or adequately protect its intellectual property rights; license intellectual property rights necessary to support new product introductions and product innovations; or if changes in laws diminish or remove the current legal protections available to them, the competitiveness of the Company's products may be eroded and its business could suffer. The Company also licenses certain of its brands to third parties, including for the co-development of products or devices, or promotion and sales relationships with companies in industries operating in public spaces. These licensees' actions or inaction may dilute or diminish the value of the Company's brands and products in the

marketplace, or create additional exposure to litigation, investigations, disputes or other proceedings, as well as product safety, quality, sustainability and other concerns.

The Company could come into conflict with third parties over intellectual property rights, including to assert and defend those rights, which could result in costly and disruptive litigation. If the Company is found to have violated a third party's intellectual property rights, the Company may be required to cease use of such intellectual property and pay a substantial amount for past infringement or for continued use of those intellectual property rights. Any of the foregoing could have a material adverse effect on the Company's business, financial condition and results of operations.

The Company's business could be negatively impacted as a result of shareholder activism or an unsolicited takeover proposal or a proxy contest.

In recent years, proxy contests and other forms of shareholder activism have been directed against numerous public companies. The Company has previously been the target of an unsolicited takeover proposal, which resulted in significant costs. If such a proposal were to be made again, the Company would likely incur significant costs, which could have an adverse effect on the Company's financial condition and results of operations.

Shareholder activists may also seek to involve themselves in the governance, strategic direction and operations of the Company through shareholder proposals or otherwise. Such proposals may disrupt the Company's business and divert the attention of the Company's management and employees, and any perceived uncertainties as to the Company's future direction could result in the loss of potential business opportunities, be exploited by its competitors, cause concern to its current or potential customers, and make it more difficult to attract and retain qualified personnel and business partners, any of which could adversely affect the Company's business. In addition, actions of activist shareholders may cause significant fluctuations in the Company's stock price based on temporary or speculative market perceptions or other factors that do not necessarily reflect the underlying fundamentals and prospects of its business.

Financial and Economic Risks

The estimates and assumptions on which the Company's financial projections are based may prove to be inaccurate, which may cause its actual results to materially differ from such projections, which may adversely affect the Company's future profitability, cash flows and stock price.

The Company's financial projections, including any sales or earnings guidance or outlook it may provide from time to time, are dependent on certain estimates and assumptions related to, among other things, category growth, development and launch of innovative new products, market share projections, product pricing and sales, volume and product mix, foreign exchange rates and volatility, tax rates, interest rates, commodity prices, distribution, cost savings, accruals for estimated liabilities, macroeconomic factors, including tariff impacts, and the Company's ability to generate sufficient cash flow to reinvest in its existing business, fund internal growth, repurchase its stock, make acquisitions, pay dividends and meet debt obligations. These assumptions and estimates may be adversely affected by the risks described in this Report, particularly with respect to the timing and effectiveness of integration efforts and the realization of anticipated benefits and cost savings. The Company's financial projections are based on historical experience, various other estimates and assumptions that the Company believes to be reasonable under the circumstances and at the time they are made. The Company's actual results may differ materially from its financial projections. Any material variation between the Company's financial projections and its actual results may adversely affect the Company's future profitability, cash flows and stock price.

The Company's indebtedness could have a material adverse effect on its business, financial condition and results of operations and prevent the Company from fulfilling its financial obligations, and the Company may not be able to maintain its current credit ratings, continue to pay dividends or repurchase its stock or remain in compliance with existing debt covenants.

As of June 30, 2026, the Company had approximately $5.1 billion of debt. The Company's level of indebtedness has increased, and may continue to increase, in connection with recent strategic transactions, including the acquisition of GOJO for approximately $2.15 billion on April 1, 2026, which was primarily debt-financed, and the purchase of P&G's 20% interest in the Glad joint venture, which was paid in cash for $476 million on March 2, 2026. The Company's indebtedness could have important consequences. For example, it could:

- require the Company to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, which would reduce the availability of its cash flow to fund working capital requirements, capital expenditures, future acquisitions, dividends, repurchase the Company's common stock and for other general corporate purposes;
- limit the Company's flexibility in planning for or reacting to general adverse macroeconomic conditions or changes in its business and the industries in which it operates;

- place the Company at a competitive disadvantage compared to its competitors that have less debt; and
- limit, along with the financial and other restrictive covenants in the Company's debt documents, its ability to borrow additional funds.

The Company may also incur substantial additional indebtedness in the future to fund acquisitions, repurchase stock or fund other activities for general business purposes. Certain of the Company's over-the-counter derivative agreements require the Company to maintain investment-grade credit ratings from Standard & Poor's and Moody's. As of June 30, 2026, the Company's credit ratings were both investment-grade, although in February 2026, S&P Global Ratings lowered the Company's long-term credit rating to BBB from BBB+.

There can be no assurance that the Company will maintain its current ratings levels and further downgrades could occur if the Company is unable to reduce leverage, improve operating performance or successfully integrate recent acquisitions. A downgrade below investment-grade would allow the Company's derivative instrument counterparties to request full collateralization, which may negatively impact the Company's other financial arrangements, including the Company's supply chain financing, which could, in turn, impact its working capital. Even within investment-grade, any downgrade or negative outlook could increase borrowing costs, limit access to capital markets, reduce availability or increase the cost of credit facilities or commercial paper, or otherwise adversely affect the Company's liquidity and financial flexibility.

The Company has historically declared and paid quarterly cash dividends on its common stock and has repurchased stock subject to certain limitations under its stock repurchase programs. The board of directors' determination to continue these actions will depend on its assessment that they are in the best interests of the Company's shareholders, including in light of the Company's increased debt levels and expected prioritization of cash flow towards debt repayment following the GOJO acquisition and Glad joint venture buyout. In the event the Company ceases these activities, the Company's stock price could be adversely affected.

ITEM 1.B. UNRESOLVED STAFF COMMENTS

None.

ITEM 1.C. CYBERSECURITY

Risk Management and Strategy

The Company maintains a comprehensive program and processes designed to assess, identify, evaluate and manage vulnerabilities to the Company's business and operations, and other material risks from cybersecurity threats, as part of its overall Enterprise Risk Management (ERM) and cybersecurity risk management program and processes.

The Company's cybersecurity risk management program includes the following features.

- Adoption of industry-recognized frameworks, including the National Institute of Standards and Technology (NIST) Cybersecurity and Zero Trust Architecture frameworks to guide the governance, identification, protection, detection, response and recovery from cybersecurity risks;
- Maintenance of enterprise-wide security policies and standards, regular updates to response planning and protocols, and continuous monitoring of vulnerabilities, emerging threats and risks, including artificial intelligence, and the evolving threat landscape through internal capabilities, industry information sharing channels and external intelligence sources;
- A cybersecurity incident response plan designed to facilitate cross-functional coordination across the Company (including escalation based on the severity of the impact of an incident), mitigate brand and reputational damage, and comply with applicable legal obligations, which includes guidance to support the Company's assessment of whether an incident is considered "material" for purposes of U.S. securities laws;
- Maintenance of business continuity, disaster recovery and technical resiliency programs to prepare for potential technology disruptions and to better position the Company to recover from any cybersecurity incident;
- Regular executive and IT team tabletop exercises to evaluate the effectiveness of incident response capabilities and improve organizational readiness;
- A cybersecurity insurance program to reimburse, up to policy limits, covered costs, losses and claims relating to a data or security breach;
- Use of consultants, third-party service providers and information security firms to provide technology systems or support aspects of this program, conduct assessments of the Company's cybersecurity practices and penetration testing, and cybersecurity, risk management and legal experts;
- A third-party cyber vendor risk management process that utilizes a risk-based approach to assess vendors engaged through the Company's procurement process; and
- Cybersecurity awareness training for employees who have access to Company email and connected devices, supplemented by periodic phishing simulations, role-based trainings for targeted group users, ongoing awareness campaigns to promote a strong security culture, and cybersecurity and phishing awareness content on the Company's intranet site.

The Company's business strategy, results of operations, and financial condition have been materially affected by our previously disclosed August 2023 cyberattack, and the Company is regularly subject to cyber threats, ransomware and other security breaches. See "Risk Factors" in Item 1A of this Annual Report on Form 10-K for more information on risks from cybersecurity threats that are reasonably likely to materially affect the Company's business strategy, results of operations and financial condition.

Governance

Management

The Chief Information Security and Infrastructure Officer (CISIO) is responsible for the Company's cybersecurity risk management program. The CISIO oversees the Company's technology risk management team. This team works in partnership with the Company's legal, financial reporting controls and internal audit functions to review information technology-related internal controls with the Company's independent auditors as part of the overall internal controls process.

The CISIO has IT and information security experience of 25 years, including enterprise risk management leadership, and holds a Certified Information Security Manager certification from the Information Systems Audit and Control Association (ISACA). The CISIO reports to the Chief Information and Data Officer (CIDO), who is a member of the Clorox Executive Committee and reports directly to the CEO. The CIDO has experience overseeing and executing technology strategies and implementations in complex, global organizations. The CIDO has been in this role for the Company since June 2020 and has experience of 30 years leading technology strategy in the consumer packaged goods, manufacturing and retail industries.

The Company has established the Clorox Information Security Executive Committee (CISEC) which oversees the information security strategy, policies and practices of the Company. The CISEC supports the Company's objective of maintaining a strong cybersecurity posture and culture by overseeing alignment between the Company's cybersecurity objectives and business goals, risk exposure, and compliance requirements. The CISEC is chaired by the CISIO and includes in its membership the CIDO and Chief Legal and External Affairs Officer, who are both members of the Clorox Executive Committee, as well as the Chief Accounting Officer and Controller and the Vice President, Internal Audit, among other management. The CISIO also provides periodic reports to the Clorox Executive Committee and to the Audit Committee. These reports may include updates on critical information security and cybersecurity risks and the threat landscape, including artificial intelligence; cybersecurity improvement initiatives, the internal control environment, ongoing internal audit activities; and, if relevant, the status of actions taken with respect to significant cybersecurity incidents.

Board of Directors

The Board, through the Audit Committee, is responsible for the oversight of the Company's compliance with legal and regulatory requirements relating to data privacy, cybersecurity and IT risks and its framework and guidelines with respect to risk assessment and risk management. The Audit Committee receives regular updates on the topics set forth above from the CISIO, CIDO, and Chief Legal and External Affairs Officer.

The Board retains responsibility for the overall process of assessing and managing major risks facing the Company and receives updates regarding information security and cybersecurity risks as part of its oversight of ERM. The CIDO, CISIO and Chief Legal and External Affairs Officer provide regular updates to the Board on topics that may include information security and cybersecurity matters. The Board may also be notified and engaged as part of the Company's cybersecurity incident response plans, depending on the severity of the impact of an incident. The Board and Audit Committee include directors with knowledge, skills and experience in data security, privacy, IT governance, and management of cyber risks.

ITEM 2. PROPERTIES

The Company owns or leases various manufacturing, distribution, office and research and development facilities, including a leased facility in Pleasanton, CA, which houses the Company's primary research and development group, as well as other administrative and operational support personnel, and a leased office space in Oakland, CA for its corporate headquarters. Management believes the Company's facilities are adequate to support the business efficiently.

ITEM 3. LEGAL PROCEEDINGS

The Company is subject to routine litigation incidental to its business in the United States and in international locations, including various lawsuits and claims relating to issues such as contract disputes, product liability, patents and trademarks, advertising, commercial, administrative, employment, antitrust, securities, consumer class actions and other matters. Although the results of claims and litigation cannot be predicted with certainty, based on management's analysis, it is the opinion of management that the ultimate disposition of these matters, to the extent not previously provided for or disclosed in the Company's consolidated financial statements in Exhibit 99.1, will not have a material adverse effect, individually or in the aggregate, on the Company's consolidated financial statements taken as a whole.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The names, ages, year first elected and current titles of each of the executive officers of the Company as of August 7, 2026, are set forth below:

Name	Age	Year First Elected Executive Officer	Title
Linda Rendle	48	2016	Chair and Chief Executive Officer
Nina Barton	52	2024	Executive Vice President – Chief Growth and Strategy Officer
Luc Bellet	48	2025	Executive Vice President – Chief Financial Officer
Matt Gunter	41	2026	Senior Vice President – Enterprise Value Transformation
Angela Hilt	54	2020	Executive Vice President – Chief Legal and External Affairs Officer and Corporate Secretary
Chris Hyder	51	2021	Executive Vice President – Chief Operating Officer
Kirsten Marriner	53	2016	Executive Vice President – Chief Administrative Officer
Chau Banks	57	2020	Senior Vice President – Chief Information and Data Officer
Shanique Bonelli-Moore	46	2022	Vice President – Chief Diversity and Social Impact Officer
Carey Jaros	48	2026	President – Clorox Purell
Gina Kelly	63	2024	Senior Vice President – Chief Customer Officer
Pascal Montilus	62	2025	Senior Vice President – Chief Supply Chain Officer
Eric Schwartz	54	2022	Senior Vice President – Chief Marketing Officer
Mark Smerznak	55	2026	Senior Vice President - Chief Research and Development Officer

There is no family relationship between any of the above-named persons, or between any of such persons and any of the directors of the Company. See Item 10 of Part III of this Report for additional information.

Linda Rendle is the chair and chief executive officer for the Company, a position she has held since September 2020, having taken on the role of chair in January 2024. Prior to this role, she served as the president of the Company from May 2020 to September 2020. She served as executive vice president – cleaning, international, strategy and operations from July 2019 to May 2020. From January 2019 to July 2019, she served as executive vice president – strategy and operations. From June 2018 to January 2019, she served as executive vice president – cleaning and strategy. She served as senior vice president – general manager, cleaning division of the Company, from August 2016 to June 2018, having taken on responsibility for the professional products division in April 2017. She served as vice president – general manager, home care from October 2014 to August 2016. From April 2012 to October 2014, she served as vice president – sales, cleaning division. From August 2011 to April 2012, she served as director of sales planning – litter, food & charcoal. From January 2010 to August 2011, she served as director of sales – supply chain. Ms. Rendle joined the Company in 2003.

Nina Barton is the executive vice president and chief growth & strategy officer for the Company, a position she has held since June 2026. Prior to this role, she served as the executive vice president and group president - care & connection, since July 2024. Prior to joining Clorox, she was the chief executive officer of Vytalogy Wellness LLC (including its predecessor companies Jarrow Formulas Inc. and Natrol LLC) from July 2021 to November 2023, and senior advisor from November 2023 to July 2024. Previously, she was a strategic advisor at The Kraft Heinz Company from November 2020 through May 2021; global chief growth officer from September 2019 through November 2020; zone president of Canada and president of digital growth from January 2019 to September 2019; and president, global digital and online growth from October 2017 to September 2019. From July 2015 to October 2017, she served as senior vice president of marketing, innovation and research & development for the U.S. business at The Kraft Heinz Company. From July 2013 through July 2015, she served as vice president, marketing at Kraft Foods Group, Inc., and senior marketing director from February 2011 through July 2013. Earlier in her career, she held a variety of marketing and leadership positions in the consumer products industry, including at Johnson & Johnson, L'Oréal and Procter & Gamble.

Luc Bellet is the executive vice president – chief financial officer for the Company, a position he has held since April 2025. Prior to this role, he served as vice president - treasurer from October 2023 to March 2025. He served as vice president – financial planning & analysis from April 2018 to October 2023. Mr. Bellet joined the Company in 2006 and has held a number of senior leadership roles in the Company's financial organization over the years, including in internal audit, global product supply, and various business units.

Matt Gunter is the senior vice president – enterprise value transformation for the Company, a position he has held since June 2026. Prior to this role, he served as vice president – margin transformation from November 2023 to September 2025, after which his responsibilities were expanded to include leading the Company's Integrated Business Planning function. Prior to joining Clorox, he served as a principal at The Boston Consulting Group from June 2022 to November 2023, having previously served the firm in various consulting roles from July 2011 to October 2013. From October 2019 to June 2022, he served at Deluxe Corporation, most recently as vice president – supply chain. From October 2013 to October 2019, he held a number of leadership positions at The Home Depot, Inc., most recently as senior director – supply chain finance. Earlier in his career, he served as an associate at A.T. Kearney from 2006 to 2009. Mr. Gunter joined the Company in November 2023.

Angela Hilt is the executive vice president – chief legal and external affairs officer and corporate secretary for the Company, a position she has held since October 2022, having taken on the roles as external affairs officer in April 2025 and corporate secretary in August 2024. Prior to this role, she served as senior vice president – chief legal officer since December 2020. She served as vice president – corporate secretary and deputy general counsel from September 2018 to December 2020, and vice president – corporate secretary and associate general counsel from October 2008 to September 2018. She served as senior corporate counsel from December 2005 to October 2008. Ms. Hilt joined the Company in 2005.

Chris Hyder is the executive vice president and chief operating officer for the Company, a position he has held since June 2026. Prior to this role, he served as executive vice president and group president – health and hygiene since October 2022, having taken on the role as executive vice president in May 2024, and senior vice president - general manager, cleaning and professional products since September 2021. Previously, he was vice president – general manager, cleaning division since July 2019 and vice president – general manager, homecare from September 2018 to July 2019. From January 2016 through September 2018, he was vice president of marketing – cleaning and general manager – laundry. Mr. Hyder joined the Company in 2003 and subsequently held positions of increasing responsibility.

Kirsten Marriner is the executive vice president – chief administrative officer for the Company, a position she has held since April 2025. Prior to this role, she served as executive vice president - chief people officer from January 2019 and assumed the additional role of corporate affairs officer in December 2020. She served as senior vice president – chief people officer from March 2016 to January 2019. Prior to joining the Company, she served as senior vice president and chief human resources officer at Omnicare, from March 2013 to August 2015. She served in various leadership roles, including as senior vice president, director of talent management and development at Fifth Third Bank, from October 2004 to March 2013. Ms. Marriner joined the Company in 2016.

Chau Banks is the senior vice president – chief information and data officer for the Company, a position she has held since June 2020, having taken on responsibility for enterprise analytics since September 2020. Prior to this role, she served as chief technology and digital officer at Revlon Consumer Products Company from January 2018 to June 2020. From September 2013 to November 2017, she was EVP, CIO and channel integration at New York & Company, Inc. (now RetailWinds Inc.). She has held leadership positions at leading global retailers including COACH, Abercrombie & Fitch and LBrands. She previously served as a management consultant at Capgemini and Ernst & Young. She also previously held positions at Energizer and Kimberly-Clark. Ms. Banks joined the Company in 2020.

Shanique Bonelli-Moore is the vice president – chief diversity and social impact officer for the Company, a position she has held since July 2022. Prior to joining Clorox, she was executive director of inclusion at United Talent Agency from January 2019 to June 2022, and director of corporate communications from April 2018 to December 2018. From November 2016 to April 2018, she was senior director of global internal communications and diversity & inclusion lead at BuzzFeed Entertainment. Earlier in her career, she held positions at leading companies including Anheuser-Busch InBev, NBCUniversal and GE where she focused on corporate communication, diversity, inclusion and belonging.

Carey Jaros is the president of Clorox Purell for the Company, a position she has held since April 2026. Ms. Jaros joined Clorox in connection with the Company's acquisition of GOJO, a global manufacturer of hand hygiene and surface disinfecting products and the maker of the PURELL brand. Prior to the acquisition, she served as chief executive officer of GOJO from January 2020 to April 2026, chief operating officer from July 2018 to January 2020, and chief strategy officer from May 2016 to July 2018. Prior to GOJO, she was the president of Walnut Ridge Strategic Management Company from October 2014 to April 2016 and was a vice president at Dealer Tire from April 2011 to October 2014. She spent the first 12 years of her career as a management consultant at Bain & Company.

Gina Kelly is the senior vice president – chief customer officer for the Company, a position she has held since June 2024. Prior to this role, she served as vice president – general manager, Walmart and leading-edge retailers from January 2022 to June 2024. She served as vice president – ecommerce and strategic accounts from July 2019 to January 2022. Ms. Kelly joined the Company in 1988 and subsequently held positions of increasing responsibility over the years, including vice president of sales – business development, acting vice president – grocery, natural and pet, senior director - Kroger and the natural channel.

Pascal Montilus is the senior vice president and chief supply chain officer for the Company, a position he has held since January 2025. Prior to joining Clorox, he was an executive vice president – global end to end supply chain at Reckitt from January 2024 to January 2025 and senior vice president – global end to end supply hygiene from January 2021 to January 2024. Previously, he was vice president – North America, end to end supply chain at Colgate-Palmolive from January 2018 to January 2021 and prior to that, held positions of increasing responsibility in supply chain and customer service and logistics at Colgate-Palmolive.

Eric Schwartz is the senior vice president and chief marketing officer for the Company, a position he has held since March 2022. Previously, he was senior vice president and general manager – specialty, from July 2019 to March 2022. Prior to joining Clorox, he was chief marketing officer and general manager at Tyson Foods, poultry segment, from January 2017 to February 2019. Earlier in his career, he held positions of increasing responsibility at Tyson Foods, Hillshire Brands and Henkel. Mr. Schwartz rejoined the Company in 2019 after serving as brand manager at the Company from 2000 to 2004.

Mark Smerznak is the senior vice president and chief research & development officer for the Company, a position he has held since October 2025. Prior to joining Clorox, he was a senior vice president, R&D Greater China - corporate functions at P&G, a global consumer goods company, from July 2022 to October 2025, vice president, fabric & home care R&D, new business R&D, and Beijing Innovation Center from March 2021 to July 2022, vice president, fabric & home care R&D and Beijing Innovation Center, from October 2017 to March 2021, and prior to that, held positions of increasing responsibility in research and development at P&G.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

The Company's common stock is listed on the New York Stock Exchange. The ticker symbol is CLX.

Holders

The number of record holders of the Company's common stock as of July 22, 2026, was 7,519 based on information provided by the Company's transfer agent.

Equity Compensation Plan Information

See Part III, Item 12 hereof, which is incorporated herein by reference.

Issuer Purchases of Equity Securities

In May 2018, the Board of Directors authorized the Company to repurchase up to $2,000 million in shares of common stock on the open market (Open-Market Program), which has no expiration date.

In August 1999, the Board of Directors authorized a stock repurchase program to reduce or eliminate dilution upon the issuance of common stock pursuant to the Company's stock compensation plans (the Evergreen Program). In November 2005, the Board of Directors authorized the extension of the Evergreen Program to reduce or eliminate dilution in connection with issuances of common stock pursuant to the Company's 2005 Stock Incentive Plan. The Evergreen Program has no expiration date and has no specified limit as to dollar amount and therefore is not included in column [d] below.

The following table sets forth the purchases of the Company's securities by the Company and any affiliated purchasers within the meaning of Rule 10b-18(a)(3) (17 CFR 240.10b-18(a)(3)) during the fourth quarter of fiscal year 2026.

	[a]	[b]	[c]	[d]
Period	Total Number of Shares Purchased	Average Price Paid per Share [1]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
April 1 to 30, 2026	—	$ —	—	$876 million
May 1 to 31, 2026	—	—	—	$876 million
June 1 to 30, 2026	—	—	—	$876 million
	—	$ —	—	

[1] Average price paid per share in the period includes commission and excludes the impact of excise taxes.

ITEM 6. RESERVED

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This information appears under "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Exhibit 99.1, which is incorporated herein by reference.

ITEM 7.A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This information appears under "Quantitative and Qualitative Disclosures about Market Risk" in "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Exhibit 99.1, which is incorporated herein by reference.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

These statements and data appear in Exhibit 99.1, which is incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9.A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Executive Vice President – Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this Report. Based on that evaluation, the Chief Executive Officer and Executive Vice President – Chief Financial Officer concluded that the Company's disclosure controls and procedures, as of the end of the period covered by this Report, were effective such that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to management, including the Chief Executive Officer and Executive Vice President – Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Management's Report on Internal Control Over Financial Reporting

Management's report on internal control over financial reporting is set forth in Exhibit 99.1, and is incorporated herein by reference. The Company's independent registered public accounting firm, Ernst & Young, LLP, has audited the effectiveness of the Company's internal control over financial reporting as of June 30, 2026. See "Report of Independent Registered Public Accounting Firm," which appears in Exhibit 99.1.

Change in Internal Control Over Financial Reporting

In April 2026, the Company completed its acquisition of GOJO. The Company is in the process of integrating GOJO into its operations and internal control processes. Management has excluded GOJO from its assessment of internal control over financial reporting as of June 30, 2026 in accordance with SEC guidance permitting management to exclude recently acquired businesses from management's report on internal control over financial reporting, not to exceed one year from the date of acquisition. GOJO's internal control over financial reporting and related processes have not been integrated into the Company's existing systems and internal control over financial reporting .

During the first fiscal quarter of the fiscal year ended June 30, 2026, the Company began transitioning core U.S. operations to the new ERP system as part of the continuing phased implementation of its technology transformation. This transition was completed in the third quarter of fiscal year 2026. As a result of this transition, we have made changes to our internal control over financial reporting to address processes and procedures impacted by the ERP system implementation.

Other than the ERP system implementation noted above, no change in the Company's internal control over financial reporting occurred during the fiscal year ending June 30, 2026, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9.B. OTHER INFORMATION

Rule 10b5-1 trading plans

During the three months ended June 30, 2026, none of our directors or officers (as defined in Rule 16a-1(f) under the Exchange Act) adopted or terminated any contract, instruction or written plan for the purchase or sale of our securities that was intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) under the Exchange Act or any "non-Rule 10b5-1 trading arrangement," as defined in Item 408(c) of Regulation S-K.

ITEM 9.C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

See “Information about our Executive Officers” in Part I of this Report.

The Company has adopted a Code of Conduct that applies to its principal executive officer, principal financial officer and principal accounting officer, among others. The Code of Conduct is located on the Company’s website at TheCloroxCompany.com under Company/Leadership and Governance/Codes of Conduct or https://www.thecloroxcompany.com/company/policies-and-practices/codes-of-conduct/. The Company intends to satisfy the requirement under Item 5.05 of Form 8-K regarding disclosure of amendments to, or waivers from, provisions of its Code of Conduct by posting such information on the Company’s website. The Company’s website also contains its corporate governance guidelines and the charters of its principal board committees.

Information regarding the Company’s directors and corporate governance set forth in the Proxy Statement is incorporated herein by reference.

The Company has adopted an insider trading policy governing the purchase, sale, and/or other dispositions of its securities by its directors, officers, employees and independent contractors that the Company believes is reasonably designed to promote compliance with insider trading laws, rules and regulations, and the exchange listing standards applicable to the Company. It is the Company’s policy to comply with all applicable securities and state laws (including appropriate approvals by the Company’s board of directors or appropriate committee, if required) when engaging in transactions in the Company’s securities.

ITEM 11. EXECUTIVE COMPENSATION

Information regarding executive and director compensation, Management Development and Compensation Committee interlocks and insider participation and the report of the Management Development and Compensation Committee of the Company’s board of directors set forth in the Proxy Statement is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information regarding security ownership of certain beneficial owners, management and directors and securities authorized for issuance under equity compensation plans set forth in the Proxy Statement is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information regarding certain relationships and related transactions and director independence set forth in the Proxy Statement is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information regarding principal accountant fees and services set forth in the Proxy Statement is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules:

Consolidated Financial Statements and Reports of Independent Registered Public Accounting Firm included in Exhibit 99.1, incorporated herein by reference.

Reports of Ernst & Young, LLP, Independent Registered Public Accounting Firm (PCAOB ID: 42).

Consolidated Statements of Earnings for the fiscal years ended June 30, 2026, 2025 and 2024.

Consolidated Statements of Comprehensive Income for the fiscal years ended June 30, 2026, 2025 and 2024.

Consolidated Balance Sheets as of June 30, 2026 and 2025.

Consolidated Statements of Stockholders' Equity for the fiscal years ended June 30, 2026, 2025 and 2024.

Consolidated Statements of Cash Flows for the fiscal years ended June 30, 2026, 2025 and 2024.

Notes to Consolidated Financial Statements.

(b) Exhibits:

INDEX TO EXHIBITS

		Incorporated by Reference			
Exhibit Number	Exhibit Description	Form	File No.	Exhibit	Filing Date
3.1	Restated Certificate of Incorporation.	10-K	001-07151	3.1	August 14, 2018
3.2	Bylaws (amended and restated).	8-K	001-07151	3.2	May 23, 2025
3.3	Certificate of Designations for The Clorox Company Series A Junior Participating Preferred Stock.	8-K	001-07151	3.1	July 19, 2011
4.1	Indenture, dated as of October 9, 2007, between the Company and The Bank of New York Trust Company N.A., as trustee.	S-3ASR	333-200722	4.1	December 4, 2014
4.2	Fourth Supplemental Indenture, dated as of September 13, 2012, between the Company and Wells Fargo Bank, National Association, as trustee.	S-3ASR	333-200722	4.5	December 4, 2014
4.3	Fifth Supplemental Indenture, dated as of December 9, 2014, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	001-07151	4.1	December 9, 2014
4.4	Sixth Supplemental Indenture, dated as of September 28, 2017, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	001-07151	4.1	September 28, 2017
4.5	Seventh Supplemental Indenture, dated as of May 9, 2018, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	001-07151	4.1	May 9, 2018
4.6	Eighth Supplemental Indenture, dated as of May 8, 2020, between the Company and Wells Fargo Bank, National Association, as trustee.	8-K	001-07151	4.1	May 8, 2020
4.7	Indenture dated as of May 11, 2022, between the Company and U.S. Bank Trust Company, National Association, as trustee	8-K	001-07151	4.1	May 11, 2022
4.8	Form of 4.400% Senior Note due 2029	8-K	001-07151	4.3	May 11, 2022
4.9	Form of 4.600% Senior Note due 2032	8-K	001-07151	4.4	May 11, 2022
4.10	Form of 4.700% Senior Note due 2031	8-K	001-07151	4.3	May 11, 2026
4.11	Form of 4.950% Senior Note due 2033	8-K	001-07151	4.4	May 11, 2026
4.12	Form of 5.250% Senior Note due 2036	8-K	001-07151	4.5	May 11, 2026
4.13	Description of Capital Stock of The Clorox Company	10-K	001-07151	4.10	August 14, 2019

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.1*	The Clorox Company Amended and Restated Independent Directors' Deferred Compensation Plan, effective as of November 16, 2005, and amended and restated as of February 7, 2008.	10-Q	001-07151	10.55	May 2, 2008
10.2*	The Clorox Company Non-Qualified Deferred Compensation Plan, adopted as of January 1, 1996, and amended and restated as of July 20, 2004.	10-K	001-07151	10(x)	August 27, 2004
10.3*	Amendment No.1 to The Clorox Company Non-Qualified Deferred Compensation Plan.	10-K	001-07151	10.3	August 16, 2016
10.4*	The Clorox Company Annual Incentive Plan, amended and restated as of September 20, 2023.	10-Q	001-07151	10.1	November 1, 2023
10.5*	The Clorox Company 2005 Stock Incentive Plan, amended and restated as of November 17, 2021.	DEF 14A	001-07151	App. A	October 6, 2021
10.6*	Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2025.	10-Q	001-07151	10.3	November 3, 2025
10.7*	Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2024.	10-Q	001-07151	10.1	October 30, 2024
10.8*	Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2023.	10-Q	001-07151	10.2	February 1, 2024
10.9*	Form of Performance Share Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2022.	10-Q	001-07151	10.2	November 1, 2022
10.10*	Form of Nonqualified Stock Option Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2024.	10-Q	001-07151	10.2	October 30, 2024
10.11*	Form of Nonqualified Stock Option Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2023.	10-Q	001-07151	10.3	February 1, 2024
10.12*	Form of Nonqualified Stock Option Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2022.	10-Q	001-07151	10.1	November 1, 2022
10.13*	Form of Nonqualified Stock Option Award Agreement under the Company's 2005 Stock Incentive Plan for awards made in 2021.	10-Q	001-07151	10.3	November 1, 2021
10.14*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Annual Grant) for awards made in 2025.	10-Q	001-07151	10.1	November 3, 2025
10.15*	Form of Restricted Stock Unit Award under the Company's 2005 Stock Incentive Plan (Annual Grant) for awards made in 2024.	10-Q	001-07151	10.3	October 30, 2024
10.16*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Annual Grant) for awards made in 2023.	10-Q	001-07151	10.4	February 1, 2024
10.17*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Annual Grant). for awards made in 2022.	10-Q	001-07151	10.3	November 1, 2022
10.18*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Annual Grant). for awards made in 2021	10-Q	001-07151	10.5	November 1, 2021
10.19*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Off-Cycle Grant) for awards made in 2025.	10-Q	001-07151	10.2	November 3, 2025
10.20*	Form of Restricted Stock Unit Award Agreement under the Company's 2005 Stock Incentive Plan (Off-Cycle Grant).	10-Q	001-07151	10.5	February 1, 2024
10.21*	The Clorox Company Amended and Restated 2005 Nonqualified Deferred Compensation Plan, effective January 1, 2008.	10-K	001-07151	10.18	August 19, 2008

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.22*	Amendment No. 1 to The Clorox Company Amended and Restated 2005 Nonqualified Deferred Compensation Plan.	10-K	001-07151	10.18	August 26, 2011
10.23*	Amendment No. 2 to The Clorox Company Amended and Restated 2005 Nonqualified Deferred Compensation Plan.	10-K	001-07151	10.13	August 16, 2016
10.24*	The Clorox Company Supplemental Executive Retirement Plan, as restated effective January 5, 2005, as revised August 13, 2009.	10-Q	001-07151	10.17	November 3, 2009
10.25*	Amendment No. 1 to The Clorox Company Supplemental Executive Retirement Plan, effective as of July 29, 2011.	10-Q	001-07151	10.21	November 3, 2011
10.26*	Amendment No. 2 to The Clorox Company Supplemental Executive Retirement Plan, effective as of September 11, 2012.	10-Q	001-07151	10.2	November 2, 2012
10.27*	Amendment No. 3 to The Clorox Company Supplemental Executive Retirement Plan, effective as of March 28, 2018.	10-Q	001-07151	10.1	May 2, 2018
10.28*	Form of Indemnification Agreement.	10-Q	001-07151	10.27	May 4, 2010
10.29*	Third Amended and Restated Executive Change in Control Severance Plan, effective November 17, 2021.	8-K	001-07151	10.2	November 17, 2021
10.30*	Severance Plan for Clorox Executive Committee Members, fourth amended and restated effective November 17, 2021.	8-K	001-07151	10.3	November 17, 2021
10.31*	The Clorox Company Second Amended and Restated Executive Retirement Plan, effective May 20, 2024.	10-K	001-07151	10.28	August 8, 2024
10.32*	The Clorox Company 2011 Nonqualified Deferred Compensation Plan, effective as of July 1, 2011.	10-K	001-07151	10.29	August 26, 2011
10.33*	Amendment No. 1 to The Clorox Company 2011 Nonqualified Deferred Compensation Plan.	10-K	001-07151	10.24	August 16, 2016
10.34*	The Clorox Company Director Equity Award Policy, effective as of November 15, 2017.	10-K	001-07151	10.26	August 14, 2018
10.35*	The Clorox Company Excess Long-Term Disability Plan, as amended and restated effective January 1, 2005	10-K	001-07151	10.32	August 8, 2025
10.36	Credit Agreement dated as of March 25, 2022, among The Clorox Company, the lenders listed therein, JPMorgan Chase Bank, N.A., Citibank, N.A., and Wells Fargo Bank, National Association, as Administrative Agents, and JPMorgan Chase Bank, N.A., as Servicing Agent.	8-K	001-07151	10.1	March 28, 2022
10.37	Credit Agreement, dated as of March 25, 2025, among The Clorox Company, the lenders listed therein, JPMorgan Chase Bank, N.A., Citibank, N.A., and Wells Fargo Bank, National Association, as Administrative Agents, and JPMorgan Chase Bank, N.A., as Servicing Agent.	8-K	001-07151	10.1	March 28, 2025
10.38	364-Day Revolving Credit Agreement, dated as of March 6, 2026, among The Clorox Company, the lenders listed therein, JPMorgan Chase Bank, N.A., Citibank, N.A., and Wells Fargo Bank, National Association, as Administrative Agents, and JPMorgan Chase Bank, N.A., as Servicing Agent.	8-K	001-07151	10.1	March 10, 2026
10.39	Term Credit Agreement, dated as of March 6, 2026, among The Clorox Company, the lenders listed therein, JPMorgan Chase Bank, N.A., Citibank, N.A., and Wells Fargo Bank, National Association, as Administrative Agents, and JPMorgan Chase Bank, N.A., as Servicing Agent.	8-K	001-07151	10.2	March 10, 2026
10.40	Amended and Restated Joint Venture Agreement dated as of January 31, 2003, between The Glad Products Company and certain affiliates and The Procter and Gamble Company and certain affiliates.	10-K/A	001-07151	10.26	September 30, 2016

Exhibit Number	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
10.41	Amendment No. 1 to the Amended and Restated Joint Venture Agreement, dated as of October 15, 2010, between The Glad Products Company and certain affiliates and The Procter & Gamble Company and certain affiliates.	10-Q	001-07151	10.2	February 2, 2018
10.42	First Extension and Amendment of the Amended and Restated Joint Venture Agreement, dated as of December 20, 2017, between The Glad Products Company and certain affiliates and The Procter & Gamble Company and certain affiliates.	10-Q	001-07151	10.1	February 2, 2018
10.43	Acknowledgement Letter to the Amended and Restated Joint Venture Agreement, dated as of October 7, 2020, between The Glad Products Company and certain affiliates and The Procter & Gamble Company and certain affiliates.	10-Q	001-07151	10.2	February 4, 2021
19	The Clorox Company Insider Trading Policy, effective May 20, 2024.	10-K	001-07151	19	August 8, 2024
21	Subsidiaries.				
23	Consent of Independent Registered Public Accounting Firm.				
31.1	Certification of the Chief Executive Officer of The Clorox Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
31.2	Certification of the Chief Financial Officer of The Clorox Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				
32	Certification of the Chief Executive Officer and Chief Financial Officer of The Clorox Company pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				
97	The Clorox Company Policy Regarding Clawback of Incentive Compensation, amended and restated, effective October 2, 2023.	10-K	001-07151	97	August 8, 2024
99.1	Management's Discussion and Analysis of Financial Condition and Results of Operations, Consolidated Financial Statements, Management's Report on Internal Control over Financial Reporting and Reports of Independent Registered Public Accounting Firm.				
99.2	Reconciliation of Economic Profit (Unaudited).				
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.				
101.SCH	XBRL Taxonomy Extension Schema Document.				
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.				
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.				
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.				
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.				
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).				

(*) Indicates a management or director contract or compensatory plan or arrangement required to be filed as an exhibit to this report.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE CLOROX COMPANY

Date: August 7, 2026

By: /s/ Linda Rendle
Linda Rendle
Chair and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ G. Boswell G. Boswell	Director	August 7, 2026
/s/ S. B. Bratspies S. B. Bratspies	Director	August 7, 2026
/s/ P. R. Breber P. R. Breber	Director	August 7, 2026
/s/ J. Denman J. Denman	Director	August 7, 2026
/s/ E. Lee E. Lee	Director	August 7, 2026
/s/ A. D. D. Mackay A. D. D. Mackay	Director	August 7, 2026
/s/ S. Plaines S. Plaines	Director	August 7, 2026
/s/ M. J. Shattock M. J. Shattock	Director	August 7, 2026
/s/ R. J. Weiner R. J. Weiner	Director	August 7, 2026
/s/ C. J. Williams C. J. Williams	Director	August 7, 2026
/s/ L. Rendle L. Rendle	Chair and Chief Executive Officer (Principal Executive Officer)	August 7, 2026
/s/ L. Bellet L. Bellet	Executive Vice President – Chief Financial Officer (Principal Financial Officer)	August 7, 2026
/s/ L. Peck L. Peck	Vice President – Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	August 7, 2026

Name of Company	Jurisdiction of Incorporation
6570 Donlon Group, LLC	Delaware
A & M Products Manufacturing Company	Delaware
Iodine Holdings, Inc.	Connecticut
Brita Canada Corporation	Nova Scotia
Brita Canada Holdings Corporation	Nova Scotia
Brita GP, LLC	Delaware
Brita LP	Ontario
Brita Manufacturing Company	Delaware
The Brita Products Company	Delaware
Burt's Bees, Inc.	Delaware
Burt's Bees International Holdings	Delaware
Burt's Bees Licensing, LLC	Delaware
The Burt's Bees Products Company	Delaware
Caltech Industries, Inc.	Michigan
CBee (Europe) Limited	United Kingdom
CBee Lux Sarl	Luxembourg
Chesapeake Assurance Limited	Hawaii
Clorox Africa (Proprietary) Ltd.	South Africa
Clorox Africa Holdings (Proprietary) Ltd.	South Africa
Clorox Australasia Holdings, Inc.	Delaware
Clorox Australia Pty. Ltd.	Australia
Clorox Brazil Holdings LLC	Delaware
Clorox (Cayman Islands) Ltd.	Cayman Islands
Clorox Chile S.A.	Chile
Clorox China (Guangzhou) Ltd.	Guangzhou, P.R.C.
Clorox Commercial Company	Delaware
The Clorox Company of Canada, Ltd.	Canada (Federal)
Clorox de Centro America, S.A.	Costa Rica
Clorox de Colombia S.A.	Colombia
Clorox de Mexico, S de RL de C.V.	Mexico
Clorox de Panama S.A.	Panama
Clorox del Ecuador S.A. Ecuaclorox	Ecuador
Clorox Diamond Production Company	Delaware
Clorox Healthcare Holdings, LLC	Delaware
Clorox Holdings Company	Delaware
Clorox Holdings Pty. Limited	Australia
Clorox Hong Kong Limited	Hong Kong
The Clorox International Company	Delaware
Clorox International Holdings, LLC	Delaware
Clorox International Philippines, Inc.	The Philippines
Clorox Ireland Limited	Ireland
Clorox Luxembourg S.a.r.l.	Luxembourg
Clorox (Malaysia) Sdn. Bhd.	Malaysia
Clorox Manufacturing Company	Delaware
Clorox Manufacturing Company of Puerto Rico, Inc.	Puerto Rico
Clorox Mexico Services Company S. de R.L. de C.V.	Mexico

Clorox New Zealand Limited	New Zealand
The Clorox Outdoor Products Company	Delaware
Clorox Peru S.A.	Peru
The Clorox Pet Products Company	Texas
Clorox Professional Products Company	Delaware
The Clorox Sales Company	Delaware
Clorox Services Company	Delaware
Clorox Spain, S.L.	Spain
Clorox Sub-Sahara Africa Limited	Kenya
Clorox (Switzerland) S.a.r.l.	Switzerland
The Consumer Learning Center, LLC	Delaware
Corporacion Clorox de Venezuela, S.A.	Venezuela
CLX Realty Co.	Delaware
Clorox Servicios Corporativos de Argentina S.A.U.	Argentina
First Brands (Bermuda) Limited	Bermuda
First Brands Corporation	Delaware
Fully Will Limited	Hong Kong
Gazoontite, LLC	Delaware
GJ Real Estate, LLC	Ohio
GJF Holdings SAS	France
Glad Manufacturing Company	Delaware
The Glad Products Company	Delaware
GOJO América Latina, Ltda.	Brazil
GOJO Australasia Pty Limited	Australia
GOJO Canada, LLC	Delaware
GOJO de Mexico S. de R.L. de C.V.	Mexico
GOJO Excelon, LLC	Delaware
GOJO Global Holdings Inc.	Georgia
GOJO Iberia España, S.L	Spain
GOJO Industries – Europe, Limited	UK
GOJO Industries, LLC	Delaware
GOJO Industries-Europe, Ltd. - Sucursal em Portugal	Portugal
GOJO International Holdings, LLC	Delaware
GOJO Japan, Incorporated	Japan
GOJO Luxembourg S.à.r.l.	Luxembourg
GOJO Netherlands B.V.	Netherlands
GOJO Switzerland Sàrl	Switzerland
The Household Cleaning Products Company of Egypt Ltd.	Egypt
The HV Food Products Company	Delaware
HV Manufacturing Company	Delaware
Invermark S.A.	Argentina
IRM Institut de Recherche Microbiologique S.à r.l.	France
Jingles LLC	Delaware
Kingsford Manufacturing Company	Delaware
The Kingsford Products Company, LLC	Delaware
Lerwood Holdings Limited	British Virgin Islands

Laboratoires Prodene Klint S.A.S.	France
Lippman Real Estate, LLC	Ohio
The Mexco Company	Delaware
Mohamed Ali Abudawood & Partners for Industry Co. Ltd.	Kingdom of Saudi Arabia
National Cleaning Products Company Limited	Kingdom of Saudi Arabia
Navarre Real Estate, LLC	Ohio
North Lake Holdings, LLC	Ohio
Paulsboro Packaging Inc.	New Jersey
Primorance, LLC	Delaware
QualPak, LLC	Ohio
Round Ridge Production Company	Delaware
RS&B Industries, LLC	Delaware
Signatry, LLC	Delaware
Soy Vay Enterprises, Inc.	California
Wooster Real Estate LLC	Ohio
Yuhan-Clorox Co., Ltd.	Korea

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements:

(1) Registration Statement (Form S-3 No. 333-295479) and in the related Prospectuses of The Clorox Company,

(2) Registration Statement (Form S-8 No. 033-56563) pertaining to The Clorox Company Long-term Incentive Compensation Program,

(3) Registration Statement (Form S-8 No. 033-56565) pertaining to The Clorox Company 1993 Directors' Stock Option Plan,

(4) Registration Statement (Form S-8 No. 033-41131, including post effective amendments No. 1 and No. 2), pertaining to The Clorox Company Value Sharing Plan (formerly The Clorox Company Tax Reduction Investment Plan),

(5) Registration Statement (Form S-8 No. 333-16969), pertaining to The Clorox Company Value Sharing Plan for Puerto Rico,

(6) Registration Statement (Form S-8 No. 333-29375), pertaining to The Clorox Company 1996 Stock Incentive Plan,

(7) Registration Statement (Form S-8 No. 333-44675), pertaining to The Clorox Company Independent Directors' Stock-based Compensation Plan,

(8) Post Effective Amendment (Form S-8 No. 333-69455) to the registration statement on Form S-4, pertaining to First Brands Corporation 1989 Long Term Incentive Plan, First Brands Corporation 1994 Performance Stock Option and Incentive Plan, and First Brands Corporation Non-Employee Directors Stock Option Plan,

(9) Registration Statement (Form S-8 No. 333-86783), pertaining to Savings Plan for Employees of First Brands Corporation and Participating Subsidiaries,

(10) Registration Statement (Form S-8 No. 333-90386, including the post effective amendment No. 1), pertaining to The Clorox Company 1996 Stock Incentive Plan Amended and Restated Effective as of July 19, 2001, and

(11) Registration Statements (Form S-8 Nos. 333-131487, 333-193913, and 333-213161), pertaining to The Clorox Company 2005 Stock Incentive Plan;

of our reports dated August 7, 2026, with respect to the consolidated financial statements of The Clorox Company and the effectiveness of internal control over financial reporting of The Clorox Company included in this Annual Report (Form 10-K) of The Clorox Company for the year ended June 30, 2026.

/s/ Ernst & Young LLP

San Francisco, California

August 7, 2026

Exhibit 31.1

CERTIFICATION

I, Linda Rendle, certify that:

1. I have reviewed this annual report on Form 10-K of The Clorox Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2026

/s/ Linda Rendle

Linda Rendle

Chair and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Luc Bellet, certify that:

1. I have reviewed this annual report on Form 10-K of The Clorox Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;

   c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2026

/s/ Luc Bellet

Luc Bellet

Executive Vice President - Chief Financial Officer

Exhibit 32

CERTIFICATION

In connection with the periodic report of The Clorox Company (the "Company") on Form 10-K for the period ended June 30, 2026, as filed with the Securities and Exchange Commission (the "Report"), we, Linda Rendle, Chair and Chief Executive Officer of the Company, and Luc Bellet, Executive Vice President – Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to our knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

Date: August 7, 2026

/s/ Linda Rendle
Linda Rendle
Chair and Chief Executive Officer

/s/ Luc Bellet
Luc Bellet
Executive Vice President – Chief Financial Officer

Exhibit 99.1

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
The Clorox Company
(Dollars in millions, except per share data)

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is designed to provide a reader of The Clorox Company's (the Company or Clorox) financial statements with a narrative from the perspective of management on the Company's financial condition, results of operations, liquidity and certain other factors that may affect future results. In certain instances, parenthetical references are made to relevant sections of the Notes to Consolidated Financial Statements to direct the reader to a further detailed discussion. This section should be read in conjunction with the consolidated financial statements and supplementary data included in this Annual Report on Form 10-K.

The following sections are included herein:

- Executive Overview
- Results of Operations
- Financial Position and Liquidity
- Contingencies
- Quantitative and Qualitative Disclosures about Market Risk
- Recently Issued Accounting Standards
- Critical Accounting Estimates
- Summary of Non-GAAP Financial Measures

EXECUTIVE OVERVIEW

The Clorox Company is a leading multinational manufacturer and marketer of consumer and professional products with fiscal year 2026 Net sales of $6,720 and about 9,200 employees worldwide as of June 30, 2026. The Company has operations in approximately 25 countries or territories and sells its products in approximately 95 markets, primarily through mass retailers; grocery outlets; warehouse clubs; dollar stores; home hardware centers; drug, pet and military stores; third-party and owned e-commerce channels; and distributors. Clorox markets some of the most trusted and recognized consumer brand names, including Clorox® cleaning and disinfecting products; Pine-Sol® cleaner; Liquid-Plumr® clog removers; Poett® home care products; Glad® bags and wraps; Fresh Step® cat litter; Kingsford® grilling products; Hidden Valley® dressings, dips, seasonings and sauces; Brita® water-filtration products; and Burt's Bees® natural personal care products. The Company also markets industry-leading products and technologies for professional customers, including those sold under the Purell ® CloroxPro™ and Clorox Healthcare® brand names.

The Company primarily markets its leading brands in midsized categories considered to be financially attractive. Most of the Company's products compete with other nationally advertised brands within each category and with "private label" brands. Over 80% of the Company's sales are generated from brands that hold the No. 1 or No. 2 market share position in their categories.

The Company operates through strategic business units (SBUs) which are organized into operating segments. Operating segments are then aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- *Health and Wellness* consists of cleaning, disinfecting, sanitizing and professional products marketed and sold in the United States. Products within this segment include home care cleaning and disinfecting products and laundry additives, primarily under the Clorox, Clorox2, Pine-Sol, Scentiva, Tilex, Liquid-Plumr and Formula 409 brands; skin sanitization and cleaning products under the Purell and GOJO brands; professional cleaning and disinfecting products under the CloroxPro and Clorox Healthcare brands; and professional food service products under the Hidden Valley brand.
- *Household* consists of bags and wraps, cat litter and grilling products marketed and sold in the United States. Products within this segment include bags and wraps under the Glad brand; cat litter primarily under the Fresh Step and Scoop Away brands; and grilling products under the Kingsford brand.
- *Lifestyle* consists of food, water-filtration and natural personal care products marketed and sold in the United States. Products within this segment include dressings, dips, seasonings and sauces, primarily under the Hidden Valley brand; water-filtration products under the Brita brand; and natural personal care products under the Burt's Bees brand.
- *International* consists of products sold outside the United States. Products within this segment include laundry additives and home care products primarily marketed under the Clorox, Poett, Pine-Sol, Clorinda and Chux brands; bags and wraps under the Glad brand; cat litter primarily marketed under the Ever Clean and Fresh Step brands and water-filtration products marketed under the Brita brand.

Non-GAAP Financial Measures

This Executive Overview, the succeeding sections of MD&A and Exhibit 99.2 may include certain financial measures that are not defined by accounting principles generally accepted in the United States of America (U.S. GAAP). These measures, which are referred to as non-GAAP measures, are listed below:

- *Adjusted free cash flow* and *Adjusted free cash flow as a percentage of net sales.* Adjusted free cash flow is calculated as net cash provided by operations less capital expenditures and adjusted for significant one-time items in operating cash flows, such as the venture agreement payment.
- *Earnings before interest and income taxes (EBIT) margin (the ratio of EBIT to net sales).*
- *Adjusted earnings (losses) before interest and income taxes (adjusted EBIT)* represents earnings (losses) excluding interest income, interest expense, income taxes and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs and insurance recoveries related to the August 2023 cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, transaction and integration costs related to acquisitions, significant losses related to divestitures and other nonrecurring or unusual items impacting comparability).
- *Adjusted EBIT margin (the ratio of adjusted EBIT to net sales).*
- *Economic profit (EP)* is defined by the Company as earnings before income taxes, excluding certain U.S. GAAP items (such as the pension settlement charge, incremental costs and insurance recoveries related to the August 2023 cyberattack, asset impairments, charges related to implementation of the streamlined operating model, charges related to digital capabilities and productivity enhancements investment, transaction and integration costs related to acquisitions, significant losses related to divestitures and other nonrecurring or unusual items impacting comparability) and interest expense; less income taxes (calculated based on the Company's effective tax rate excluding the identified U.S. GAAP items), and less after tax profit attributable to noncontrolling interests, and less a capital charge (calculated as average capital employed multiplied by a cost of capital rate).
- *Organic sales growth / (decrease)* is defined as net sales growth / (decrease) excluding the effect of foreign exchange rate changes and any acquisitions or divestitures.

For a discussion of these measures and the reasons management believes they are useful to investors, refer to "*Summary of Non-GAAP Financial Measures*" below. To the extent applicable, this MD&A and Exhibit 99.2 include reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with U.S. GAAP.

Fiscal Year 2026 Financial Highlights

A detailed discussion of strategic goals, key initiatives and results of operations is included below. Key fiscal year 2026 financial results are summarized as follows:

- The Company's fiscal year 2026 net sales decreased by 5% to $6,720 from $7,104 in fiscal year 2025, primarily due to lower shipments in the current period following the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025, partially offset by the benefit of the GOJO acquisition.
- Gross margin decreased by 290 basis points to 42.3% in fiscal year 2026 from 45.2% in fiscal year 2025. The decrease was primarily driven by lower net sales and higher manufacturing and logistics costs, partially offset by cost savings.
- The Company reported earnings before income taxes of $791 in fiscal year 2026, compared to $1,078 in fiscal year 2025. The Company reported Net earnings attributable to Clorox of $587 in fiscal year 2026, compared to $810 in fiscal year 2025.
- The Company delivered diluted net earnings per share (EPS) of $4.81 in fiscal year 2026, a decrease of 26%, or $1.71 from fiscal year 2025 diluted net EPS of $6.52. The decrease was primarily due to lower net sales and higher manufacturing and logistics costs, partially offset by lapping losses on the divestiture of the Better Health VMS business in the prior period and cost savings in the current period.
- EP decreased by $359 to $397 in fiscal year 2026, compared to $756 in fiscal year 2025 (refer to the reconciliation of EP to earnings before income taxes in Exhibit 99.2).
- The Company's net cash provided by operations was $612 in fiscal year 2026, compared to $981 in fiscal year 2025. Adjusted free cash flow was $881 or 13.1% of net sales in fiscal year 2026, compared to $761 or 10.7% of net sales in fiscal year 2025 (refer to the reconciliation of net cash provided by operations to adjusted free cash flow in "*Financial Position and Liquidity - Investing - Adjusted Free Cash Flow*").
- The Company paid $602 in cash dividends to stockholders in both fiscal years 2026 and 2025. In July 2026, the Company announced an increase of 1% in its dividend from the prior year.

Strategic Goals and Initiatives

The Company's IGNITE strategy — underpinned by its purpose and enduring values — accelerates innovation in key areas of the business to drive growth and deliver value for all Clorox stakeholders. IGNITE focuses on four strategic choices aimed at fueling long-term growth; innovating consumer experiences; reimagining how the company and its people work; and continuously evolving the product portfolio. The Company's long-term financial goals reflected in IGNITE include annual net sales growth of 3% to 5% — increased from 2% to 4% in 2021 — annual adjusted EBIT margin expansion of 25 to 50 basis points and annual adjusted free cash flow as a percentage of net sales of 11% to 13%.

In April 2026, the Company completed the acquisition of GOJO Industries, Inc. (GOJO), expanding its product portfolio to include the Purell brand and GOJO's health and hygiene solutions. The Company acquired all of the issued and outstanding membership interests of GOJO, which now operates as Clorox Purell and is based in northeast Ohio. The acquisition reflects the Company's strategy to expand its position in health and hygiene and accelerate profitable growth.

In March 2026, the Company acquired The Procter & Gamble Company (P&G)'s 20% interest in the Company's Glad bags and wraps business (the Venture Agreement) in cash. Following expiration of the Venture Agreement, the Glad business retains the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed.

In fiscal year 2026, the Company continued and completed its investment in transformative technologies and processes. This investment began in fiscal year 2022, and includes replacement of the Company's ERP system and transitioning to a cloud-based platform as well as the implementation of a suite of other digital technologies. The Company began implementation of its core U.S. operations in fiscal year 2026. The Company completed its implementation in the third quarter of fiscal year 2026. The total incremental transformational investment was approximately $580 million. It is expected that these implementations will generate efficiencies and transform the Company's operations in the areas of supply chain, digital commerce, innovation, brand building and more over the long term.

During the fourth quarter of fiscal year 2025, certain retailers placed orders in advance of the ERP system transition in the U.S. to minimize any potential inventory impacts during the implementation phase. The incremental shipments provided a benefit to fiscal year 2025 net sales, however, the offsetting impacts were reflected in fiscal year 2026 net sales as retailers drew down this inventory.

Finally, in fiscal year 2026, the Company simplified its operating structure to streamline leadership oversight, align resources to drive the company's strongest growth opportunities, advance portfolio optimization efforts and support faster execution across the enterprise.

Recent Events Affecting the Company

For the fiscal year ended June 30, 2026, the Company continues to monitor macroeconomic conditions as a result of volatility in capital markets and developments in international trade policy. These evolving challenges contributed to a highly dynamic operating environment as the Company continued its efforts to drive growth, rebuild margins and drive its transformation.

Consumers continue to feel pressure as continued macroeconomic uncertainty impacts spending and prices remain elevated. United States trade policies continue to evolve, including new or increased tariffs on product imports from certain countries. These, and any future new or additional tariffs, as well as any associated retaliatory measures taken by other countries, may impact the macroeconomic environment, consumers, suppliers and the Company’s business. Though the Company has and will continue to take action to mitigate such impacts, the Company anticipates the operating environment will remain volatile and challenging.

Global macroeconomic conditions remain volatile and geopolitical instability persists. This includes active military hostilities in the Middle East, specifically the ongoing conflict involving Iran, rising tensions in other regions, as well as actual and potential shifts in U.S. and foreign trade, economic and other policies, including the imposition of sanctions. These developments have increased uncertainty regarding the duration and potential escalation of conflicts, as well as the risk of economic disruptions that could impact global trade and supply chains. Given the dynamic nature of these conditions, the Company expects continued variability in the operating environment.

The Company has not experienced significant disruptions to its regional operations and global supply chain or significant cost increases during fiscal year 2026 due to the ongoing conflict in Iran. However, the risks of future negative impacts from regional conflicts due to transportation, logistical or supply constraints and higher commodity costs for certain raw materials remain present, and the Company continues to experience corresponding incremental costs and gross margin pressures.

For fiscal year 2027, the Company anticipates the operating environment will remain volatile and challenging as consumers may face greater pressure as continued macroeconomic uncertainty impacts spending. The Company will continue to invest in its brands, capabilities and people to deliver consistent, profitable growth over time. The recent GOJO acquisition and the divestitures of the Company’s Argentina and Better Health VMS businesses reflect its commitment to continue evolving its portfolio to reduce volatility, accelerate sales growth and structurally improve margins.

For further discussion of the possible impacts of inflationary pressures and other recent events on our business, financial conditions and results of operations, see “Risk Factors” in Part I, Item 1A of this Report.

RESULTS OF OPERATIONS

Unless otherwise noted, MD&A compares results of operations from fiscal year 2026 (the current year) to fiscal year 2025 (the prior year), with percentage and basis point calculations based on rounded numbers, except for per share data and the effective tax rate. Discussions of fiscal year 2024 items and year-to-year comparisons between fiscal years 2025 and 2024 that are not included in this Annual Report on Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Exhibit 99.1 of the Company's Annual Report on Form 10-K for the fiscal years ended 2025 and 2024.

CONSOLIDATED RESULTS

	2026	2025	% Change 2026 to 2025
Net sales	**$ 6,720**	$ 7,104	**(5)%**

	Year Ended June 30, 2026 Percentage change versus the year-ago period						
	Reported (GAAP) Net Sales Growth / (Decrease)	**Reported Volume**	**Acquisitions & Divestitures [1]**	**Foreign Exchange Impact**	**Price/Mix/ Other [2]**	**Organic Sales Growth / (Decrease) (Non-GAAP) [3]**	**Organic Volume [4]**
Health and Wellness [4]	— %	(1) %	8 %	— %	1 %	(8) %	(8) %
Household	(11)	(9)	—	—	(2)	(11)	(9)
Lifestyle	(14)	(12)	—	—	(2)	(14)	(12)
International	5	—	—	3	2	2	—
Total Company [4][5]	**(5)%**	**(5)%**	**3 %**	**— %**	**— %**	**(8)%**	**(7)%**

[1] The divestiture impact is calculated as net sales from the Better Health VMS business after the sale date in the twelve month year-ago period. The acquisition impact is calculated as net sales from the GOJO acquisition after the acquisition date in the current twelve month period.

[2] This represents the net impact on net sales growth / (decrease) from pricing actions, mix, trade promotion spending, mix from acquisitions and divestitures and other factors. In the fiscal year ended June 30, 2026, the impact from acquisition and divestiture mix was 1% for both Health and Wellness and Total Company.

[3] Organic sales growth / (decrease) is defined as net sales growth / (decrease) excluding the effect of foreign exchange rate changes and any acquisitions or divestitures. See "Summary of Non-GAAP Financial Measures" below for reconciliation of organic sales growth / (decrease) to net sales growth / (decrease), the most directly comparable GAAP financial measure.

[4] Organic volume represents volume excluding the effect of any acquisitions and divestitures. In the fiscal year ended June 30, 2026, the volume impact of acquisition and divestitures was 7% and 2% for Health and Wellness and Total Company, respectively.

[5] Total Company includes Corporate and Other. Corporate and Other includes the results of the Better Health VMS business through the date of divestiture.

Net sales and volume both decreased by 5% in fiscal year 2026, primarily due to lower shipments in the current period following the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025, partially offset by the benefit of the GOJO acquisition.

	2026	2025	% Change 2026 to 2025
Gross profit	**$ 2,844**	$ 3,213	**(11)%**
Gross margin	**42.3 %**	45.2 %	

Gross margin decreased by 290 basis points in fiscal year 2026 from 45.2% to 42.3%. The decrease was primarily driven by lower net sales and higher manufacturing and logistics costs, partially offset by cost savings.

Expenses

	2026	2025	% Change 2026 to 2025	% of Net sales 2026	% of Net sales 2025
Selling and administrative expenses	**$ 1,066**	$ 1,124	**(5)%**	**15.9 %**	15.8 %
Advertising costs	**749**	770	**(3)**	**11.1**	10.8
Research and development costs	**116**	121	**(4)**	**1.7**	1.7

Selling and administrative expenses, as a percentage of net sales, increased by 10 basis points in fiscal year 2026. The dollar decrease in selling and administrative expenses was primarily due to lower incentive compensation.

Advertising costs, as a percentage of net sales, increased by 30 basis points in fiscal year 2026. The Company continues to support its brands. The Company's U.S. retail advertising investments as a percentage of net sales was 12% for both fiscal years 2026 and 2025.

Research and development costs, as a percentage of net sales and dollars, were essentially flat in the current year as compared to the prior year. The Company continues to invest behind product innovation and cost savings.

Loss on divestiture, Interest expense, Other expense (income), net and Effective tax rate on earnings

	2026	2025
Loss on divestiture	**$ —**	$ 118
Interest expense	**130**	88
Other (income) expense, net	**(8)**	(86)
Effective tax rate on earnings	**24.0 %**	23.6 %

Loss on divestiture of $118 in fiscal year 2025 reflects the loss on the divestiture of the Better Health VMS business. See Notes to Consolidated Financial Statements for further information.

Interest expense increased by $42 in fiscal year 2026 as compared to fiscal year 2025. The increase was primarily due to incremental borrowings to fund the GOJO acquisition.

Other (income) expense, net was ($8) and ($86) in fiscal year 2026 and fiscal year 2025, respectively. The variance was primarily due to lapping the benefit of insurance recoveries mainly related to the cyberattack in fiscal year 2024.

The effective tax rate on earnings was 24.0% and 23.6% in fiscal year 2026 and 2025, respectively.

Diluted net earnings per share

	2026	2025	% Change 2026 to 2025
Diluted net EPS	**$ 4.81**	$ 6.52	**(26)%**

Diluted net earnings per share (EPS) decreased by $1.71, or 26%, in fiscal year 2026, primarily due to lower net sales and higher manufacturing and logistics costs, partially offset by lapping losses on the divestiture of the Better Health VMS business in the prior period and cost savings in the current period.

SEGMENT RESULTS

The following presents the results of the Company's reportable segments and Corporate and Other (see Notes to Consolidated Financial Statements for further discussion of the principal measure of segment profitability used by management, segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT)):

	Net sales	
	Fiscal year	
	2026	2025
Health and Wellness	$ 2,697	$ 2,697
Household	1,787	2,001
Lifestyle	1,123	1,303
International	1,113	1,065
Reportable segment total	6,720	7,066
Corporate and Other	—	38
Total	$ 6,720	$ 7,104

	Segment adjusted EBIT [1]	
	Fiscal year	
	2026	2025
Health and Wellness	$ 678	$ 840
Household	192	325
Lifestyle	208	290
International	113	110
Reportable segment total	1,191	1,565
Corporate and Other	(161)	(249)
Total	$ 1,030	$ 1,316
Interest income	8	9
Interest expense	(130)	(88)
Loss on divestiture	—	(118)
Acquisition and integration costs	(58)	—
Cyberattack costs, net of insurance recoveries	—	70
Digital capabilities and productivity enhancements investment	(59)	(111)
Earnings (losses) before income taxes	$ 791	$ 1,078

(1) See "Summary of Non-GAAP Financial Measures" below for reconciliation of segment adjusted EBIT to earnings (losses) before income taxes, the most directly comparable GAAP financial measure.

Health and Wellness

	2026	2025	% Change 2026 to 2025
Net sales	**$ 2,697**	$ 2,697	**— %**
Segment adjusted EBIT	**678**	840	**(19)**

Fiscal year 2026 versus fiscal year 2025: Volume decreased by 1%, net sales were essentially flat and segment adjusted EBIT decreased by 19% during fiscal year 2026. The volume decrease was primarily due to lower shipments in the current period following the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025, partially offset by the benefit of the GOJO acquisition. The decrease in segment adjusted EBIT in the current year was primarily due to the impact of lapping incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025 and higher manufacturing and logistics costs, partially offset by cost savings.

Household

	2026	2025	% Change 2026 to 2025
Net sales	**$ 1,787**	$ 2,001	**(11)%**
Segment adjusted EBIT	**192**	325	**(41)**

Fiscal year 2026 versus fiscal year 2025: Volume, net sales and segment adjusted EBIT decreased by 9%, 11% and 41%, respectively, in fiscal year 2026. The volume decrease was primarily due to lower shipments in the current period following the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025. The variance between volume and net sales was primarily due to unfavorable mix. The decrease in segment adjusted EBIT was mainly due to lower net sales and higher manufacturing and logistics costs, partially offset by cost savings.

Lifestyle

	2026	2025	% Change 2026 to 2025
Net sales	**$ 1,123**	$ 1,303	**(14)%**
Segment adjusted EBIT	**208**	290	**(28)**

Fiscal year 2026 versus fiscal year 2025: Volume, net sales and segment adjusted EBIT decreased by 12%, 14% and 28%, respectively, during fiscal year 2026. The volume decrease was primarily due to lower shipments in the current period following the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025 and lower consumption. The variance between volume and net sales was mainly due to higher trade promotion spending. The decrease in segment adjusted EBIT was primarily due to lower net sales, partially offset by lower advertising investments.

International

	2026	2025	% Change 2026 to 2025
Net sales	**$ 1,113**	$ 1,065	**5 %**
Segment adjusted EBIT	**113**	110	**3**

Fiscal year 2026 versus fiscal year 2025: Volume was essentially flat and net sales and segment adjusted EBIT increased by 5% and 3%, respectively, during fiscal year 2026. The variance between volume and net sales was mainly due to favorable foreign exchange rates. The increase in segment adjusted EBIT was primarily due to higher net sales and cost savings, partially offset by higher manufacturing and logistics costs.

Corporate and Other

	2026	2025	% Change 2026 to 2025
Net Sales	**$ —**	$ 38	**(100)%**
Segment adjusted EBIT	**(161)**	(249)	**35 %**

Corporate and Other includes certain non-allocated administrative and other costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business through the date of divestiture.

Fiscal year 2026 versus fiscal year 2025: Net sales decreased by 100% due to the divestiture of the Better Health VMS business in the first quarter of fiscal year 2025. The increase in segment adjusted EBIT was primarily due to decreases in employee-related expenses primarily due to lower employee incentive compensation and lower Better Health VMS operating expenses in the current period due to the divestiture.

On September 10, 2024, the Company completed the divestiture of its Better Health VMS business. See Notes to Consolidated Financial Statements for further information.

FINANCIAL POSITION AND LIQUIDITY

Management's discussion and analysis of the Company's financial position and liquidity describes its consolidated operating, investing and financing activities from operations.

The Company's cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company's foreign subsidiaries could result in additional tax costs. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company's cash balance is held in U.S. dollars by foreign subsidiaries, whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries' books, in their functional currency, with the impact from foreign currency exchange rate differences recorded in Other (income) expense, net.

The Company's financial condition and liquidity remained strong as of June 30, 2026. The following table summarizes cash activities for the years ended June 30:

	2026	2025
Net cash provided by operations	**$ 612**	$ 981
Net cash used for investing activities	**(2,301)**	(94)
Net cash provided by (used for) financing activities	**1,668**	(924)

Operating Activities

Net cash provided by operations was $612 in fiscal year 2026, compared with $981 in fiscal year 2025. The decrease was primarily driven by the Venture Agreement payment of $476 and lower cash earnings partially offset by a decrease in working capital and lower tax payments in the current fiscal year. The lower tax payments were a result of the enactment of The One Big Beautiful Bill Act (OBBBA).

The lower accounts receivable and higher inventory balances in current period were both primarily due to the incremental shipments related to the ERP transition in the fourth quarter of fiscal year 2025. The higher accounts payable and accrued liabilities balance was due to the timing of payments.

Payment Terms Extension and Supply Chain Financing

The Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Company's suppliers. The Company's current payment terms do not exceed 120 days in keeping with industry standards. The Company's operating cash flows are directly impacted as a result of the extension of payment terms with suppliers. There would not be an expected material impact to the Company's liquidity or capital resources if the financial institution or a supplier terminated the SCF arrangement. While the Company does not have direct access to information on, or influence over, which invoices a participating supplier elects to sell to the financial institution, the Company expects that the majority of these amounts have been sold to the financial institution. Refer to the Notes to Consolidated Financial Statements for details on the SCF program.

Investing Activities

Net cash used for investing activities was $2,301 in fiscal year 2026, compared with net cash used of $94 in fiscal year 2025. The year-over-year change was mainly due to the acquisition of GOJO Industries in fiscal year 2026.

Capital expenditures were $207 and $220 in fiscal years 2026 and 2025, respectively. Capital expenditures as a percentage of net sales were 3.1% and 3.1% for fiscal years 2026 and 2025, respectively.

Adjusted free cash flow

	2026	2025
Net cash provided by operations	$ 612	$ 981
Less: Capital expenditures	(207)	(220)
Add: Venture agreement termination payment	476	—
Adjusted free cash flow	$ 881	$ 761
Adjusted free cash flow as a percentage of net sales	13.1 %	10.7 %

Financing Activities

Net cash provided by financing activities was $1,668 in fiscal year 2026, compared with net cash used of $924 in fiscal year 2025. The year-over-year change was mainly due to higher net borrowings to fund the acquisition of GOJO Industries.

Capital Resources and Liquidity

As of June 30, 2026, current liabilities exceeded current assets by $949, primarily due to credit obligations maturing within a year.

Notwithstanding potential unforeseen adverse market conditions and as part of the Company's regular assessment of its cash needs, the Company believes it will have the funds necessary to support its short- and long-term liquidity and operating needs, based on its anticipated ability to generate positive cash flows from operations in the future, access to capital markets enabled by our strong short-term and long-term credit ratings and current borrowing availability.

The Company may consider other transactions that require the issuance of additional long- and/or short-term debt or other securities to finance acquisitions, repurchase stock, refinance debt or fund other activities for general business purposes. Such transactions could require funds in excess of the Company's current cash levels and available credit lines, and the Company's access to or cost of such additional funds could be adversely affected by any decrease in credit ratings, which were the following as of June 30:

	2026		2025	
	Short-term	**Long-term**	Short-term	Long-term
Standard and Poor's	**A-2**	**BBB**	A-2	BBB+
Moody's	**P-2**	**Baa1**	P-2	Baa1

Credit Arrangements

In March 2026, in connection with the acquisition of GOJO, the Company entered into a $1,000 364-day revolving credit agreement (the 364-Day Revolving Credit Agreement) that matures on March 5, 2027, and a $1,250 Delayed Draw Term Credit Agreement (the Delayed Draw Term Credit Agreement). Amounts available under the 364-Day Revolving Credit Agreement are for general corporate purposes.

In April 2026 the Company completed the GOJO acquisition and drew down the full $1,250 under the Delayed Draw Term Credit Agreement to finance a portion of the transaction along with commercial paper. In May 2026 the Company issued new long-term debt and settled the full $1,250 balance under the Delayed Draw Term Credit Agreement. This line of credit was cancelled upon settlement. Additionally, the long-term debt issuance reduced the total borrowing capacity of the 364-Day Revolving Credit Agreement by $236 leaving $764 available to Clorox for general corporate purposes.

As of June 30, 2026, the Company maintained $1,964 in revolving credit agreements comprised of the $764 364-Day Revolving Credit Agreement and the $1,200 revolving credit agreement that matures in March 2030 (March 2030 Credit Agreement) (collectively the Revolving Credit Agreements). As of June 30, 2025, the Company maintained the $1,200 March 2030 Credit Agreement.

There were no borrowings under either of the Revolving Credit Agreements as of June 30, 2026 and no borrowings under the March 2030 Credit Agreement as of June 30, 2025. The Company believes that borrowings under the Revolving Credit Agreements are and will continue to be available for general corporate purposes. The Revolving Credit Agreements include certain restrictive covenants and limitations. The primary restrictive covenant is a minimum interest coverage ratio of 4.0, calculated as total earnings before interest, taxes, depreciation and amortization and other similar noncash charges and certain other items (Consolidated EBITDA) to total interest expense for the trailing four quarters, as defined and described in the Credit Agreement.

The Company was in compliance with all restrictive covenants and limitations in the Revolving Credit Agreements as of June 30, 2026, and anticipates being in compliance with all restrictive covenants for the foreseeable future.

As of June 30, 2026, the Company maintained $37 of foreign and other credit lines, of which $10 was outstanding and the remainder of $27 was available for borrowing.

As of June 30, 2025, the Company maintained $34 of foreign and other credit lines, of which $7 was outstanding and the remainder of $27 was available for borrowing.

Short-term Borrowings

The Company's notes and loans payable primarily consist of U.S. commercial paper issued by the parent company and any borrowings under the Revolving Credit Agreements. These short-term borrowings have stated maturities of less than one year and provide supplemental funding for supporting operations. The level of U.S. commercial paper borrowings generally fluctuates depending upon the amount and timing of operating cash flows and payments for items such as dividends, income taxes and stock repurchases. The average balance of short-term borrowings outstanding was $671 and $105 for the fiscal years ended June 30, 2026 and 2025, respectively.

Long-term Borrowings

Long-term borrowings, consisting of senior unsecured notes and debentures and the amortizing fixed interest rate loan, were $3,982 and $2,484 as of June 30, 2026 and 2025, respectively.

In April 2026, the Company completed the GOJO acquisition, which included assuming a total of $8 in existing amortizing loans and other borrowings which carry a final maturity of June 2031.

In May 2026, the Company issued $1,500 in senior notes, including $550 of senior notes with an annual fixed interest rate of 4.70% and final maturity in May 2031, that carry an effective rate of 4.86% (May 2031 senior notes), $400 of senior notes with an annual fixed interest rate of 4.95% and final maturity in May 2033, that carry an effective rate of 5.09% (May 2033 senior notes), and $550 of senior notes with an annual fixed interest rate of 5.25% and final maturity in May 2036, that carry an effective rate of 5.24% (May 2036 senior notes). Interest on all new May 2026 senior notes is payable semi-annually in May and November. The notes rank equally with all of the Company's existing senior indebtedness. Proceeds from the senior notes were used to redeem prior to maturity the $1,250 under the Delayed Draw Term Credit Agreement and commercial paper borrowings, both primarily related to the GOJO acquisition.

Stock Repurchases and Dividend Payments

As of June 30, 2026, the Company had two stock repurchase programs: an open-market purchase program with an authorized aggregate purchase amount of up to $2,000, which has no expiration date and was authorized by the Board of Directors in May 2018, and a program to offset the anticipated impact of dilution related to stock-based awards (the Evergreen Program), which has no authorization limit on the dollar amount and no expiration date. During the fiscal year ended June 30, 2026, the Company repurchased 2,157 thousand shares of common stock at a cost of $254. During the fiscal year ended June 30, 2025, the Company repurchased 2,260 thousand shares of common stock at a cost of $332.

Dividends per share and total dividends paid to Clorox stockholders were as follows during the fiscal years ended June 30:

	2026	2025
Dividends per share declared	$ 4.96	$ 4.88
Dividends per share paid	4.96	4.88
Total dividends paid	602	602

On July 31, 2026, the Company declared a 1% increase in the quarterly dividend, from $1.24 to $1.25 per share, payable on August 28, 2026 to common stockholders of record as of the close of business on August 12, 2026.

On July 30, 2025, the Company declared a 2% increase in the quarterly dividend, from $1.22 to $1.24 per share, payable on August 29, 2025 to common stockholders of record as of the close of business on August 13, 2025.

Material Cash Requirements

The following table summarizes the Company's current and long-term material cash requirements as of June 30, 2026:

	2027	2028	2029	2030	2031	Thereafter	Total
Long-term debt maturities including interest payments	$ 167	$ 1,060	$ 633	$ 612	$ 656	$ 1,689	$ 4,817
Notes and loans payable [1]	1,091	1	1	1	—	—	1,094
Purchase obligations [2]	154	144	92	79	39	84	592
Operating and finance leases	125	106	91	74	47	205	648
Payments related to nonqualified retirement income and retirement health care plans [3]	14	13	13	13	10	40	103
Total	$ 1,551	$ 1,324	$ 830	$ 779	$ 752	$ 2,018	$ 7,254

[1] Notes and loans payable includes primarily commercial paper disclosed herein at par and revolving credit agreement facility and service fees.

[2] Purchase obligations are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price and/or quantity has been made. Examples of the Company's purchase obligations include contracts to purchase raw materials, commitments to contract manufacturers, commitments for information technology and related services, advertising contracts, capital expenditure agreements, software acquisition and license commitments and service contracts. The raw material contracts included above are entered into during the regular course of business based on expectations of future purchases. Many of these raw material contracts are flexible to allow for changes in the Company's business and related requirements. If such changes were to occur, the Company believes its exposure could differ from the amounts listed above. Any amounts reflected in the consolidated balance sheets as Accounts payable and accrued liabilities are excluded from the table above, as they are short-term in nature and expected to be paid within one year.

[3] These amounts represent expected payments through 2036. Based on the accounting rules for nonqualified retirement income and retirement health care plans, the liabilities reflected in the Company's consolidated balance sheets differ from these expected future payments. Refer to the Notes to Consolidated Financial Statements for further details.

CONTINGENCIES

A summary of contingencies is contained in the Notes to Consolidated Financial Statements and is incorporated herein by reference.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a multinational company, the Company is exposed to the impact of changes in commodity prices, foreign currency fluctuations, interest-rate risk and other types of market risk.

In the normal course of business, where available at a reasonable cost, the Company manages its exposure to market risk using contractual agreements and a variety of derivative instruments. The Company's objective in managing its exposure to market risk is to limit the impact of fluctuations on earnings and cash flow through the use of derivative instruments, including exchange-traded futures and options contracts and over-the-counter swaps and forward purchase contracts. Over-the-counter derivative contracts are entered into for non-trading purposes with major credit-worthy institutions, thereby decreasing the risk of credit loss.

The Company uses different methodologies, when necessary, to estimate the fair value of its derivative contracts. The estimated fair values of the majority of the Company's contracts are based on quoted market prices, exchange-traded market prices or broker price quotations, and represent the estimated amounts that the Company would pay or receive to terminate the contracts.

See Notes to Consolidated Financial Statements for further discussion of derivatives and hedging policies and fair value measurements.

Sensitivity Analysis for Derivative Contracts

For fiscal years 2026 and 2025, the Company's exposure to market risk was estimated using sensitivity analyses, which illustrate the change in the fair value of a derivative financial instrument assuming hypothetical changes in commodity prices, foreign exchange rates or interest rates. The results of the sensitivity analyses for commodity, foreign currency and interest rate derivative contracts are summarized below. Actual changes in commodity prices, foreign exchange rates or interest rates may differ from the hypothetical changes, and any changes in the fair value of the contracts, real or hypothetical, would be partly to fully offset by an inverse change in the value of the underlying hedged items.

The changes in the fair value of derivatives are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income, depending on whether or not, for accounting purposes, the derivative is designated and qualified as an accounting hedge. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity swaps and futures contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2026 and 2025, the Company had no hedging instruments designated as fair value hedges. In the event the Company has contracts not designated as hedges for accounting purposes, the Company recognizes the changes in the fair value of these contracts in the consolidated statements of earnings.

Commodity Price Risk

The Company is exposed to changes in the price of commodities used as raw materials in the manufacturing of its products. The Company uses various strategies, where available at a reasonable cost to manage cost exposures on certain raw material purchases with the objective of obtaining more predictable costs for these commodities, including long-term commodity purchase contracts and commodity derivative contracts. During fiscal years 2026 and 2025, the Company had derivative contracts related to raw material exposures for soybean oil used for the food business and jet fuel used for the grilling business.

Based on a hypothetical decrease or increase of 10% in these commodity prices as of June 30, 2026 and 2025, the estimated fair value of the Company's then-existing commodity derivative contracts would decrease or increase by $5 and $4, respectively, with the corresponding impact included in Other comprehensive (loss) income.

Foreign Currency Risk

The Company seeks to minimize the impact of certain foreign currency fluctuations by hedging transactional exposures related to inventory purchases with foreign currency forward contracts. Based on a hypothetical decrease of 10% in the value of the U.S. dollar as of June 30, 2026 and 2025, the estimated fair value of the Company's then-existing foreign currency derivative contracts would decrease by $3 and $8, respectively, with the corresponding impact included in Other comprehensive (loss) income. Based on a hypothetical increase of 10% in the value of the U.S. dollar as of June 30, 2026 and 2025, the estimated fair value of the Company's then-existing foreign currency derivative contracts would increase by $3 and $6, respectively.

Interest Rate Risk

The Company can be exposed to interest rate volatility with regard to short-term borrowings, using commercial paper or under the Credit Agreement, in addition to potential changes in interest rates relating to anticipated future issuances of long-term debt. Weighted average interest rates for short-term borrowings using commercial paper were 4.09% during fiscal year 2026 and 4.76% during fiscal year 2025. Assuming average commercial paper borrowing levels during fiscal years 2026 and 2025, a 100 basis point increase or decrease in interest rates would increase or decrease interest expense from short-term borrowings by approximately $7 and $1, respectively.

The Company can also be exposed to interest rate volatility with regard to anticipated future issuances of debt. The Company utilizes interest rate contracts to manage its exposure to interest rate volatility related to movements in U.S. Treasury and swap rates. As of June 30, 2026 and 2025, the Company had no outstanding interest rate contracts.

RECENTLY ISSUED ACCOUNTING STANDARDS

A summary of all recently issued accounting standards is contained in Note 1 of the Notes to Consolidated Financial Statements.

CRITICAL ACCOUNTING ESTIMATES

The methods, estimates and judgments the Company uses in applying its most critical accounting policies have a significant impact on the results the Company reports in its consolidated financial statements. Accordingly, a different financial presentation could result depending on the judgments, estimates or assumptions that are used. The most critical accounting estimates are those that are most important to the portrayal of the Company's financial condition and results, and require the Company to make the most difficult and subjective judgments, often estimating the outcome of future events that are inherently uncertain. The Company's most critical accounting estimates are related to:

- Business combinations;
- Revenue recognition;
- The valuation of goodwill and other intangible assets;
- Income taxes; and
- The Venture Agreement terminal obligation.

The Company's critical accounting estimates have been reviewed with the Audit Committee of the Board of Directors. A summary of the Company's significant accounting policies is contained in Note 1 of Notes to Consolidated Financial Statements.

Business Combinations

The Company uses the acquisition method of accounting for transactions that meet the criteria to be accounted for as a business combination. Assets acquired and liabilities assumed are recorded at fair value as of the acquisition date. The excess of the total consideration transferred over the estimated fair values of the identifiable net assets acquired is recorded as goodwill.

The acquisition method of accounting requires significant judgment in estimating the fair value of assets acquired and liabilities assumed. Various valuation methodologies may be utilized based on the nature of the underlying asset or liability. Intangible assets acquired, including trademarks, customer relationships, and developed technology, are valued using income-based approaches, the inputs to which require significant assumptions related to future growth, profitability, royalty and discount rates, useful lives, customer attrition and other inputs. Inventory acquired is valued using a combination of replacement cost and comparative sales methodologies. Property, plant, and equipment acquired are valued using a combination of cost and market approaches.

These estimates are based on historical data and assumptions regarding future events, which are inherently uncertain. Unforeseen events and changes to underlying circumstances may affect the accuracy of these assumptions.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished products to customers. This revenue is reported net of certain variable consideration provided to customers, generally in the form of one-time and ongoing trade promotion programs. These trade promotion programs include shelf price reductions, in-store merchandising, consumer coupons and other trade-related activities. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates. The actual amounts remitted to customers for these activities may differ from the Company's estimates, depending on how actual results of the programs compare to the estimates. If the Company's trade promotion accrual estimates as of June 30, 2026 were to increase or decrease by 10%, the impact on Net sales would be approximately $21.

Goodwill and Other Intangible Assets

The Company tests its goodwill and other indefinite-lived intangible assets for impairment annually in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

Goodwill

For fiscal year 2026, the Company's SBUs were organized into the reporting units used for goodwill impairment testing purposes. These reporting units are the level at which discrete financial information is available and reviewed by the manager of the respective operating segments. Where applicable, two or more components of an operating segment were aggregated and deemed a single reporting unit if the components had similar economic characteristics. The respective operating segment managers, who have responsibility for operating decisions, allocating resources and assessing performance within their respective segments, do not review financial information for components that are below the reporting unit level.

In its evaluation of goodwill impairment, the Company has the option to first assess qualitative factors such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over the carrying value from a prior period's impairment testing, other reporting unit operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. If the qualitative assessment indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of each reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

Determining the fair value of a reporting unit requires significant judgments, assumptions and estimates by management which are subject to uncertainty. The Company uses a discounted cash flow (DCF) method under the income approach for its quantitative test, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of their future earnings and cash flows. Under this approach, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced and the long-term business strategy. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates, commodity prices, foreign exchange rates, inflation and a terminal growth rate. Future changes in the judgments, assumptions and estimates that are used in the impairment testing for goodwill could result in significantly different estimates of the fair values and future impairment charges.

No material impairments were identified in fiscal year 2026 as a result of the Company's impairment review performed annually during the fourth quarter or during any other quarters of fiscal year 2026.

Trademarks and Other Indefinite-Lived Intangible Assets

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a prior period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative assessment indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method to estimate the fair value of its trademarks and other intangible assets with indefinite lives. Trademark fair values are estimated under the relief from royalty income approach. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows, including consideration of related net sales growth rates, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Future changes in such estimates or the use of alternative assumptions could result in significantly different estimates of the fair values.

No material impairments were identified in fiscal year 2026. The results of the annual impairment reviews indicated that the Burt's Bees indefinite-lived trademark, with a carrying value of $322 as of June 30, 2026, had 20% or less excess fair value over its carrying value. As such, the trademark is considered to have a heightened risk of impairment if any assumptions, estimates, or market factors unfavorably change in the future. If all other assumptions are held constant, an increase of 50 basis points in the weighted average cost of capital would result in the fair value of the asset relatively equaling its carrying value. The Company is closely monitoring any events, circumstances, or changes impacting this trademark that might imply a reduction in the estimated fair value and lead to an impairment.

Finite-Lived Intangible Assets

Finite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances occur that indicate that the carrying value of an asset (or asset group) may not be recoverable. The Company's impairment review requires significant judgment by management, including estimating the future success of product lines, future sales volumes, revenue and expense growth rates, alternative uses for the assets and proceeds from the disposal of the assets. The Company reviews

business plans for possible impairment indicators. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. The asset (or asset group) is not recoverable when the carrying value of the asset exceeds the estimated future undiscounted cash flows generated by the asset. When impairment is indicated, an impairment charge is recorded for the difference between the asset's (or asset group's) carrying value and its estimated fair value. Depending on the asset, estimated fair value may be determined either by use of a DCF method or, if available, by reference to estimated selling values of assets in similar condition. These approaches require significant judgments in determining the assumptions utilized in the DCF or the selection of comparable assets, as applicable. Future changes in such estimates or the use of alternative assumptions could result in significantly different estimates of the fair values.

No material impairments for finite-lived intangible assets were identified in fiscal year 2026.

Income Taxes

The Company's effective tax rate is based on income by tax jurisdiction, statutory tax rates and tax planning opportunities available to the Company in the various jurisdictions in which the Company operates. Significant judgment is required in determining the Company's effective tax rate and in evaluating its tax positions.

The Company maintains valuation allowances when it is likely that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In determining whether a valuation allowance is warranted, the Company takes into account many factors, including the specific tax jurisdiction, both historical and projected future earnings, carryback and carryforward periods and tax planning strategies. Many of the judgments made in adjusting valuation allowances involve assumptions and estimates that are highly subjective. Valuation allowances maintained by the Company primarily represent deferred tax assets arising from the Company's currently anticipated inability to use federal and state capital losses generated by the divestitures of the Company's Argentina and Better Health VMS businesses in fiscal years 2024 and 2025, respectively (see Notes to Consolidated Financial Statements). Other valuation allowances relate to deferred tax assets for net operating losses and tax credits in certain foreign countries.

In addition to valuation allowances, the Company establishes uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards as defined by generally accepted accounting principles. These uncertain tax positions are adjusted as a result of changes in factors such as tax legislation, interpretations of laws by courts, rulings by tax authorities, new audit developments, changes in estimates and the expiration of the statute of limitations. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled. Many of the judgments made in adjusting uncertain tax positions involve assumptions and estimates regarding audit outcomes and the timing of audit settlements, which are often uncertain and subject to change.

Venture Agreement Terminal Obligation

The Company's Venture Agreement with P&G for the Company's Glad bags and wraps business expired on January 31, 2026. As of June 30, 2025, P&G had a 20% interest in the venture.

The Venture Agreement, at its expiration, required the Company to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. As of June 30, 2025, the estimated fair value of P&G's interest in the venture was $476, of which $501 was reflected in Accounts payable and accrued liabilities in the Company's consolidated balance sheet.

On January 31, 2026, the Company and P&G agreed that the Company would purchase P&G's 20% interest, which was paid in cash for $476 on March 2, 2026 and is reflected in Operating activities within the consolidated statement of cash flows.

The Company used the DCF method under the income approach to estimate the fair value of P&G's interest. Under this approach, the Company estimated the future cash flows and discounted these cash flows at a rate of return that reflects its risk. The cash flows used were consistent with those the Company uses in its internal planning, which gave consideration to actual business trends experienced and the long-term business strategy. The other key assumptions and estimates used include, but are not limited to, net sales and expense growth rates, commodity prices, foreign exchange rates, discount rates, inflation and terminal growth rates. Fair value determination required significant judgment, assumptions and market factors which were uncertain and subject to change.

SUMMARY OF NON-GAAP FINANCIAL MEASURES

The non-GAAP financial measures that may be included in this MD&A and Exhibit 99.2 and the reasons management believes they are useful to investors are described below. These measures should be considered supplemental in nature and are not

intended to be a substitute for the related financial information prepared in accordance with U.S. GAAP. In addition, these measures may not be the same as similarly named measures presented by other companies.

Adjusted free cash flow is calculated as net cash provided by operations less capital expenditures and adjusted for significant one-time items in operating cash flows, such as the venture agreement payment. The Company's management uses this measure and *Adjusted free cash flow as a percentage of net sales* to help assess the cash generation ability of the business and funds available for investing activities, such as acquisitions, investing in the business to drive growth and financing activities, including debt payments, dividend payments and stock repurchases. Adjusted free cash flow does not represent cash available only for discretionary expenditures since the Company has mandatory debt service requirements and other contractual and non-discretionary expenditures. Refer to "Adjusted free cash flow" and "Adjusted free cash flow as a percentage of net sales" above for a reconciliation of these non-GAAP measures.

EBIT represents earnings before income taxes, interest income and interest expense. *EBIT margin* is the ratio of EBIT to net sales. The Company's management believes these measures provide useful additional information to investors to enhance their understanding about trends in the Company's operations and are useful for period-over-period comparisons.

Adjusted earnings (losses) before interest and income taxes (adjusted EBIT) represents earnings (losses) before income taxes excluding interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs, net of insurance recoveries, related to the cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, transaction and integration costs related to acquisitions, significant losses related to divestitures and other nonrecurring or unusual items impacting comparability). Due to the nature, scope and magnitude of these costs, the Company's management believes presenting these costs as an adjustment in the non-GAAP results provides additional information to investors about trends in the Company's operations. See below and Notes to Consolidated Financial Statements for additional information on these costs.

The Company uses this measure to assess the operating results and performance of its segments, monitor actual results as compared to plan, perform analytical comparisons, identify strategies to improve performance, and allocate resources to each segment. Management believes that the presentation of adjusted EBIT is useful to investors to assess operating performance on a consistent basis by removing the impact of the items that management believes does not directly reflect the performance of each segment's underlying operations and is useful for period over period comparisons. It also allows investors to view underlying operating results in the same manner as they are viewed by Company management. *Adjusted EBIT margin* is the ratio of adjusted EBIT to net sales.

	Reconciliation of earnings (losses) before income taxes to adjusted EBIT	
	Fiscal year	
	2026	**2025**
Earnings (losses) before income taxes	$ 791	$ 1,078
Interest income	(8)	(9)
Interest expense	130	88
Loss on divestiture [1]	—	118
Acquisition and integration costs [2]	58	—
Cyberattack costs, net of insurance recoveries [3]	—	(70)
Digital capabilities and productivity enhancements investment [4]	59	111
Adjusted EBIT	$ 1,030	$ 1,316

[1] Represents losses related to the divestitures of the Better Health VMS business in fiscal year 2025.

[2] Represents expenses related to the Company's acquisition and integration of GOJO.

As a result of this transaction, various acquisition and integration-related costs related to the acquisition and efforts to integrate the recently acquired business to the Company's systems and processes were and will be incurred. These costs include inventory step-up charges representing expense recognition of fair value adjustments in excess of the historical cost basis of inventory obtained through the acquisition, as well as direct acquisition transaction costs and legal-entity, operational, manufacturing, and information technology integration costs.

Due to the nature, scope and magnitude of these costs, the Company's management believes presenting these costs as an adjustment in the non-GAAP results provides additional information to investors about trends in the Company's operations and is useful for period over period comparisons. It also allows investors to view underlying operating results in the same manner as they are viewed by Company management.

(3) Represents incremental costs and insurance recoveries related to the cyberattack.

(4) Represents expenses related to the Company's digital capabilities and productivity enhancements investment.

Due to the nature, scope and magnitude of this investment, these costs are considered by management to represent incremental transformational costs above the historical normal level of spending for information technology to support operations. Since these strategic investments, including incremental operating costs, ceased at the end of the investment period, are not expected to recur in the foreseeable future and are not considered representative of the company's underlying operating performance, the company's management believes presenting these costs as an adjustment in the non-GAAP results provides additional information to investors about trends in the company's operations and is useful for period-over-period comparisons. It also allows investors to view underlying operating results in the same manner as they are viewed by company management.

Of the total investment, approximately 75% represented incremental operating costs primarily recorded within selling and administrative expenses to be adjusted from reported Earnings (losses) before income taxes for purposes of disclosing adjusted EBIT through fiscal year 2026. About 70% of these operating costs were related to the implementation of the ERP, with the remaining costs primarily related to the implementation of complementary technologies.

During the fiscal years ended June 30, 2026 and 2025, the Company incurred approximately $59 and $111, respectively, of operating expenses related to its digital capabilities and productivity enhancements investment. The expenses relate to the following:

	Fiscal year	
	2026	2025
External consulting fees [1]	$ 46	$ 78
IT project personnel costs [2]	3	7
Other [3]	10	26
Total	$ 59	$ 111

(1) Comprised of third-party consulting fees incurred to assist in the project management and end-to-end systems integration of this transformative investment. The company relies on consultants for certain capabilities required for these programs that the company does not maintain internally. These costs support the implementation of these programs incremental to the company's normal IT costs and will not be incurred following implementation.

(2) Comprised of labor costs associated with internal IT project management teams that are utilized to oversee the new system implementations. Given the magnitude and transformative nature of the implementations planned, the necessary project management costs are incremental to the historical levels of spend and will no longer be incurred subsequent to implementation. As a result of this long-term strategic investment, the company considers these costs not reflective of the ongoing costs to operate its business.

(3) Comprised of various other expenses associated with the company’s new system implementations, including company personnel dedicated to the project that have been backfilled with either permanent or temporary resources in positions that are considered part of normal operating expenses.

Economic profit (EP) is defined by the Company as earnings before income taxes, excluding certain U.S. GAAP items (such as the pension settlement charge, incremental costs and insurance recoveries related to the August 2023 cyberattack, asset impairments, charges related to implementation of the streamlined operating model, charges related to digital capabilities and productivity enhancements investment, transaction and integration costs related to acquisitions, significant losses related to divestitures and other nonrecurring or unusual items impacting comparability) and interest expense; less income taxes (calculated based on the Company’s effective tax rate excluding the identified U.S. GAAP items), and less after tax profit attributable to noncontrolling interests, and less a capital charge (calculated as average capital employed multiplied by a cost of capital rate). EP is a key financial metric that the Company’s management uses to evaluate business performance and allocate resources, and is a component in determining employee incentive compensation. The Company’s management believes EP provides additional perspective to investors about financial returns generated by the business and represents profit generated over and above the cost of capital used by the business to generate that profit. Refer to Exhibit 99.2 for a reconciliation of EP to earnings before income taxes.

Organic sales growth / (decrease) is defined as net sales growth / (decrease) excluding the effect of foreign exchange rate changes and any acquisitions or divestitures. Management believes that the presentation of organic sales growth / (decrease) is useful to investors because it excludes sales from any acquisitions or divestitures, which results in a comparison of sales only from the businesses that the Company was operating and expects to continue to operate throughout the relevant periods, and the Company’s estimate of the impact of foreign exchange rate changes, which are difficult to predict, and out of the control of the Company and management.

The following table provides a reconciliation of organic sales growth / (decrease) (non-GAAP) to net sales growth / (decrease) (GAAP), the most comparable GAAP measure:

	Year Ended June 30, 2026 Percentage change versus the year-ago period				
	Health and Wellness	**Household**	**Lifestyle**	**International**	**Total Company [1]**
Net sales growth / (decrease) (GAAP)	— %	(11)%	(14)%	5 %	(5)%
Add: Foreign Exchange	—	—	—	(3)	—
Add/(Subtract): Divestitures/Acquisitions [2]	(8)	—	—	—	(3)
Organic sales growth / (decrease) (non-GAAP)	(8)%	(11)%	(14)%	2 %	(8)%

[1] Total Company includes Corporate and Other. Corporate and Other includes the results of the Better Health VMS business through the date of divestiture.

[2] The divestiture/acquisition impact is calculated as net sales from the GOJO after the acquisition date in the current period and the Better Health VMS businesses after the sale date in the year-ago period.

CAUTIONARY STATEMENT

This Annual Report on Form 10-K (this Report), including the exhibits hereto and the information incorporated by reference herein, contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, among others, regarding the Company's strategic transactions, including the acquisition and integration of GOJO (now operating as Clorox Purell), and any such forward-looking statements involve risks, assumptions and uncertainties. Except for historical information, statements about future volumes, sales, organic sales growth, foreign currencies, costs, cost savings, margins, earnings, earnings per share, including as a result of the Company's recent strategic transactions, diluted earnings per share, foreign currency exchange rates, tax rates, cash flows, plans, objectives, expectations, growth or profitability are forward-looking statements based on management's estimates, beliefs, assumptions and projections. Words such as "could," "may," "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," "will," "predicts," and variations on such words, and similar expressions that reflect the Company's current views with respect to future events and operational, economic and financial performance are intended to identify such forward-looking statements. These forward-looking statements are only predictions, subject to risks and uncertainties, and actual results could differ materially from those discussed. Important factors that could affect performance and cause results to differ materially from management's expectations, are described in the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this Report, as updated from time to time in the Company's Securities and Exchange Commission (SEC) filings. These factors include, but are not limited to:

- the risks arising from the integration of the Clorox Purell business, including the ability to successfully integrate Clorox Purell's operations, systems, controls, culture, customers, suppliers and personnel, and to realize the anticipated benefits and synergies of the acquisition, including cost savings and growth opportunities, when expected or at all; the risks of adapting to Clorox Purell's business-to-business (B2B) operating model, including differences in distribution channels, go-to-market strategies, margin profiles and customer requirements, increased exposure to customer concentration and consolidation among distributors, group purchasing organizations, health systems and other institutional customers in B2B channels, and potential channel conflict with the Company's consumer business; the risk of increased regulatory exposure resulting from Clorox Purell's portfolio of products subject to U.S. Food and Drug Administration oversight, including products regulated as cosmetics and over-the-counter drugs; the risk of unexpected costs, expenses or litigation resulting from the acquisition; the risk of impairment charges related to intangible assets acquired in connection with the GOJO acquisition; the risks related to disruption of the Company's ongoing business operations and diversion of management time and resources; the risk that the acquisition may have an adverse effect on the Company's ability to retain key personnel, customers and suppliers;
- unfavorable general economic and geopolitical conditions beyond the Company's control, including inflation, supply chain disruptions, labor shortages, wage pressures, fuel and energy costs, interest rate fluctuations, foreign currency exchange rate fluctuations, weather events or natural disasters, disease outbreaks or pandemics, terrorism, and unstable geopolitical conditions, including active armed conflicts and military hostilities in the Middle East, such as the ongoing conflict involving Iran, and rising tensions in various parts of the world, as well as macroeconomic and geopolitical volatility and uncertainty resulting from a number of these and other factors, such as actual and potential shifts in U.S. and foreign trade policies and agreements, escalating trade tensions between the U.S. and its trading partners, especially China, the potential expansion of sanctions regimes, and disruptions to global markets or transportation routes, particularly due to the imposition of U.S. and retaliatory tariffs;
- the impact of market and category declines, and the Company's product and geographic mix on its ability to meet sales growth targets;
- risks relating to acquisitions, joint ventures, new venture investments and divestitures, and associated costs, including asset impairment charges related to, among others, intangible assets, trademarks and goodwill, integration costs and potential contingent liabilities related to those transactions;
- the Company's ability to successfully execute or realize the anticipated benefits of its strategic or transformational initiatives, including its completed ERP implementation and post-implementation stabilization as well as the shift towards a simplified operating structure;
- the impact of the changing retail environment, including the growth of alternative retail channels and business models, the increasing use of artificial intelligence by discovery and retailer platforms, and changing consumer preferences;
- intense competition in the Company's markets;
- volatility and increases in the costs of raw materials, energy, transportation, labor and other necessary supplies or services;

- risks related to supply chain issues, product shortages and disruptions to the business, as a result of increased supply chain dependencies due to an expanded supplier network and a reliance on certain single-source suppliers;
- risks related to the Company's use of and reliance on information technology systems, including potential and actual security breaches, cyberattacks, privacy breaches or data breaches, including as a result of the increasing use of artificial intelligence by threat actors, that result in the unauthorized disclosure of consumer, customer, employee or Company information, business, service or operational disruptions, or that impact the Company's financial results or financial reporting, or any resulting unfavorable outcomes, increased costs or legal proceedings;
- the ability of the Company to innovate, including to deliver product superiority across performance, value, packaging and brand experience, and to develop and introduce commercially successful products, or expand into adjacent categories and countries;
- the ability of the Company to successfully manage global political, legal, tax and regulatory risks, including due to regulatory uncertainty and lack of regulatory convergence among different jurisdictions;
- lower revenue, increased costs, other financial statement impacts or reputational harm resulting from government actions, compliance with regulations, or any material costs imposed by changes in regulation;
- the Company's ability to maintain its business reputation and the reputation of its brands and products;
- dependence on key customers and risks related to customer consolidation and ordering patterns;
- the Company's ability to attract and retain key personnel, which may continue to be impacted by challenges in the labor market, such as increasing labor costs and sustained labor shortages, as well as the Company's ability to manage leadership transitions, including the previously announced CEO succession, and retain and integrate key employees of acquired businesses;
- changes to the Company's processes and procedures as a result of its digital capabilities and productivity enhancements, its increasing use of emerging technologies such as artificial intelligence, and the integration of acquired businesses (including Clorox Purell) that may result in changes to the Company's internal controls over financial reporting;
- risks related to the Company's continued operation of the Glad business;
- risks related to international operations and international trade, including changing macroeconomic conditions as a result of inflation, volatile commodity prices and increases in raw and packaging materials prices, labor, energy and logistics; global economic or political instability; foreign currency fluctuations, such as devaluations, and foreign currency exchange rate controls; changes in governmental policies, including trade policy and tariffs, travel or immigration restrictions, new or additional tariffs, and price or other controls; labor claims and civil unrest; potential operational or supply chain disruptions from wars and military conflicts, including active armed conflicts and military hostilities in the Middle East, such as the ongoing conflict involving Iran, and/or Ukraine and rising tensions in various parts of the world, such as between China and Taiwan; potential negative impact and liabilities from the use, storage and transportation of chlorine in certain international markets where chlorine is used in the production of bleach; widespread health emergencies; and the possibility of nationalization, expropriation of assets or other government action or inaction, including the impacts of any prolonged U.S. government shutdown;
- the impact of climate change and other sustainability issues on sales, operating costs, reputation or stakeholder relationships;
- the impact of product liability claims, labor claims and other legal, governmental or tax proceedings, including in foreign jurisdictions and in connection with any product recalls;
- the accuracy of the Company's estimates and assumptions on which its financial projections, including any sales or earnings guidance or outlook it may provide from time to time, are based;
- risks related to the Company's reliance on third-party service providers, including inability to meet cost savings or efficiencies, business or systems disruptions, and other liabilities, including legal or regulatory risk;
- environmental matters, including costs associated with the remediation and monitoring of past contamination, and possible increases in costs resulting from actions by relevant regulators, and the handling and/or transportation of hazardous substances;

- the Company’s ability to effectively utilize, assert and defend its intellectual property rights, and any infringement or claimed infringement by the Company of third-party intellectual property rights;
- the effect of the Company’s indebtedness and credit ratings, including increased indebtedness resulting from the GOJO acquisition and Glad joint venture buyout and the recent downgrade of the Company's long-term credit rating by S&P Global Ratings, on its business operations and financial results and the Company’s ability to access capital markets and other funding sources, as well as the cost of capital to the Company;
- the Company’s ability to pay and declare dividends or repurchase its stock in the future; and
- the impacts of potential stockholder activism.

The Company’s forward-looking statements in this Report are based on management’s current views, beliefs, assumptions and expectations regarding future events and speak only as of the date of this Report. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws.

In this Report, unless the context requires otherwise, the terms “the Company,” “Clorox,” “we,” “us,” and “our” refer to The Clorox Company and its subsidiaries.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of its Chief Executive Officer and Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external reporting in accordance with accounting principles generally accepted in the United States of America.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

In April 2026, the Company completed its acquisition of GOJO. The Company is in the process of integrating GOJO into its operations and internal control processes. Management has excluded GOJO from its assessment of internal control over financial reporting as of June 30, 2026 in accordance with SEC guidance permitting management to exclude recently acquired businesses from management's report on internal control over financial reporting, not to exceed one year from the date of acquisition. GOJO, which is included in the consolidated financial statements, constituted approximately $2,370 of Total assets as of June 30, 2026 and $211 and $6 of Net sales and Net earnings attributable to Clorox, respectively, for the year ended June 30, 2026.

Management evaluated the effectiveness of the Company's internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* published in 2013. Management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2026, and concluded that it is effective.

The Company's independent registered public accounting firm, Ernst & Young LLP, has audited the effectiveness of the Company's internal control over financial reporting as of June 30, 2026, as stated in their report, which is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Clorox Company

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of The Clorox Company (the Company) as of June 30, 2026 and 2025, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended June 30, 2026, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at June 30, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2026, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2026, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated August 7, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Business Combination – Valuation of intangible assets

Description of the Matter

As described in Note 2 to the consolidated financial statements, the Company completed the acquisition of GOJO Industries, Inc. during fiscal year 2026 for total net consideration of $2,147 million. In connection with this acquisition, management recognized customer relationships and indefinite-lived trademark intangible assets of $1,012 million. The valuation of the customer relationships and indefinite-lived trademark intangible assets is complex and judgmental due to the use of subjective assumptions in the valuation models used by management when determining their estimated fair value. In particular, the fair value estimates for the acquired assets are sensitive to changes in assumptions for revenue growth and discount rates.

Auditing management's valuation of customer relationship and indefinite-lived trademark intangibles is complex due to the auditor judgment required to evaluate management's assumptions used in determining the fair value of these assets.

How We Addressed the Matter in Our Audit

We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the determination of the fair value of customer relationship and indefinite-lived trademark intangible assets. This included controls over management's development of the assumptions described above.

To test the estimated fair value of the customer relationship and indefinite-lived trademark intangible assets, we performed audit procedures that included, among others, evaluating the significant assumptions used by the Company to develop the forecasted revenue growth rates and discount rate, including validating the completeness and accuracy of the underlying data supporting the assumptions and estimates. We performed sensitivity analyses to evaluate the changes in the fair value of the assets that would result from changes in the assumptions and compared the more sensitive significant assumptions used by management to current industry and competitor data, and to the historical results of the acquired business. In addition, we involved a valuation specialist to assist in our evaluation of the methodology used by the Company and the significant assumptions, including discount rate, underlying the fair value estimates.

/s/Ernst & Young LLP

We have served as the Company's auditor since 2003.

San Francisco, California

August 7, 2026

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of The Clorox Company

Opinion on Internal Control Over Financial Reporting

We have audited The Clorox Company's internal control over financial reporting as of June 30, 2026, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, The Clorox Company (the Company) maintained, in all material respects, effective internal control over financial reporting as of June 30, 2026, based on the COSO criteria.

As indicated in the accompanying management's report on internal control over financial reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of GOJO Industries, Inc., which is included in the 2026 consolidated financial statements of the Company and constituted 30% of total assets as of June 30, 2026 and 3% and 1% of net sales and net earnings attributable to Clorox, respectively, for the year then ended. Our audit of internal control over financial reporting of the Company also did not include an evaluation of the internal control over financial reporting of GOJO Industries, Inc.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of June 30, 2026 and 2025, the related consolidated statements of earnings, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended June 30, 2026, and the related notes and our report dated August 7, 2026 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/Ernst & Young LLP

San Francisco, California

August 7, 2026

CONSOLIDATED STATEMENTS OF EARNINGS
The Clorox Company

Years ended June 30

Dollars in millions, except per share data	2026	2025	2024
Net sales	$ 6,720	$ 7,104	$ 7,093
Cost of products sold	3,876	3,891	4,045
Gross profit	2,844	3,213	3,048
Selling and administrative expenses	1,066	1,124	1,167
Advertising costs	749	770	832
Research and development costs	116	121	126
Loss on divestiture	—	118	240
Pension settlement charge	—	—	171
Interest expense	130	88	90
Other (income) expense, net	(8)	(86)	24
Earnings before income taxes	791	1,078	398
Income taxes	190	254	106
Net earnings	601	824	292
Less: Net earnings attributable to noncontrolling interests	14	14	12
Net earnings attributable to Clorox	$ 587	$ 810	$ 280
Net earnings per share attributable to Clorox			
Basic net earnings per share	$ 4.82	$ 6.56	$ 2.26
Diluted net earnings per share	$ 4.81	$ 6.52	$ 2.25
Weighted average shares outstanding (in thousands)			
Basic	121,775	123,525	124,174
Diluted	122,132	124,287	124,804

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

The Clorox Company

Years ended June 30

Dollars in millions	**2026**	**2025**	**2024**
Net earnings	$ 601	$ 824	$ 292
Other comprehensive (loss) income:			
Foreign currency adjustments, net of tax	3	6	206
Net unrealized gains (losses) on derivatives, net of tax	(3)	(8)	(14)
Pension and postretirement benefit adjustments, net of tax	—	—	146
Total other comprehensive (loss) income, net of tax	—	(2)	338
Comprehensive income	601	822	630
Less: Total comprehensive income attributable to noncontrolling interests	14	14	12
Total comprehensive income attributable to Clorox	$ 587	$ 808	$ 618

See Notes to Consolidated Financial Statements

CONSOLIDATED BALANCE SHEETS

The Clorox Company

As of June 30

Dollars in millions, except per share data	2026	2025
ASSETS		
Current assets		
Cash and cash equivalents	$ 143	$ 167
Receivables, net	791	821
Inventories, net	777	523
Prepaid expenses and other current assets	113	97
Total current assets	1,824	1,608
Property, plant and equipment, net	1,512	1,267
Operating lease right-of-use assets	401	333
Goodwill	1,945	1,229
Trademarks, net	989	502
Other intangible assets, net	606	64
Other assets	517	558
Total assets	$ 7,794	$ 5,561
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Notes and loans payable	$ 1,086	$ 4
Current maturities of long-term debt	1	—
Current operating lease liabilities	86	87
Accounts payable and accrued liabilities	1,600	1,828
Total current liabilities	2,773	1,919
Long-term debt	3,981	2,484
Long-term operating lease liabilities	366	305
Other liabilities	405	351
Deferred income taxes	17	20
Total liabilities	7,542	5,079
Commitments and contingencies		
Stockholders' equity		
Preferred stock: $1.00 par value; 5,000,000 shares authorized; none issued or outstanding	—	—
Common stock: $1.00 par value; 750,000,000 shares authorized; 130,741,461 shares issued as of June 30, 2026 and 2025; and 120,926,454 and 122,694,263 shares outstanding as of June 30, 2026 and 2025, respectively	131	131
Additional paid-in capital	1,312	1,319
Retained earnings	386	432
Treasury stock, at cost: 9,815,007 and 8,047,198 shares as of June 30, 2026 and 2025, respectively	(1,582)	(1,404)
Accumulated other comprehensive net (loss) income	(157)	(157)
Total Clorox stockholders' equity	90	321
Noncontrolling interests	162	161
Total stockholders' equity	252	482
Total liabilities and stockholders' equity	$ 7,794	$ 5,561

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

The Clorox Company

(Dollars in millions except per share data; shares in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Net (Loss) Income	Noncontrolling interests	Total Stockholders' Equity
	Amount	Shares			Amount	Shares			
Balance as of June 30, 2023	$ 131	130,741	$ 1,245	$ 583	$ (1,246)	(6,921)	$ (493)	$ 168	$ 388
Net earnings	—	—	—	280	—	—	—	12	292
Other comprehensive income (loss)	—	—	—	—	—	—	338	—	338
Dividends ($4.80 per share declared)	—	—	—	(600)	—	—	—	—	(600)
Dividends to non-controlling interests	—	—	—	—	—	—	—	(16)	(16)
Stock-based compensation	—	—	74	—	—	—	—	—	74
Other employee stock plan activities	—	—	(31)	(13)	60	381	—	—	16
Balance as of June 30, 2024	131	130,741	1,288	250	(1,186)	(6,540)	(155)	164	492
Net earnings	—	—	—	810	—	—	—	14	824
Other comprehensive (loss) income	—	—	—	—	—	—	(2)	—	(2)
Dividends ($4.88 per share declared)	—	—	—	(609)	—	—	—	—	(609)
Dividends to noncontrolling interests	—	—	—	—	—	—	—	(17)	(17)
Stock-based compensation	—	—	81	—	—	—	—	—	81
Other employee stock plan activities	—	—	(50)	(19)	114	753	—	—	45
Treasury stock purchased	—	—	—	—	(332)	(2,260)	—	—	(332)
Balance as of June 30, 2025	131	130,741	1,319	432	(1,404)	(8,047)	(157)	161	482
Net earnings	—	—	—	587	—	—	—	14	601
Other comprehensive (loss) income	—	—	—	—	—	—	—	—	—
Dividends ($4.96 per share declared)	—	—	—	(608)	—	—	—	—	(608)
Dividends to noncontrolling interests	—	—	—	—	—	—	—	(16)	(16)
Business combinations including purchase accounting adjustments	—	—	—	—	—	—	—	3	3
Stock-based compensation	—	—	48	—	—	—	—	—	48
Other employee stock plan activities	—	—	(55)	(25)	80	389	—	—	—
Treasury stock purchased	—	—	—	—	(258)	(2,157)	—	—	(258)
Balance as of June 30, 2026	$ 131	130,741	$ 1,312	$ 386	$ (1,582)	(9,815)	$ (157)	$ 162	$ 252

See Notes to Consolidated Financial Statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

The Clorox Company

Years ended June 30 Dollars in millions	2026	2025	2024
Operating activities:			
Net earnings	$ 601	$ 824	$ 292
Adjustments to reconcile net earnings to net cash provided by operations:			
Depreciation and amortization	247	219	235
Stock-based compensation	48	81	74
Deferred income taxes	81	(18)	(100)
Venture agreement payment	(476)	—	—
Loss on divestiture	—	112	238
Pension settlement charge	—	—	171
Other	(7)	(26)	26
Changes in:			
Receivables, net	151	(145)	(34)
Inventories, net	(71)	63	55
Prepaid expenses and other current assets	2	(9)	25
Accounts payable and accrued liabilities	38	(124)	(140)
Operating lease right-of-use assets and liabilities, net	(4)	2	—
Income taxes payable/prepaid	2	2	(147)
Net cash provided by operations	612	981	695
Investing activities:			
Capital expenditures	(207)	(220)	(212)
Business acquired, net of cash acquired	(2,104)	—	—
Proceeds from divestiture, net of cash divested	—	128	17
Other	10	(2)	20
Net cash used for investing activities	(2,301)	(94)	(175)
Financing activities:			
Notes and loans payable, net	1,078	—	(45)
Debt borrowings, net of issuance costs paid	2,737	—	—
Debt repayments	(1,250)	—	—
Treasury stock purchased	(256)	(332)	—
Cash dividends paid to Clorox stockholders	(602)	(602)	(595)
Cash dividends paid to noncontrolling interests	(16)	(16)	(16)
Issuance of common stock for employee stock plans and other	(23)	26	1
Net cash provided by (used for) financing activities	1,668	(924)	(655)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(2)	—	(26)
Net increase (decrease) in cash, cash equivalents and restricted cash	(23)	(37)	(161)
Cash, cash equivalents and restricted cash:			
Beginning of year	170	207	368
End of year	$ 147	$ 170	$ 207
Supplemental cash flow information:			
Interest paid	$ 122	$ 97	$ 102
Income taxes paid, net of refunds	104	264	347
Noncash financing activities:			
Cash dividends declared and accrued, but not paid	16	16	16

See Notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
The Clorox Company
(Dollars in millions, except per share data)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations and Basis of Presentation

The Company is principally engaged in the production, marketing and sale of consumer products through mass retailers, grocery outlets, warehouse clubs, dollar stores, home hardware centers, drug, pet and military stores, third-party and owned e-commerce channels, and distributors. The consolidated financial statements include the statements of the Company and its wholly owned and controlled subsidiaries. All significant intercompany transactions and accounts were eliminated in consolidation. Percentage and basis point calculations are based on rounded numbers, except for per share data and the effective tax rate.

Use of Estimates

The preparation of these consolidated financial statements in conformity with generally accepted accounting principles in the United States of America (U.S. GAAP) requires management to reach opinions as to estimates and assumptions that affect reported amounts and related disclosures. Specific areas requiring the application of management's estimates and judgments include, among others, assumptions pertaining to accruals for consumer and trade promotion programs, future cash flows associated with impairment testing of goodwill and other long-lived assets, uncertain tax positions, tax valuation allowances, valuation of assets acquired and liabilities assumed in connection with a business combination, the valuation of the Venture Agreement terminal obligation prior to its expiration, stock-based compensation, retirement income plans and legal, environmental and insurance matters. Actual results could materially differ from estimates and assumptions made.

Cash, Cash Equivalents and Restricted Cash

Cash equivalents consist of highly liquid interest-bearing accounts, time deposits held by financial institutions and money market funds with an initial maturity at purchase of 90 days or less. The fair value of cash and cash equivalents approximates the carrying amount.

The Company's cash position includes amounts held by foreign subsidiaries and, as a result, the repatriation of certain cash balances from some of the Company's foreign subsidiaries could result in additional withholding tax costs in certain foreign jurisdictions. However, these cash balances are generally available without legal restriction to fund local business operations. In addition, a portion of the Company's cash balance is held in U.S. dollars by foreign subsidiaries whose functional currency is their local currency. Such U.S. dollar balances are reported on the foreign subsidiaries' books in their functional currency, and the impact on such balances from foreign currency exchange rate differences is recorded in Other (income) expense, net.

As of June 30, 2026, 2025, 2024 and 2023, the Company had $4, $3, $5 and $1 of restricted cash, respectively, which was included in Prepaid expenses and other current assets and Other assets.

Inventories

The Company values its inventories using both the First-In, First-Out (FIFO) and the Last-In, First-Out (LIFO) methods. The FIFO inventory is stated at the lower of cost or net realizable value, which includes any costs to sell or dispose. In addition, appropriate consideration is given to obsolescence, excessive inventory levels, product deterioration and other factors in evaluating net realizable value. The LIFO inventory is stated at the lower of cost or market.

Property, Plant and Equipment and Finite-Lived Intangible Assets

Property, plant and equipment and finite-lived intangible assets are stated at cost. Depreciation and amortization expense are primarily calculated by the straight-line method using the estimated useful lives or lives determined by reference to the related lease contract in the case of leasehold improvements. The table below provides estimated useful lives of property, plant and equipment by asset classification.

	Estimated Useful Lives
Buildings and leasehold improvements	5 - 40 years
Land improvements	10 - 30 years
Machinery and equipment	3 - 15 years
Computer equipment	3 - 5 years
Capitalized software costs	3 - 7 years

Finite-lived intangible assets are amortized over their estimated useful lives, which range from 7 to 30 years.

Property, plant and equipment and finite-lived intangible assets are reviewed for impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be fully recoverable. The risk of impairment is initially assessed based on an estimate of the undiscounted cash flows at the lowest level for which identifiable cash flows exist. Impairment occurs when the carrying value of the asset (or asset group) exceeds the estimated future undiscounted cash flows generated by the asset (or asset group). When impairment is indicated, an impairment charge is recorded for the difference between the carrying value of the asset (or asset group) and its estimated fair market value. Depending on the asset, estimated fair market value may be determined either by use of a discounted cash flow model or by reference to estimated selling values of assets in similar condition.

Capitalization of Software Costs

The Company capitalizes certain qualifying costs incurred in the acquisition and development of software for internal use, including the costs of the software, materials, consultants, interest and payroll and payroll-related costs for employees during the application development stage. Internal and external costs incurred during the preliminary project stage and post implementation-operation stage, mainly training and maintenance costs, are expensed as incurred. Once the application is substantially complete and ready for its intended use, qualifying costs are amortized on a straight-line basis over the software's estimated useful life. Capitalized internal use software is included in Property, plant and equipment. Capitalized software as a service is included in Prepaid expenses and other current assets or Other assets and is amortized using the straight-line method over the term of the hosting arrangement which is typically no greater than 10 years.

Business Combinations

The Company records acquired businesses within the consolidated financial statements using the acquisition method prospectively from the acquisition date. Under the acquisition method, once control is obtained, assets acquired and liabilities assumed are recorded at their respective fair values on the acquisition date. The Company's estimates of fair value are inherently uncertain and subject to refinement. The excess of the total of the purchase consideration over the identifiable assets acquired and liabilities assumed is recorded as goodwill. Measurement period adjustments to the fair values of the identifiable assets acquired and liabilities assumed with the corresponding offset to goodwill, if applicable, are applied in the reporting period in which the adjustment amounts are determined based on new information obtained during the measurement period. Transaction expenses are recognized separately from the business combination and are expensed as incurred.

Impairment Review of Goodwill and Indefinite-Lived Intangible Assets

The Company tests its goodwill, trademarks with indefinite lives and other indefinite-lived intangible assets annually for impairment in the fiscal fourth quarter unless there are indications during a different interim period that these assets may have become impaired.

With respect to goodwill, the Company has the option to first assess qualitative factors, such as the maturity and stability of the reporting unit, the magnitude of the excess fair value over carrying value from a previous period's impairment testing, other reporting unit specific operating results, microeconomic and macroeconomic factors, as well as new events and circumstances impacting the operations at the reporting unit level. The Company operates through strategic business units (SBUs) that are organized into the reporting units used for goodwill impairment testing purposes. These reporting units are the level at which discrete financial information is available and reviewed by the manager of the respective operating segments. Where applicable, two or more components of an operating segment were aggregated and deemed a single reporting unit if the components had similar economic characteristics. The respective operating segment managers, who have responsibility for operating decisions,

allocating resources and assessing performance within their respective segments, do not review financial information for components that are below the reporting unit level. If the result of a qualitative assessment indicates that it is more likely than not that a reporting unit is impaired, a quantitative test is performed. In the quantitative test, the Company compares the estimated fair value of the reporting unit to its carrying value. If the estimated fair value of any reporting unit is less than its carrying value, an impairment charge is recorded for the difference between the carrying value and the fair value of the reporting unit.

To determine the fair value of a reporting unit as part of its quantitative test, the Company uses the discounted cash flow (DCF) method under the income approach, as it believes that this approach is the most reliable indicator of the fair value of its businesses and the fair value of its future earnings and cash flows. Under this approach, which requires significant judgments, the Company estimates the future cash flows of each reporting unit and discounts these cash flows at a rate of return that reflects their relative risk. The cash flows used in the DCF method are consistent with those the Company uses in its internal planning, which gives consideration to actual business trends experienced, and the broader business strategy for the long term. The other key estimates and factors used in the DCF method include, but are not limited to, net sales and expense growth rates, commodity prices, foreign exchange rates, inflation and a terminal growth rate. Changes in such estimates or the application of alternative assumptions could produce different results.

For trademarks and other intangible assets with indefinite lives, the Company has the option to first assess qualitative factors, such as the maturity and stability of the trademark or other intangible asset, the magnitude of the excess fair value over carrying value from a prior period's impairment testing, other specific operating results, as well as new events and circumstances impacting the significant inputs used to determine the fair value of the intangible asset. If the result of a qualitative assessment indicates that it is more likely than not that the asset is impaired, a quantitative test is performed. When a quantitative test is performed, the estimated fair value of an asset is compared to its carrying value. If the carrying value of such asset exceeds its estimated fair value, an impairment charge is recorded for the difference between the carrying value and the estimated fair value. The Company uses the DCF method to estimate the fair value of its trademarks and other intangible assets with indefinite lives. Trademark fair values are estimated under the relief from royalty income approach. This approach requires significant judgments in determining the royalty rates and the assets' estimated cash flows, including consideration of related net sales growth rates, as well as the appropriate discount and foreign exchange rates applied to those cash flows to determine fair value. Future changes in such estimates or the use of alternative assumptions could result in significantly different estimates of the fair values.

Leases

The Company determines whether an arrangement contains a lease at inception by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration and other facts and circumstances. Right-of-use (ROU) assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets are calculated based on the lease liability adjusted for any lease payments paid to the lessor at or before the commencement date and initial direct costs incurred by the Company and excludes any lease incentives received from the lessor. The Company reviews ROU assets for impairment consistent with the approach applied for its other long-lived assets. Lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The lease term may include an option to extend or terminate the lease when it is reasonably certain that the Company will exercise that option as of the commencement date of the lease and is reviewed in subsequent periods if a triggering event occurs. As the Company's leases typically do not contain a readily determinable implicit rate, the Company determines the present value of the lease liability using its incremental borrowing rate at the lease commencement date based on the lease term and the currency of the lease on a collateralized basis. Variable lease payments are the portion of lease payments that are not fixed over the lease term. Variable lease payments are expensed as incurred, and include certain non-lease components, such as maintenance and other services provided by the lessor, and other charges included in the lease, as applicable. The Company elected to combine lease and non-lease components as a single lease component and to exclude short-term leases, defined as leases with an initial term of 12 months or less, from its consolidated balance sheet.

Restructuring Liabilities

The Company incurs restructuring costs in connection with workforce reductions; consolidation or closure of a facility; sale or termination of a line of business; and other actions. Such costs include employee termination benefits (one-time arrangements and benefits attributable to prior service), termination of contractual obligations, noncash asset charges and other direct incremental costs.

The Company records employee termination liabilities once they are both probable and estimable for severance provided under the Company's existing severance policy. Employee termination liabilities outside of the Company's existing severance policy are recognized at the time relevant employees are notified, unless the employees will be retained to render service beyond a

minimum retention period for transition purposes, in which case the liability is recognized ratably over the future service period. Other costs associated with a restructuring plan or exit or disposal activities, such as consulting and professional fees, facility exit costs, employee relocation, outplacement costs, accelerated depreciation or asset impairments associated with a restructuring plan, are recognized in the period in which the liability is incurred or the asset is impaired.

Stock-based Compensation

The Company grants various nonqualified stock-based compensation awards to eligible employees, including stock options, restricted stock awards and performance shares.

For stock options, the Company estimates the fair value of each award on the date of grant using the Black-Scholes valuation model, which requires management to make estimates regarding expected option life, stock price volatility and other assumptions. Groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The Company estimates stock option forfeitures based on historical data for each employee grouping. The total number of stock options expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

For restricted stock awards, the fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. Restricted stock awardees also receive dividend equivalent shares earned during the vesting period, upon vesting. Forfeitures are estimated based on historical data. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Changes to the actual and estimated forfeitures will result in a cumulative adjustment in the period of change. Compensation expense is recorded by amortizing the grant date fair values on a straight-line basis over the requisite service period, adjusted for estimated forfeitures.

The Company’s performance shares provide for the issuance of common stock to certain managerial staff and executive management if the Company achieves specified performance targets. The number of shares issued is dependent upon the achievement of specified performance targets. The performance period is three years and the payout determination is made at the end of the three-year performance period. Performance share awardees also receive dividend equivalent shares earned during the vesting period, upon vesting. The fair value of each grant issued is estimated on the date of grant based on the current market price of the stock. The total amount of compensation expense recognized reflects estimated forfeiture rates and management’s assessment of the probability that performance goals will be achieved. A cumulative adjustment is recognized to compensation expense in the current period to reflect any changes in the probability of achievement of performance goals.

Cash flows resulting from tax deductions in excess of the cumulative compensation cost recognized for stock-based payment arrangements (excess tax benefits) are classified as operating cash inflows.

Employee Benefits

The Company accounts for its retirement income and retirement health care plans using actuarial methods. These methods use an attribution approach that generally spreads “plan events” over the service lives or expected lifetime (for frozen plans) of plan participants. Examples of plan events are plan amendments and changes in actuarial assumptions such as the expected return on plan assets, discount rate, rate of compensation increase and certain employee-related factors, such as retirement age and mortality. The principle underlying the attribution approach is that employees render service over their employment period on a relatively “smooth” basis and, therefore, the statements of earnings effects of retirement income and retirement health care plans are recognized in the same pattern. One of the principal assumptions used in the net periodic benefit cost calculation is the expected return on plan assets. The expected return on plan assets may result in recognized expense or income that differs from the actual returns of those plan assets in any given year. Over time, however, the goal is for the expected long-term returns to approximate the actual returns and, therefore, the expectation is that the pattern of income and expense recognition should closely match the pattern of the services provided by the participants. The Company uses a market-related value method for calculating plan assets for purposes of determining the amortization of actuarial gains and losses. The differences between actual and expected returns are recognized in the net periodic benefit cost calculation over the average remaining service period or expected lifetime (for frozen plans) of the plan participants using the corridor approach. Under this approach, only actuarial gains (losses) that exceed 5% of the greater of the projected benefit obligation or the market-related value of assets are amortized to the Company’s net periodic benefit cost. In developing its expected return on plan assets, the Company considers the long-term actual returns relative to the mix of investments that comprise its plan assets and also develops estimates of future investment returns by considering external sources.

The Company recognizes an actuarial-based obligation at the onset of disability for certain benefits provided to individuals after employment, but before retirement, that includes medical, dental, vision, life and other benefits.

Environmental Costs

The Company is involved in certain environmental remediation and ongoing compliance activities. Accruals for environmental matters are recorded on a site-by-site basis when it is probable that a liability has been incurred and based upon a reasonable estimate of the liability. The Company's accruals reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of the relevant costs. These accruals are adjusted periodically as assessment and remediation efforts progress or as additional technical or legal information becomes available. Actual costs to be incurred at identified sites in future periods may vary from the estimates, given the inherent uncertainties in evaluating environmental conditions. The accrual for environmental matters is included in Accounts payable and accrued liabilities and Other liabilities in the Company's consolidated balance sheets on an undiscounted basis due to uncertainty regarding the timing of future payments.

Revenue Recognition

The Company's revenue is primarily generated from the sale of finished products to customers. Revenue is recognized at the point in time when performance obligations under the terms of customer contracts are satisfied, which is when ownership, risks and rewards transfer, and can be on the date of shipment or the date of receipt by the customer, depending upon the particular customer arrangement. Shipping and handling activities are accounted for as contract fulfillment costs and included within Cost of products sold. After the completion of the performance obligation, there is an unconditional right to consideration as outlined in the contract. A right is considered unconditional if nothing other than the passage of time is required before payment of that consideration is due. The Company typically collects its customer receivables within two months. All performance obligations under the terms of contracts with customers have an original duration of one year or less.

The Company has trade promotion programs, which primarily include shelf price reductions, in-store merchandising and consumer coupons. The costs of such activities, defined as variable consideration under Accounting Standards Codification 606, "Revenue from Contracts with Customers," are netted against sales and recorded when the related sales take place. Accruals for trade promotion programs are established based on the Company's best estimate of the amounts necessary to settle existing and future obligations for products sold as of the balance sheet date. Amounts accrued for trade promotions are based on various factors such as contractual terms and sales volumes, and also incorporate estimates that include customer participation rates, the rate at which customers will achieve program performance criteria, product availability and historical consumer redemption rates.

The Company provides an allowance for doubtful accounts based on its historical experience and ongoing assessment of its customers' credit risk and aging. Customer receivables are presented net of an allowance for doubtful accounts of $10 and $6 as of June 30, 2026 and 2025, respectively. Receivables, net, include non-customer receivables of $22 and $16 as of June 30, 2026 and 2025, respectively, and related allowance of $0 as of both June 30, 2026 and 2025.

Cost of Products Sold

Cost of products sold represents the costs directly related to the manufacture and distribution of the Company's products and primarily includes raw materials, packaging, contract manufacturing fees, shipping and handling, customs and duties, warehousing, package design, depreciation, amortization, direct and indirect labor and operating costs for the Company's manufacturing and distribution facilities, including salary, benefit costs and incentive compensation, and royalties and other charges related to the Company's Glad Venture Agreement (see Note 9).

Costs associated with developing and designing new packaging, including design, artwork, films and labeling, are expensed as incurred and included within Cost of products sold.

Selling and Administrative Expenses

Selling and administrative expenses represent costs incurred by the Company in generating revenues and managing the business and include market research, commissions and certain administrative expenses. Administrative expenses include salary, benefits, incentive compensation, professional fees and services and other operating costs (such as software and licensing costs) associated with the Company's non-manufacturing, non-research and development operations.

Advertising and Research and Development Costs

The Company expenses advertising and research and development costs in the period incurred.

Income Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the anticipated future tax consequences attributable to differences between financial statement amounts and their respective

tax basis. Management reviews the Company's deferred tax assets to determine whether their value can be realized based upon available evidence. A valuation allowance is established when management believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Changes in valuation allowances from period to period are included in the Company's income tax provision in the period of change. In addition to valuation allowances, the Company provides for uncertain tax positions when such tax positions do not meet certain recognition thresholds or measurement standards. Amounts for uncertain tax positions are adjusted in quarters when new information becomes available or when positions are effectively settled.

Foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion and determined that none of the undistributed earnings of its foreign subsidiaries are indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable.

The Company accounts for the tax on global intangible low-taxed income (GILTI) as a period cost.

Foreign Currency Transactions and Translation

Local currencies are the functional currencies for substantially all of the Company's foreign operations. When the transactional currency is different than the functional currency, transaction gains and losses are included as a component of Other (income) expense, net. In addition, certain assets and liabilities denominated in currencies other than a foreign subsidiary's functional currency are reported on the subsidiary's books in its functional currency, with the impact from exchange rate differences recorded in Other (income) expense, net. Assets and liabilities of foreign operations are translated into U.S. dollars using the exchange rates in effect at the balance sheet date, while income and expenses are translated at the respective average monthly exchange rates during the year.

Gains and losses on foreign currency translations are reported as a component of Other comprehensive (loss) income. The income tax effect of currency translation adjustments is recorded as a component of deferred taxes with an offset to Other comprehensive (loss) income where appropriate.

Effective July 1, 2018, under the requirements of U.S. GAAP, Argentina was designated as a highly inflationary economy, since it experienced cumulative inflation of approximately 100 percent or more over a three-year period. As a result, beginning July 1, 2018, the U.S. dollar replaced the Argentine peso as the functional currency of the Company's subsidiaries in Argentina (collectively, "Clorox Argentina"). Consequently, gains and losses from non-U.S. dollar denominated monetary assets and liabilities for Clorox Argentina prior to divestment in fiscal year 2024 were recognized in Other (income) expense, net in the consolidated statements of earnings.

Derivative Instruments

The Company's use of derivative instruments, principally exchange-traded futures and options contracts, and over-the counter swaps and forward contracts, is limited to non-trading purposes and is designed to partially manage exposure to changes in commodity prices, foreign currencies and interest rates. The Company's contracts are hedges for transactions with notional amounts and periods consistent with the related exposures and do not constitute investments independent of these exposures.

The changes in the fair value (i.e., gains or losses) of a derivative instrument are recorded as either assets or liabilities in the consolidated balance sheets with an offset to Net earnings or Other comprehensive (loss) income depending on whether, for accounting purposes, it has been designated and qualifies as an accounting hedge and, if so, on the type of hedging relationship. The criteria used to determine if hedge accounting treatment is appropriate are: (a) formal designation and documentation of the hedging relationship, the risk management objective and hedging strategy at hedge inception; (b) eligibility of hedged items, transactions and corresponding hedging instrument; and (c) effectiveness of the hedging relationship both at inception of the hedge and on an ongoing basis in achieving the hedging objectives. For those derivative instruments designated and qualifying as hedging instruments, the Company must designate the hedging instrument either as a fair value hedge or as a cash flow hedge. The Company designates its commodity futures, options and swaps contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory and interest rate contracts for forecasted interest payments as cash flow hedges. During the fiscal years ended June 30, 2026, 2025 and 2024, the Company had no hedging instruments designated as fair value hedges.

For derivative instruments designated and qualifying as cash flow hedges, gains or losses are reported as a component of Other comprehensive (loss) income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. From time to time, the Company may have contracts not designated as hedges for accounting purposes, for which it recognizes changes in the fair value in the consolidated statements of earnings in the current period. Cash flows from hedging activities are classified as operating activities in the consolidated statements of cash flows.

Recently Issued Accounting Standards

Recently Issued Accounting Standards Not Yet Adopted

In September 2025, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2025-06, "Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Targeted Improvements to the Accounting for Internal-Use Software (ASU 2025-06)", which modernizes the accounting for internal-use software to current development practices, clarifies when to begin capitalizing costs and enhances disclosure requirements. The ASU is effective for annual reporting periods beginning after December 15, 2027, and for interim periods within those annual reporting periods, with early adoption permitted as of the beginning of an annual reporting period. The Company is currently evaluating the impact that the adoption of this guidance will have on its consolidated financial statements.

In November 2024, the FASB issued ASU No. 2024-03, "Income Statement Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses." These amendments primarily require enhanced quantitative and qualitative disclosures in the notes to the financial statements for specific expense categories underlying the expenses presented on the income statement. These amendments are to be applied prospectively to financial statements issued after the effective date or retrospectively to any or all periods presented in the financial statements. Early adoption is permitted. The standard will be effective for annual periods beginning after December 15, 2026, and subsequent interim periods. The Company is currently evaluating the impact that the adoption of this guidance will have on the Company's disclosures.

Recently Adopted Accounting Standards

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures." These amendments primarily require enhanced disclosures and disaggregation of income tax information by jurisdiction in the annual income tax reconciliation and quantitative and qualitative disclosures regarding income taxes paid. These amendments are to be applied prospectively, with the option to apply the standard retrospectively, for annual periods beginning after December 15, 2024. The Company adopted the standard prospectively in the fourth quarter of fiscal year 2026.

In November 2023, the FASB issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures." These amendments primarily require enhanced disclosures about significant segment expenses regularly provided to the chief operating decision maker and included within each reported measure of segment profit or loss. The ASU also requires all annual disclosures currently required by Topic 280 to be included in interim periods. These amendments are to be applied retrospectively for all periods presented in the financial statements and are effective for the annual period beginning July 1, 2024 and interim periods beginning July 1, 2025. The Company adopted the standard in the fourth quarter of fiscal year 2025 and has applied the provisions to each period presented in the consolidated financial statements.

NOTE 2. BUSINESS ACQUIRED

On April 1, 2026, the Company completed the acquisition of GOJO Industries, Inc. (GOJO), makers of Purell and a leader of skin health and hygiene solutions. The Company acquired all of the issued and outstanding membership interests of GOJO, which is based in northeast Ohio. The acquisition reflects the Company's strategy to expand its position in health and hygiene and accelerate profitable growth. The acquired business now operates as Clorox Purell and is included within the Professional Products operating segment.

The acquisition was completed for cash consideration of approximately $2,147, which includes post-closing working capital and other adjustments, and was funded through commercial paper borrowings and new debt. See Note 11 for additional details.

The GOJO acquisition was accounted for as a business combination under the acquisition method of accounting. The purchase consideration was allocated to the tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values at the acquisition date, with the excess allocated to goodwill. This allocation was performed based on information available at the acquisition date and is subject to change during the measurement period not to exceed one year. Clorox Purell's operating results and all of the goodwill derived from the acquisition are included within the Health and Wellness reportable segment. The goodwill derived from this acquisition is expected to be deductible for tax purposes. The goodwill represents expected synergies from complementary expertise and business-to-business capabilities as well as both near-term and long-term strategic value to the Company.

The purchase consideration recorded as of June 30, 2026 includes an estimate of the contractual net working capital adjustment. The net working capital adjustment has not yet been finalized and, therefore, consideration transferred, goodwill, and working capital amounts remain provisional. The Company expects to finalize these amounts during the measurement period.

NOTE 2. BUSINESS ACQUIRED (Continued)

The following table summarizes the preliminary fair values of the assets acquired and liabilities assumed as of the acquisition date.

		Initial Allocation
Assets acquired:		
Cash and cash equivalents	$	44
Receivables, net		113
Inventories, net		183
Prepaid expenses and other current assets		13
Property, plant and equipment, net		259
Operating lease right-of-use-assets		6
Goodwill		717
Trademarks, net		487
Other intangible assets, net		569
Other assets (non-current)		43
Total assets acquired	$	2,434
Liabilities assumed:		
Accounts payable and accrued liabilities	$	227
Current operating lease liabilities		3
Income taxes payable		2
Current maturities of long-term debt		2
Long-term debt		6
Long-term operating lease liabilities		2
Other liabilities (non-current)		42
Total liabilities assumed	$	284
Less: Noncontrolling interests		(3)
Purchase consideration	$	2,147

Trademarks acquired include $465 assigned an indefinite useful life and $22 assigned a useful life of 15 years. Acquired intangible assets included in Other intangible assets, net are made up of customer relationships valued at $547 and assigned a useful life of 20 years and developed technology valued at $22 and assigned a useful life of 7 years.

For fiscal year 2026, the Company recognized $211 of Net sales and $6 of Net earnings attributable to Clorox from GOJO from the acquisition date through June 30, 2026.

Pro Forma Financial Information

The following supplemental unaudited pro forma information gives effect to the GOJO acquisition as though it had occurred on July 1, 2024. The pro forma information reflects certain adjustments to net earnings to conform to this hypothetical acquisition date. Adjustments, which are directly attributable to the acquisition and factually supportable, include, but are not limited to:

- Excluded charges of $29 recognized in cost of products sold from fiscal year 2026, and added $39 of such charges to fiscal year 2025, representing expense recognition of inventory fair value adjustments in excess of the historical cost basis;
- Added interest expense of $81 and $113 to fiscal years 2026 and 2025, respectively, related to debt incurred to fund the acquisition assuming no deleveraging;
- Excluded transaction costs of $29 primarily recognized in selling and administrative expenses from fiscal year 2026 and added $22 of such costs to fiscal year 2025 to reflect the hypothetical timing of the pro forma acquisition date;
- Applied an effective tax rate of approximately 24% to the net impact of all adjustments in both fiscal years 2026 and 2025.

Pro Forma (*unaudited*)	2026	2025
Net sales	$ 7,331	$ 7,882
Net earnings attributable to Clorox	625	715

The supplemental unaudited pro forma information is provided for informational purposes only and is not necessarily indicative of the results that would have been achieved had the acquisition occurred on the date indicated, nor is it necessarily indicative of future results. The pro forma information does not reflect any operating efficiencies, cost savings, or other synergies that may result from the acquisition.

NOTE 3. DIVESTITURES

Divestiture of Better Health Vitamins, Minerals and Supplements (VMS) Business

On September 10, 2024, the Company completed the divestiture of its Better Health VMS business in its entirety to an affiliate of Piping Rock Health Products, LLC. The divested business includes the Natural Vitality, NeoCell, Rainbow Light and RenewLife brands, relevant trademarks and licenses, and associated manufacturing and distribution facilities in Sunrise, Florida. The transaction reflects the Company's commitment to continue evolving its portfolio to reduce volatility and accelerate sales growth, as well as structurally improve its margin, in service of driving more consistent and profitable growth over time. The transaction was executed pursuant to a purchase agreement. As a result of the transaction, the Company recorded an after tax loss of $118 during fiscal year 2025.

The major classes of assets and liabilities of the Better Health VMS business divested as of September 10, 2024 were as follows:

	Divestiture
Working capital	$ 41
Property, plant and equipment, net	59
Trademarks, net	37
Other intangible assets, net	58
Other assets [(1)]	45
Other liabilities	(1)
Net assets divested	$ 239

(1) Includes net deferred tax assets of $45.

The following table presents net sales of the Better Health VMS business, which includes the financial results up to September 10, 2024, the date of sale, for fiscal years ended June 30:

	2025	2024
Net sales	$ 38	$ 221

Divestiture of Argentina Business

On March 20, 2024, the Company completed the sale of its Argentina business, which consisted of two production plants in Argentina as well as the rights to the Company's brands in Argentina, Uruguay and Paraguay, to Apex Capital and an investment group. The transaction is in support of the Company's IGNITE strategy and the commitment to evolve the Company's portfolio to increase focus on its core business to drive more consistent, profitable growth.

The transaction was executed pursuant to a stock purchase agreement, which covered all the outstanding stock of the Clorox Argentina S.A. and Clorox Uruguay S.A. As a result of the transaction, the Company recorded a pre-tax loss of $240 during the third quarter of fiscal year 2024, primarily due to the one-time noncash impact of the release of the cumulative translation adjustment losses of $223 related to these entities that had previously been recorded in Accumulated other comprehensive net (loss) income.

Net sales of the Argentina business, which includes the financial results up to March 20, 2024, the date of sale, for the fiscal year ended June 30, 2024 was $123.

The divestitures of the Company's Better Health VMS and Argentina businesses do not meet the criteria to be reported as discontinued operations in the consolidated financial statements as the Company's decision to divest these businesses did not represent a strategic shift that will have a major effect on the Company's operations and financial results.

NOTE 4. AUGUST 2023 CYBERATTACK

On Monday, August 14, 2023, the Company identified unauthorized activity on some of its Information Technology (IT) systems and immediately began taking steps to stop and remediate the activity. The Company took certain systems offline, engaged third-party cybersecurity experts and implemented its business continuity plans. However, the incident resulted in wide-scale disruptions to the Company's business operations. The impacts of these system disruptions resulted in a negative impact on net sales and earnings. The Company experienced lessening operational impacts in the second quarter of fiscal year 2024 and has since returned to normalized operations.

The Company recorded insurance recoveries of $70 in fiscal year 2025 and incurred incremental expenses, net of insurance recoveries, of approximately $29 in fiscal year 2024 as a result of the cyberattack. The following table summarizes the recognition of (insurance recoveries) and costs in the consolidated statements of earnings and comprehensive income for the fiscal years ended June 30:

	2025	2024
Costs of products sold	$ (5)	$ 17
Selling and administrative expenses	—	12
Other (income) expense, net	(65)	—
Total, net	$ (70)	$ 29

The costs incurred related primarily to third-party consulting services, including IT recovery and forensic experts and other professional services incurred to investigate and remediate the attack, as well as incremental operating costs incurred from the resulting disruption to the Company's business operations. The Company does not expect to incur significant costs related to the cyberattack in future periods. No additional insurance recoveries related to the cyberattack are anticipated. Insurance recoveries are classified consistent with the expenses to which they relate. Business interruption and other insurance recoveries that do not correspond directly to previously incurred expenses are recognized in Other (income) expense, net.

NOTE 5. RESTRUCTURING AND RELATED COSTS

Beginning in the first quarter of fiscal year 2023, the Company recognized costs related to a plan that involves streamlining its operating model to meet its objectives of driving growth and productivity. The implementation of this new model was completed in fiscal year 2024 and is expected to enhance the Company's ability to respond more quickly to changing consumer behaviors and innovate faster. There were no restructuring and related implementation costs associated with the streamlined operating model incurred in fiscal year 2025.

The total restructuring and related implementation costs, net associated with the Company's streamlined operating model plan as reflected in the consolidated statements of earnings and comprehensive income for the fiscal year ended June 30 were:

	2024
Selling and administrative expenses	$ 16
Other (income) expense, net:	
Employee-related costs	10
Asset impairments	6
Total Other (income) expense, net:	$ 16
Total, net	$ 32

Employee-related costs primarily include severance and other termination benefits calculated based on salary levels, prior service and statutory requirements. Other costs primarily include consulting fees incurred for the organizational design and implementation of the streamlined operating model, related processes and other professional fees incurred.

The Company may, from time to time, decide to pursue additional restructuring-related initiatives that involve costs in future periods.

The following table reconciles the accrual for the streamlined operating model restructuring and related implementation costs discussed above, which are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets as follows for the fiscal years ended June 30:

	Employee-Related Costs	Other	Total
Accrual Balance as of June 30, 2024	$ 8	$ 11	$ 19
Cash payments	(8)	(11)	(19)
Accrual Balance as of June 30, 2025	$ —	$ —	$ —

NOTE 6. INVENTORIES, NET

Inventories, net consisted of the following as of June 30:

	2026	2025
Finished goods	$ 625	$ 447
Raw materials and packaging	178	141
Work in process	56	15
LIFO allowances	(82)	(80)
Inventories, net	$ 777	$ 523

The LIFO method was used to value approximately 35% and 36% of inventories as of June 30, 2026 and 2025, respectively. The carrying values for all other inventories are determined on the FIFO method. The effect on earnings of the liquidation of LIFO layers was insignificant for each of the fiscal years ended June 30, 2026, 2025 and 2024.

NOTE 7. PROPERTY, PLANT AND EQUIPMENT, NET

The components of property, plant and equipment, net, consisted of the following as of June 30:

	2026	2025
Land and improvements	$ 177	$ 169
Buildings	905	799
Machinery and equipment	2,689	2,468
Capitalized software costs	440	426
Computer equipment	193	162
Construction in progress	204	154
Total	4,608	4,178
Less: Accumulated depreciation and amortization	(3,096)	(2,911)
Property, plant and equipment, net	$ 1,512	$ 1,267

Depreciation and amortization expense related to property, plant and equipment, net, was $219, $198 and $206 in fiscal years 2026, 2025 and 2024, respectively, of which $13, $7 and $10 were related to amortization of capitalized software, respectively.

Noncash capital expenditures were $1, $0 and $5 for fiscal years, 2026, 2025 and 2024, respectively. There were no significant asset retirement obligations recorded and included in Buildings above for both fiscal years 2026 and 2025.

NOTE 8. GOODWILL, TRADEMARKS AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill by reportable segment and Corporate and Other for the fiscal years ended June 30, 2026 and 2025 were as follows:

	Goodwill					
	Health and Wellness	Household	Lifestyle	International	Corporate and Other	Total
Balance as of June 30, 2024	$ 323	$ 85	$ 244	$ 576	$ —	$ 1,228
Effect of foreign currency translation	—	—	—	1	—	1
Balance as of June 30, 2025	323	85	244	577	—	1,229
Acquisitions	717	—	—	—	—	717
Effect of foreign currency translation	—	—	—	(1)	—	(1)
Balance as of June 30, 2026	$ 1,040	$ 85	$ 244	$ 576	$ —	$ 1,945

The changes in the carrying amount of trademarks and other intangible assets for the fiscal years ended June 30, 2026 and 2025 were as follows:

	As of June 30, 2026			As of June 30, 2025		
	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount	Gross carrying amount	Accumulated amortization / Impairments	Net carrying amount
Trademarks, net:						
Trademarks with indefinite lives[1]	$ 959	$ —	$ 959	$ 493	$ —	$ 493
Trademarks with finite lives [1]	58	28	30	33	24	9
	$ 1,017	$ 28	$ 989	$ 526	$ 24	$ 502
Other intangibles, net:						
Customer-related assets with finite lives [1]	$ 619	$ 72	$ 547	$ 71	$ 63	$ 8
Other intangible assets with finite lives [1]	421	362	59	397	341	56
	$ 1,040	$ 434	$ 606	$ 468	$ 404	$ 64

[1] Increase of Trademarks with indefinite lives, Trademarks with finite lives, Customer-related assets with finite lives and Other intangible assets with finite lives is primarily related to the acquisition of GOJO Industries, Inc. See Note 2 for additional details.

Amortization expense relating to the Company’s intangible assets was $28, $21 and $29 for the years ended June 30, 2026, 2025 and 2024, respectively. Estimated amortization expense for these intangible assets is $52, $51, $34, $34 and $34 for fiscal years 2027, 2028, 2029, 2030 and 2031, respectively.

No material impairments were identified as a result of the Company's impairment reviews during fiscal years 2026, 2025 and 2024.

NOTE 9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consisted of the following as of June 30:

	2026	2025
Accounts payable	$ 996	$ 838
Venture Agreement terminal obligation, net	—	501
Compensation and employee benefit costs	196	179
Trade and sales promotion costs	221	137
Dividends	28	27
Other	159	146
Total	$ 1,600	$ 1,828

Venture Agreement

The Company's venture agreement with The Procter & Gamble Company (P&G) for the Company's Glad bags and wraps business (the Venture Agreement) expired on January 31, 2026. In connection with this agreement, P&G provided research and development (R&D) support to the Glad business. As of June 30, 2025, P&G had a 20% interest in the venture. The Company paid a royalty to P&G for its interest in the profits, losses and cash flows, as contractually defined, of the Glad business, which is included in Cost of products sold.

The Venture Agreement, at its expiration, required the Company to purchase P&G's 20% interest for cash at fair value as established by predetermined valuation procedures. As of June 30, 2025, the estimated fair value of P&G's interest was $476, of which $501 was recognized and reflected in Accounts payable and accrued liabilities in the Company's consolidated balance sheet.

On January 31, 2026, the Company and P&G agreed that the Company would purchase P&G's 20% interest, which was paid in cash for $476 on March 2, 2026 and is reflected in Operating activities within the consolidated statement of cash flows.

The Glad business will continue to retain the exclusive core intellectual property licenses contributed by P&G on a royalty-free basis for the licensed products marketed.

NOTE 10. SUPPLY CHAIN FINANCING PROGRAM

The Company has arranged for a global financial institution to offer a voluntary supply chain finance (SCF) program for the benefit of the Company's suppliers. The Company's current payment terms do not exceed 120 days in keeping with industry standards. The Company's operating cash flows are directly impacted as a result of the extension of payment terms with suppliers. The SCF program enables suppliers to directly contract with the financial institution to receive payment from the financial institution prior to the payment terms between the Company and the supplier by selling the Company's payables to the financial institution. Participation in the program is at the sole discretion of the supplier and the Company has no economic interest in a supplier's decision to enter into the agreement and has no direct financial relationship with the financial institution, as it relates to the SCF program. Once a supplier elects to participate in the SCF program and reaches an agreement with the financial institution, the supplier elects which individual Company invoices to sell to the financial institution. The terms of the Company's payment obligations are not impacted by a supplier's participation in the program and as such, the SCF program has no direct impact on the Company's balance sheets or liquidity. The Company has not pledged any assets as security or provided guarantees under the SCF program.

All confirmed outstanding amounts related to suppliers participating in the SCF program are recorded within Accounts payable and accrued liabilities in the consolidated balance sheets and the associated payments are included in operating activities within the consolidated statements of cash flows. The rollforward of the Company's outstanding obligations confirmed as valid under its SCF program for the fiscal years ended June 30, are as follows:

	2026	2025
Confirmed obligation outstanding as of the beginning of the year	$ 236	$ 205
Confirmed invoice additions	746	794
Confirmed invoices paid	(753)	(763)
Confirmed obligation outstanding as of the end of the year	$ 229	$ 236

NOTE 11. DEBT

Short-term borrowings

Notes and loans payable are borrowings that mature in less than one year, primarily consisting of U.S. commercial paper issued by the Company and borrowings under the Company's revolving credit agreements. Notes and loans payable were $1,086 and $4 as of June 30, 2026 and 2025, respectively.

The weighted average interest rates incurred on average outstanding notes and loans payable during each of the fiscal years ended June 30, 2026, 2025 and 2024, including fees associated with the Company’s revolving credit agreements, were 4.47%, 4.50% and 4.77% respectively.

Long-term borrowings

Long-term debt, carried at face value net of unamortized discounts, premiums and debt issuance costs, included the following as of June 30:

	2026	2025
Senior unsecured notes and debentures:		
3.10%, $400 due October 2027	$ 400	$ 399
3.90%, $500 due May 2028	499	499
4.40%, $500 due May 2029	497	496
1.80%, $500 due May 2030	497	496
4.70%, $550 due May 2031	546	—
4.60%, $600 due May 2032	595	594
4.95%, $400 due May 2033	396	—
5.25%, $550 due May 2036	545	—
Subtotal	3,975	2,484
Other long-term debt		
Amortizing loans and other borrowings	7	—
Total	3,982	2,484
Less: Current maturities of long-term debt [(1)]	1	—
Long-term debt	$ 3,981	$ 2,484

[(1)] Current maturities of long-term debt includes principal payments of the amortizing fixed interest rate loan due within the next twelve months.

In April 2026, the Company completed the GOJO acquisition, which included assuming a total of $8 in existing amortizing loans and other borrowings which carry a final maturity of June 2031.

In May 2026, the Company issued $1,500 in senior notes, including $550 of senior notes with an annual fixed interest rate of 4.70% and final maturity in May 2031, that carry an effective rate of 4.86% (May 2031 senior notes), $400 of senior notes with an annual fixed interest rate of 4.95% and final maturity in May 2033, that carry an effective rate of 5.09% (May 2033 senior notes), and $550 of senior notes with an annual fixed interest rate of 5.25% and final maturity in May 2036, that carry an effective rate of 5.24% (May 2036 senior notes). Interest on all new May 2026 senior notes is payable semi-annually in May and November. The notes rank equally with all of the Company's existing senior indebtedness. Proceeds from the senior notes were used to redeem prior to maturity the $1,250 under the Delayed Draw Credit Agreement and commercial paper borrowings, both primarily related to financing the GOJO acquisition.

The weighted average interest rates incurred on average outstanding long-term debt during each of the fiscal years ended June 30, 2026, 2025 and 2024, were 3.39%, 3.25% and 3.25%, respectively. The weighted average effective interest rates on long-term debt balances as of June 30, 2026 and 2025 was 3.93% and 3.25%, respectively.

Long-term debt maturities as of June 30, 2026, were $1 in fiscal year 2027, $901 in fiscal year 2028, $500 in fiscal year 2029, $501 in fiscal year 2030, $554 in fiscal year 2031, and $1,550 thereafter.

Credit arrangements

In March, 2026, in connection with the acquisition of GOJO, the Company entered into a $1,000 364-day revolving credit agreement (the 364-Day Revolving Credit Agreement) that matures on March 5, 2027, and a $1,250 Delayed Draw Term Credit

Agreement (the Delayed Draw Term Credit Agreement). Amounts available under the 364-Day Revolving Credit Agreement are for general corporate purposes.

In April, 2026 the Company completed the GOJO acquisition and drew down the full $1,250 under the Delayed Draw Credit Agreement to finance a portion of the transaction along with commercial paper. In May 2026 the Company issued new long-term debt and settled the full $1,250 balance under the Delayed Draw Credit Agreement. This line of credit was cancelled upon settlement. Additionally, the long-term debt issuance reduced the total borrowing capacity of the 364-Day Revolving Credit Agreement by $236 leaving $764 available to Clorox for general corporate purposes.

As of June 30, 2026, the Company maintained $1,964 in revolving credit agreements comprised of the $764 364-Day Revolving Credit Agreement and its existing $1,200 revolving credit agreement that matures in March 2030 (March 2030 Credit Agreement) (collectively the Revolving Credit Agreements). As of June 30, 2025, the Company maintained the $1,200 March 2030 Credit Agreement.

There were no borrowings under either of the Revolving Credit Agreements as of June 30, 2026 and no borrowings under the March 2030 Credit Agreement as of June 30, 2025. The Company believes that borrowings under the Revolving Credit Agreements will continue to be available for general corporate purposes. The Revolving Credit Agreements include certain restrictive covenants and limitations with which the Company was in compliance as of both June 30, 2026 and 2025.

The Company's borrowing capacity under the revolving credit agreements and other financing arrangements as of June 30 was as follows:

	2026	2025
Revolving Credit Agreements	$ 1,964	$ 1,200
Foreign and other credit lines	37	34
Total	$ 2,001	$ 1,234

Of the $37 of foreign and other credit lines as of June 30, 2026, $10 was outstanding and the remainder of $27 was available for borrowing. Of the $34 of foreign and other credit lines as of June 30, 2025, $7 was outstanding and the remainder of $27 was available for borrowing.

NOTE 12. OTHER LIABILITIES

Other liabilities consisted of the following as of June 30:

	2026	2025
Employee benefit obligations	$ 271	$ 267
Taxes	38	31
Environmental liabilities	25	25
Other	71	28
Total	$ 405	$ 351

NOTE 13. FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Financial Risk Management and Derivative Instruments

The Company is exposed to certain commodity, foreign currency and interest rate risks related to its ongoing business operations and uses derivative instruments to mitigate its exposure to these risks.

Commodity Price Risk Management

The Company may use commodity futures, options and swap contracts to limit the impact of price volatility on a portion of its forecasted raw material requirements. These commodity derivatives may be exchange traded or over-the-counter contracts and generally have original contractual maturities of less than 2 years. Commodity purchase and option contracts are measured at fair value using market quotations obtained from the Chicago Board of Trade commodity futures exchange and commodity derivative dealers.

As of June 30, 2026, the notional amount of commodity derivatives was $43, of which $33 related to soybean oil futures used for the food business and $10 related to jet fuel swaps used for the grilling business. As of June 30, 2025, the notional amount of commodity derivatives was $36, of which $22 related to soybean oil futures used for the food business and $14 related to jet fuel swaps used for the grilling business.

Foreign Currency Risk Management

The Company may also enter into certain over-the-counter derivative contracts to manage a portion of the Company's forecasted foreign currency exposure associated with the purchase of inventory. These foreign currency contracts generally have original contractual maturities of less than 2 years. The foreign exchange contracts are measured at fair value using information quoted by foreign exchange dealers.

The notional amounts of outstanding foreign currency forward contracts used by the Company's subsidiaries to hedge forecasted purchases of inventory were $30 and $67 as of June 30, 2026 and 2025, respectively.

Interest Rate Risk Management

The Company may enter into over-the-counter interest rate contracts to fix a portion of the benchmark interest rate prior to the anticipated issuance of fixed rate debt. These interest rate contracts generally have original contractual maturities of less than 3 years. The interest rate contracts are measured at fair value using information quoted by bond dealers.

The Company held no interest rate contracts as of both June 30, 2026 and 2025.

During fiscal year 2026, the Company entered into an additional $200 of interest rate contracts. All contracts represented interest rate swap lock agreements to manage the exposure to interest rate volatility associated with future interest payments on forecasted debt issuance, and were terminated in May 2026 upon issuance of $550 May 2036 senior notes (see Note 11). These contracts resulted in a $5 gain recorded in Other comprehensive (loss) income, all of which is attributable to the May 2036 senior notes, which is being amortized into Interest expense in the consolidated statements of earnings over the 10-year term of the notes.

Commodity, Foreign Exchange and Interest Rate Derivatives

The Company designates its commodity forward, futures and options contracts for forecasted purchases of raw materials, foreign currency forward contracts for forecasted purchases of inventory, and interest rate contracts for forecasted interest payments as cash flow hedges.

The effects of derivative instruments designated as hedging instruments on Other comprehensive (loss) income and Net earnings were as follows during the fiscal years ended June 30:

	Gains (losses) recognized in Other comprehensive (loss) income		
	2026	2025	2024
Commodity purchase derivative contracts	$ 13	$ 1	$ (8)
Foreign exchange derivative contracts	1	(1)	—
Interest rate derivative contracts	5	—	—
Total	$ 19	$ —	$ (8)

	Location of gains (losses) reclassified from Accumulated other comprehensive net (loss) income into Net earnings	Gains (losses) reclassified from Accumulated other comprehensive net (loss) income and recognized in Net earnings		
		2026	2025	2024
Commodity purchase derivative contracts	Cost of products sold	$ 8	$ (7)	$ (6)
Foreign exchange derivative contracts	Cost of products sold	(1)	—	
Interest rate derivative contracts	Interest expense	13	13	13
Total		$ 20	$ 6	$ 7

The estimated amount of the existing net gain (loss) in Accumulated other comprehensive net (loss) income as of June 30, 2026 that is expected to be reclassified into Net earnings within the next twelve months is $22.

Counterparty Risk Management and Derivative Contract Requirements

The Company utilizes a variety of financial institutions as counterparties for over-the-counter derivative instruments. The Company enters into agreements governing the use of over-the-counter derivative instruments and sets internal limits on the aggregate over-the-counter derivative instrument positions held with each counterparty. Certain terms of these agreements require the Company or the counterparty to post collateral when the fair value of the derivative instruments exceeds

contractually defined counterparty liability position limits. Of the over-the-counter derivative instruments in liability positions, $0 and $2 contained such terms as of June 30, 2026 and 2025, respectively. As of both June 30, 2026 and 2025, neither the Company nor any counterparty was required to post any collateral as no counterparty liability position limits were exceeded.

Certain terms of the agreements governing the Company's over-the-counter derivative instruments require the Company's credit ratings, as assigned by Standard & Poor's and Moody's to the Company and its counterparties, to remain at a level equal to or better than the minimum of an investment grade credit rating. If the Company's credit ratings were to fall below investment grade, the counterparties to the derivative instruments could request full collateralization on derivative instruments in net liability positions. As of both June 30, 2026 and 2025, the Company and each of its counterparties had been assigned investment grade ratings by both Standard & Poor's and Moody's.

Certain of the Company's exchange-traded futures and options contracts used for commodity price risk management include requirements for the Company to post collateral in the form of a cash margin account held by the Company's broker for trades conducted on that exchange. As of June 30, 2026 and 2025, the Company maintained required cash margin balances related to exchange-traded futures and options contracts of $2 which are classified as Prepaid expenses and other current assets on the consolidated balance sheets.

Trust Assets

The Company holds interests in mutual funds and cash equivalents as part of trust assets related to its nonqualified deferred compensation plans. The participants in the nonqualified deferred compensation plans, who are the Company's current and former employees, may select among certain mutual funds in which their compensation deferrals are invested in accordance with the terms of the plans and within the confines of the trusts, which hold the marketable securities. The trusts represent variable interest entities for which the Company is considered the primary beneficiary, and, therefore, trust assets are consolidated and included in Other assets in the consolidated balance sheets. The gains and losses on the trust assets are recorded in Other (income) expense, net in the consolidated statements of earnings. The interests in mutual funds are measured at fair value using quoted market prices. The Company has designated these marketable securities as trading investments.

As of June 30, 2026, the balance of the trust assets related to the Company's nonqualified deferred compensation plans increased by $16 as compared to June 30, 2025.

Fair Value of Financial Instruments

Financial assets and liabilities measured at fair value on a recurring basis in the consolidated balance sheets are required to be classified and disclosed in one of the following three categories of the fair value hierarchy:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs reflecting the reporting entity's own assumptions.

As of June 30, 2026 and 2025, the Company's financial assets and liabilities that were measured at fair value on a recurring basis during the period included derivative financial instruments, which were classified as either Level 1 or Level 2, and trust assets to fund the Company's nonqualified deferred compensation plans, which were classified as Level 1.

All of the Company's derivative instruments qualify for hedge accounting. The following table provides information about the balance sheet classification and the fair values of the Company's derivative instruments:

	Balance sheet classification	Fair value hierarchy level	2026 Carrying Amount	2026 Estimated Fair Value	2025 Carrying Amount	2025 Estimated Fair Value
Assets						
Commodity purchase futures contracts	Prepaid expenses and other current assets	1	$ 2	$ 2	$ 3	$ 3
Commodity purchase swaps contracts	Prepaid expenses and other current assets	2	2	2	—	—
Foreign exchange forward contracts	Prepaid expenses and other current assets	2	1	1	—	—
Commodity purchase futures contracts	Other assets	1	—	—	1	1
			$ 5	$ 5	$ 4	$ 4
Liabilities						
Commodity purchase swaps contracts	Accounts payable and accrued liabilities	1	$ —	$ —	$ 1	$ 1
Foreign exchange forward contracts	Accounts payable and accrued liabilities	2	—	—	1	1
Commodity purchase swaps contracts	Other liabilities	2	1	1	—	—
			$ 1	$ 1	$ 2	$ 2

The following table provides information about the balance sheet classification and the fair values of the Company's other assets and liabilities for which disclosure of fair value is required:

	Balance sheet classification	Fair value hierarchy level	2026 Carrying Amount	2026 Estimated Fair Value	2025 Carrying Amount	2025 Estimated Fair Value
Assets						
Interest-bearing investments, including money market funds	Cash and cash equivalents [1]	1	$ 2	$ 2	$ 54	$ 54
Time deposits	Cash and cash equivalents [1]	2	25	25	10	10
Trust assets for nonqualified deferred compensation plans	Other assets	1	185	185	169	169
			$ 212	$ 212	$ 233	$ 233
Liabilities						
Notes and loans payable	Notes and loans payable [2]	2	$ 1,086	$ 1,086	$ 4	$ 4
Current maturities of long-term debt and Long-term debt	Current maturities of long-term debt and Long-term debt [3]	2	3,982	3,915	2,484	2,431
			$ 5,068	$ 5,001	$ 2,488	$ 2,435

[1] Cash and cash equivalents are composed of time deposits and other interest-bearing investments, including money market funds with original maturity dates of 90 days or less. Cash and cash equivalents are recorded at cost, which approximates fair value.

[2] Notes and loans payable are composed of outstanding U.S. commercial paper balances and/or amounts drawn on the Company’s credit agreements, all of which are recorded at cost, which approximates fair value.

[3] Long-term debt is recorded at cost. The fair value of Long-term debt was determined using secondary market prices quoted by corporate bond dealers, and is classified as Level 2.

NOTE 14. OTHER CONTINGENCIES, GUARANTEES AND COMMITMENTS

Contingencies

The Company is involved in certain environmental matters, including response actions at various locations. The Company had recorded liabilities totaling $28 and $27 as of June 30, 2026 and 2025, respectively, for its share of aggregate future remediation costs related to these matters.

One matter, which accounted for $12 of the recorded liability as of both June 30, 2026 and 2025 relates to environmental costs associated with one of the Company's former operations at a site located in Alameda County, California. In November 2016, at the request of regulators and with the assistance of environmental consultants, the Company submitted a Feasibility Study that evaluated various options for managing groundwater at the site and included estimates of the related costs. Following further discussions with the regulators in 2017, the Company recorded an undiscounted liability for costs estimated to be incurred over a 30-year period, based on one of the options in the Feasibility Study related to groundwater. In September 2021, as a result of an additional study and further discussions with regulators, the Company submitted a Soil Vapor Intrusion Report to the regulators. In January 2023, the regulators issued a new order directing the Company and the current property owner to conduct a Remedial Investigation and then prepare a Feasibility Study to evaluate and remediate impacts to soil, groundwater, soil vapor and indoor air. While the Company believes its latest estimates of remediation costs (including any related to soil, groundwater, soil vapor and indoor air impacts) are reasonable, the ultimate remediation requirements are not yet finalized and the regulators could require the Company to implement remediation actions for a longer period or take additional actions, which could include estimated undiscounted costs in the aggregate of approximately $28 over an estimated 30-year period, or require the Company to take different actions and incur additional costs.

Another matter in Dickinson County, Michigan, at the site of one of the Company's former operations for which the Company is jointly and severally liable, accounted for $10 of the recorded liability as of both June 30, 2026 and 2025. This amount reflects the Company's agreement to be liable for 24.3% of the aggregate remediation and associated costs for this matter pursuant to a cost-sharing agreement with a third party. If the third party is unable to pay its share of the response and remediation obligations, the Company may be responsible for such obligations. With the assistance of environmental consultants, the Company maintains an undiscounted liability representing its current best estimate of its share of the capital expenditures, maintenance and other costs that may be incurred over an estimated 30-year remediation period. Although it is reasonably possible that the Company's exposure may exceed the amount recorded for the Dickinson County matter, any amount of such additional exposures, or range of exposures, is not estimable at this time.

The Company's estimated losses related to these matters are sensitive to a variety of uncertain factors, including the efficacy of any remediation efforts, changes in any remediation requirements and the future availability of alternative clean-up technologies. From time to time, the Company is subject to various legal proceedings, claims and other loss contingencies, including, without limitation, loss contingencies relating to contractual arrangements (including costs connected to the transition and unwinding of certain supply and manufacturing relationships), product liability, patents and trademarks, advertising, labor and employment, environmental, health and safety and other matters. With respect to these proceedings, claims and other loss contingencies, while considerable uncertainty exists, in the opinion of management at this time, the ultimate disposition of these matters, to the extent not previously provided for, will not have a material adverse effect, either individually or in the aggregate, on the Company's consolidated financial statements taken as a whole.

Guarantees

In conjunction with acquisitions, divestitures, and other transactions, the Company has provided certain indemnifications (e.g., indemnifications for representations and warranties and retention of previously existing environmental, tax and employee liabilities) that have terms that vary in duration and in the potential amount of the total obligation and, in many circumstances, are not explicitly defined. The Company has not made, nor does it believe that it is probable that it will make, any material payments relating to its indemnifications, and believes that any reasonably possible payments would not have a material adverse effect, either individually or in the aggregate, on the Company's consolidated financial statements taken as a whole.

The Company had not recorded any material liabilities on the aforementioned guarantees as of both June 30, 2026 and 2025.

The Company was a party to letters of credit of $22 and $18 as of June 30, 2026 and 2025, respectively, primarily related to insurance carriers, of which $0 had been drawn upon.

Commitments

The Company is a party to certain purchase obligations, which are defined as purchase agreements that are enforceable and legally binding and that contain specified or determinable significant terms, including quantity, price and the approximate timing of the transaction. For purchase obligations subject to variable price and/or quantity provisions, an estimate of the price

and/or quantity must be made. Examples of the Company's purchase obligations include contracts to purchase raw materials, commitments to contract manufacturers, commitments for information technology and related services, advertising contracts, capital expenditure agreements, software acquisition and license commitments and service contracts. The Company enters into purchase obligations based on expectations of future business needs. Many of these purchase obligations are flexible to allow for changes in the Company's business and related requirements. As of June 30, 2026, the Company's purchase obligations by purchase date were approximately as follows:

Year	Purchase Obligations
2027	$ 154
2028	144
2029	92
2030	79
2031	39
Thereafter	84
Total	$ 592

NOTE 15. LEASES

The Company leases various property, plant and equipment, including office, warehousing, manufacturing and research and development facilities and equipment. These leases have remaining lease terms of up to 31 years, inclusive of renewal or termination options that the Company is reasonably certain to exercise. The Company's lease agreements do not contain any material residual value guarantees or material restrictive covenants.

Supplemental balance sheet information related to the Company's leases as of June 30 was as follows:

	Balance sheet classification	2026	2025
Operating leases			
Right-of-use assets	Operating lease right-of-use assets	$ 401	$ 333
Current lease liabilities	Current operating lease liabilities	$ 86	$ 87
Non-current lease liabilities	Long-term operating lease liabilities	366	305
Total operating lease liabilities		$ 452	$ 392
Finance leases			
Right-of-use assets	Other assets	$ 73	$ 35
Current lease liabilities	Accounts payable and accrued liabilities	$ 16	$ 15
Non-current lease liabilities	Other liabilities	62	21
Total finance lease liabilities		$ 78	$ 36

Components of lease cost were as follows for the fiscal years ended June 30:

	2026	2025	2024
Operating lease cost	$ 98	$ 99	$ 97
Finance lease cost:			
Amortization of right-of-use assets	$ 17	$ 15	$ 11
Interest on lease liabilities	2	2	1
Total finance lease cost	$ 19	$ 17	$ 12
Variable lease cost	$ 29	$ 56	$ 94
Short term lease cost	$ 6	$ 5	$ 3

Supplemental cash flow information and noncash activity related to the Company's leases were as follows during fiscal years ended June 30:

	2026	2025	2024
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases, net	$ 102	$ 97	$ 97
Operating cash flows from finance leases	1	2	1
Financing cash flows from finance leases	18	15	11
Right-of-use assets obtained in exchange for lease obligations:			
Operating leases	$ 148	$ 56	$ 113
Finance leases	56	17	17

Weighted-average remaining lease term and discount rate for the Company's leases were as follows as of fiscal year ended June 30:

	2026	2025
Weighted-average remaining lease term:		
Operating leases	7 years	5 years
Finance leases	9 years	3 years
Weighted-average discount rate:		
Operating leases	4.7 %	4.1 %
Finance leases	5.1 %	4.9 %

Maturities of lease liabilities by fiscal year for the Company's leases as of June 30, 2026 were as follows:

Year	Operating leases	Finance leases
2027	$ 106	$ 19
2028	92	14
2029	78	13
2030	64	10
2031	43	4
Thereafter	167	38
Total lease payments	$ 550	$ 98
Less: Imputed interest	98	20
Total lease liabilities	$ 452	$ 78

Operating and finance lease payments presented in the table above exclude $11 and $1, respectively, of minimum lease payments signed but not yet commenced as of June 30, 2026.

On December 14, 2023, the Company completed an asset sale-leaseback transaction on a warehouse in Fairfield, California. The Company received proceeds of $19, net of selling costs. The asset had a carrying value of $3 and the transaction resulted in a $16 gain, which was recognized in Other (income) expense, net in the Health and Wellness segment. The leaseback is accounted for as an operating lease. The term of the lease is 8 years with options to extend the lease for two 5 year periods.

NOTE 16. STOCKHOLDERS' EQUITY

Dividends per share paid to Clorox stockholders during the fiscal years ended June 30 were as follows:

	2026	2025	2024
Dividends per share paid	$ 4.96	$ 4.88	$ 4.80

On July 31, 2026, a cash dividend was declared in the amount of $1.25 per share payable on August 28, 2026 to common stockholders of record as of the close of business on August 12, 2026.

Accumulated Other Comprehensive Net (Loss) Income

Changes in Accumulated other comprehensive net (loss) income attributable to Clorox by component were as follows for the fiscal years ended June 30:

	Foreign currency translation adjustments	Net unrealized gains (losses) on derivatives	Pension and postretirement benefit adjustments	Accumulated other comprehensive net (loss) income
Balance as of June 30, 2023	$ (445)	$ 99	$ (147)	$ (493)
Other comprehensive (loss) income before reclassifications	(16)	(8)	17	(7)
Amounts reclassified from Accumulated other comprehensive net (loss) income [1] [2]	223	(7)	174	390
Income tax benefit (expense)	(1)	1	(45)	(45)
Net current period other comprehensive (loss) income	206	(14)	146	338
Balance as of June 30, 2024	(239)	85	(1)	(155)
Other comprehensive (loss) income before reclassifications	5	—	2	7
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(6)	(2)	(8)
Income tax benefit (expense)	1	(2)	—	(1)
Net current period other comprehensive (loss) income	6	(8)	—	(2)
Balance as of June 30, 2025	(233)	77	(1)	(157)
Other comprehensive (loss) income before reclassifications	1	19	2	22
Amounts reclassified from Accumulated other comprehensive net (loss) income	—	(20)	(2)	(22)
Income tax benefit (expense), and other	2	(2)	—	—
Net current period other comprehensive (loss) income	3	(3)	—	—
Balance as of June 30, 2026	$ (230)	$ 74	$ (1)	$ (157)

[1] Includes the release of currency translation adjustment from the Argentina business divestiture. See Note 3 for additional details.

[2] Includes recognition of pension settlement charge reclassified into Net earnings (losses). See Note 21 for additional details

NOTE 17. NET EARNINGS PER SHARE (EPS)

The following is the reconciliation of the weighted average number of shares outstanding (in thousands) used to calculate basic net EPS to those used to calculate diluted net EPS for the fiscal years ended June 30:

	2026	2025	2024
Basic	121,775	123,525	124,174
Dilutive effect of stock options and other	357	762	630
Diluted	122,132	124,287	124,804
Antidilutive stock options and other	2,963	3,085	2,704

Basic net earnings per share and Diluted net earnings per share are calculated on Net earnings attributable to Clorox.

NOTE 18. STOCK-BASED COMPENSATION PLANS

In November 2021, the Company's stockholders voted to approve the amended and restated 2005 Stock Incentive Plan (the Plan). The Plan permits the Company to grant various nonqualified stock-based compensation awards, including stock options, restricted stock, performance shares, deferred stock units, stock appreciation rights and other stock-based awards. The Plan as amended and restated provides that the maximum number of shares which may be issued under the Plan will be 5 million common shares that may be issued for stock-based compensation purposes. As of June 30, 2026, the Company was authorized to grant up to approximately 5 million common shares, plus additional shares equal to shares that are potentially deliverable under an award that expires or are canceled, forfeited or settled without the delivery of shares, under the Plan. As of June 30, 2026, approximately 4 million common shares remained available for grant.

Compensation cost and the related income tax benefit recognized for stock-based compensation plans were classified as indicated below for the fiscal years ended June 30:

	2026	2025	2024
Cost of products sold	$ 6	$ 7	$ 7
Selling and administrative expenses	40	70	63
Research and development costs	2	4	4
Total compensation cost	$ 48	$ 81	$ 74
Related income tax benefit	$ 12	$ 19	$ 18

Cash received during fiscal years 2026, 2025 and 2024 from stock options exercised under all stock-based payment arrangements was $13, $61 and $23, respectively. The Company issues shares for stock-based compensation plans from treasury stock. The Company may repurchase stock under its Evergreen Program to offset the estimated impact of dilution related to stock-based awards.

Details regarding the valuation and accounting for stock options, restricted stock awards, performance shares and deferred stock units for non-employee directors follow.

Stock Options

There were no stock option awards granted during the fiscal years 2026, 2025, and 2024. The fair value of each stock option award granted during fiscal year 2023 was estimated on the date of grant using the Black-Scholes valuation model and assumptions noted in the following table:

	2023
Expected life	5.3 years
Weighted-average expected life	5.3 years
Expected volatility	24.2%
Weighted-average volatility	24.2%
Risk-free interest rate	3.7%
Weighted-average risk-free interest rate	3.7%
Dividend yield	3.4%
Weighted-average dividend yield	3.4%

The expected life of the stock options is based on historical exercise patterns. The expected volatility is based on implied volatility from publicly traded options on the Company's stock at the date of grant, historical implied volatility of the Company's publicly traded options and other factors. The risk-free interest rate is based on the implied yield on a U.S. Treasury zero-coupon issue with a remaining term equal to the expected term of the option. The dividend yield is based on the projected annual dividend payment per share, divided by the stock price at the date of grant.

Details of the Company's stock option activities are summarized below:

	Number of Shares (In thousands)	Weighted- Average Exercise Price per Share	Average Remaining Contractual Life	Aggregate Intrinsic Value
Options outstanding as of June 30, 2025	3,157	$ 154	4 years	$ 1
Granted	—			
Exercised	(134)	112		
Canceled	(435)	153		
Options outstanding as of June 30, 2026	2,588	$ 156	3 years	$ —
Options vested as of June 30, 2026	2,477	$ 157	3 years	$ —

The weighted-average fair value per share of each option granted during fiscal year 2023, estimated at the grant date using the Black-Scholes option pricing model, was $26.95. The total intrinsic value of options exercised in fiscal years 2026, 2025 and 2024 was $2, $19 and $12, respectively.

Stock option awards outstanding as of June 30, 2026, have been granted at prices that are equal to the market value of the stock on the date of grant. Stock option grants generally vest over 4 years and expire no later than 10 years after the grant date. The Company recognizes compensation expense on a straight-line basis over the vesting period. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. As of June 30, 2026, there was less than $1 of total unrecognized compensation cost related to non-vested options, which is expected to be recognized over a remaining weighted-average vesting period of less than 1 year, subject to forfeiture changes.

Restricted Stock Awards

The fair value of restricted stock awards is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight-line basis over the related vesting periods, which are generally 3 to 4 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. The total number of restricted stock awards expected to vest is adjusted by actual and estimated forfeitures. Restricted stock awardees receive share equivalents for dividends earned during the vesting period, upon vesting.

As of June 30, 2026, there was $63 of total unrecognized compensation cost related to non-vested restricted stock awards, which is expected to be recognized over a remaining weighted-average vesting period of 2 years. The total fair value of the shares that vested in each of the fiscal years 2026, 2025 and 2024 was $43, $42 and $28, respectively. The weighted-average grant-date fair value of awards granted was $114.28, $160.05 and $138.51 per share for fiscal years 2026, 2025 and 2024, respectively.

A summary of the status of the Company's restricted stock awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Restricted stock awards as of June 30, 2025	754	$ 150
Granted	790	114
Vested	(287)	149
Forfeited	(83)	139
Restricted stock awards as of June 30, 2026	1,174	$ 127

Performance Shares

The fair value of performance shares is estimated on the date of grant based on the market price of the stock and is amortized to compensation expense on a straight line basis over the related vesting periods, which are generally 3 years. Awards to employees eligible for retirement prior to the award becoming fully vested are amortized to compensation expense from the grant date through the date that the employee is no longer required to provide service to earn the award. Performance share awardees receive share equivalents for dividends earned during the vesting period, upon vesting.

As of June 30, 2026, there was $7 in unrecognized compensation cost related to non-vested performance shares that is expected to be recognized over a remaining weighted-average performance period of 2 years. The weighted-average grant-date fair value of awards granted was $124.51, $162.85 and $140.39 per share for fiscal years 2026, 2025 and 2024, respectively.

A summary of the status of the Company's performance share awards is presented below:

	Number of Shares (In thousands)	Weighted-Average Grant Date Fair Value per Share
Performance share awards as of June 30, 2025	613	$ 153
Granted	325	125
Distributed	(106)	142
Forfeited	(25)	133
Performance share awards as of June 30, 2026	807	143
Performance shares vested and deferred as of June 30, 2026	230	$ 157

The non-vested performance shares outstanding as of June 30, 2026 and 2025 were 577,000 and 464,000, respectively, and the weighted average grant date fair value was $138.02 and $148.45 per share, respectively. During fiscal year 2026, 185,000 shares vested. The total fair value of shares vested was $26, $22 and $12 during fiscal years 2026, 2025 and 2024, respectively. Upon vesting, the recipients of the grants receive the distribution as shares or, if previously elected by eligible recipients, as deferred stock. Deferred shares continue to accrue dividends, which are also deferred.

Deferred Stock Units for Nonemployee Directors

Nonemployee directors receive annual grants of deferred stock units under the Company's director compensation program and can elect to receive all or a portion of their annual retainers and fees in the form of deferred stock units. The deferred stock units accrue dividend distributions, which are reinvested as deferred stock units, and are recognized at their fair value on the date of grant. Each deferred stock unit represents the right to receive one share of the Company's common stock following the completion of a director's service.

During fiscal year 2026, the Company granted 24,000 deferred stock units, reinvested dividends of 5,000 units and distributed 19,000 shares, which had a weighted-average fair value on the grant date of $102.58, $108.92 and $141.42 per share, respectively. As of June 30, 2026, 121,000 units were outstanding, which had a weighted-average fair value on the grant date of $140.32 per share.

NOTE 19. OTHER (INCOME) EXPENSE, NET

The major components of Other (income) expense, net, for the fiscal years ended June 30 were:

	2026	2025	2024
Amortization of trademarks and other intangible assets	$ 27	$ 21	$ 29
Trust investment (gains) losses, net	(25)	(18)	(20)
Net periodic benefit cost	4	2	14
Foreign exchange transaction (gains) losses, net [1]	4	2	25
Income from equity investees	(3)	(4)	(5)
Interest income	(8)	(9)	(23)
Restructuring costs [2]	—	—	16
Gain on sale-leaseback transaction	—	—	(16)
Cyberattack insurance recoveries [3]	—	(65)	—
Other	(7)	(15)	4
Total	$ (8)	$ (86)	$ 24

(1) Fiscal year 2024 foreign exchange losses were primarily related to the Company's operations in Argentina, prior to the divestiture.

(2) Restructuring costs related to the Company's streamlined operating model (see Note 5).

(3) Insurance recoveries related to the August 2023 cyberattack (see Note 4).

NOTE 20. INCOME TAXES

The provision for income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2026	2025	2024
Current:			
Federal	$ 40	$ 165	$ 132
State	11	39	18
Foreign	58	68	56
Total current	$ 109	$ 272	$ 206
Deferred:			
Federal	71	(17)	(99)
State	11	(2)	(5)
Foreign	(1)	1	4
Total deferred	81	(18)	(100)
Total	$ 190	$ 254	$ 106

The summary of income taxes paid, net of refunds, by tax jurisdiction, is as follows for the fiscal year ended June 30:

	2026
U.S. Federal	$ 13
U.S. state and local:	
California	7
Other	11
Foreign:	
Canada	37
Ireland	11
Saudi Arabia	10
Other	15
Total income taxes paid, net of refunds	$ 104

Income taxes paid, net of refunds, were $264 and $347 for the fiscal years ended June 30, 2025 and 2024, respectively. The higher tax payments in fiscal year 2024 were primarily driven by payments of fiscal year 2023 income taxes in fiscal year 2024 that were previously deferred as a result of the relief provided by the IRS announced in January 2023 due to winter storms in California. The lower tax payments in fiscal year 2026 were driven by accelerated tax deductions under The One Big Beautiful Bill Act (OBBBA).

The components of Earnings before income taxes, by tax jurisdiction, consisted of the following for the fiscal years ended June 30:

	2026	2025	2024
United States	$ 629	$ 886	$ 311
Foreign	162	192	87
Total	$ 791	$ 1,078	$ 398

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate on operations follows for the fiscal years ended June 30:

	2026	
	Amount	Percent
Statutory federal tax rate	$ 166	21.0 %
State income taxes, net of federal benefit [1]	18	2.3
Foreign tax effects:		
Puerto Rico		
Expired tax credit carryforwards	30	3.8
Change in valuation allowance	(30)	(3.8)
Other	14	1.8
Effect of changes in tax laws or rates enacted in the current period	—	—
Effect of cross-border tax laws	(5)	(0.6)
Tax credits:		
Foreign tax credits	(9)	(1.1)
Other tax credits	(3)	(0.4)
Changes in valuation allowances	(6)	(0.8)
Nontaxable or nondeductible items	8	1.0
Changes in unrecognized tax benefits	3	0.4
Other	4	0.4
Effective tax rate	$ 190	24.0 %

[1] State taxes in California, Illinois, New Jersey and Texas for FY26 made up the majority (greater than 50%) of the tax effect in this category.

	2025	2024
Statutory federal tax rate	21.0 %	21.0 %
State taxes (net of federal tax benefits)	2.7	2.5
Foreign tax rate differential	2.6	7.7
Federal excess tax benefits	(0.3)	(0.3)
Net U.S tax on foreign income	(0.5)	(5.2)
Loss on divestiture	2.3	10.5
International legal entity reorganization	(1.1)	(6.1)
Federal research and development credits	(0.5)	(1.2)
Other differences	(2.6)	(2.4)
Effective tax rate	23.6 %	26.5 %

The OBBBA was enacted in the United States on July 4, 2025. This legislation includes provisions that allow accelerated tax deductions for acquisitions of qualified property and for research expenses. It also modified the U.S. taxation of certain earnings associated with international business. The Company assessed the provisions of the OBBBA and determined the corporate tax changes did not have a material impact on the effective tax rate in future periods. The OBBBA's provisions for accelerated tax deductions has changed the timing of cash tax payments in the current fiscal year and future periods.

Foreign withholding taxes are provided on unremitted foreign earnings that are not indefinitely reinvested at the time the earnings are generated. The Company regularly reviews and assesses whether there are any changes to its indefinite reinvestment assertion. None of the undistributed earnings of its foreign subsidiaries were indefinitely reinvested. As a result, the Company is providing foreign withholding taxes on the undistributed earnings of all foreign subsidiaries where applicable. These withholding taxes had no significant impact on the Company's consolidated results.

The components of net deferred tax assets (liabilities) as of June 30 are shown below:

	2026	2025
Deferred tax assets:		
Compensation and benefit programs	$ 95	$ 105
Loss and tax credit carryforwards	177	208
Operating and finance lease liabilities	130	106
Accruals and reserves	34	27
Capitalized research and development	31	63
Other	29	51
	496	560
Valuation allowance	(132)	(166)
Total deferred tax assets	$ 364	$ 394
Deferred tax liabilities:		
Property, plant and equipment and intangible assets	$ (140)	$ (115)
Lease right-of-use assets	(119)	(95)
Other	(39)	(37)
Total deferred tax liabilities	(298)	(247)
Net deferred tax assets (liabilities)	$ 66	$ 147

The net deferred tax assets and liabilities included in the consolidated balance sheet at June 30 were as follows:

	2026	2025
Net deferred tax assets [(1)]	$ 83	$ 167
Net deferred tax liabilities	(17)	(20)
Net deferred tax assets (liabilities)	$ 66	$ 147

[(1)] Net deferred tax assets are recorded in Other assets.

The Company reviews its deferred tax assets for recoverability on a quarterly basis. A valuation allowance is established when the Company believes that it is more likely than not that some portion of its deferred tax assets will not be realized. Valuation allowances have been provided to reduce deferred tax assets to amounts considered recoverable.

Changes in the valuation allowance on deferred tax assets were as follows for the fiscal years ended June 30:

	2026	2025	2024
Valuation allowance at beginning of year	$ (166)	$ (115)	$ (59)
Net decrease/(increase) for U.S. capital loss carryforwards	6	(62)	(46)
Net decrease/(increase) for other foreign deferred tax assets	—	1	(2)
Net decrease/(increase) for foreign and U.S. net operating loss carryforwards and tax credits	28	10	(8)
Valuation allowance at end of year	$ (132)	$ (166)	$ (115)

The Company's carryforwards for capital losses, net operating losses, and tax credits, with related valuation allowances were as follows as of June 30:

	2026			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Federal capital loss	$ 95	$ (92)	$ 3	2029 - 2030
State capital loss	10	(10)	—	2029 - 2030
Capital losses in U.S. jurisdictions	105	(102)	3	
Net operating losses:				
U.S. jurisdictions	3	(2)	1	2031 - 2038
U.S. jurisdictions (with no expiration)	4	(3)	1	N/A
Foreign jurisdictions	12	(10)	2	2027 - 2040
Foreign jurisdictions (with no expiration)	9	—	9	N/A
Total net operating losses	28	(15)	13	
Income tax credits:				
U.S. jurisdictions	33	—	33	2027 - 2035
U.S. jurisdictions (with no expiration)	1	—	1	N/A
Foreign jurisdictions (with no expiration)	10	(9)	1	N/A
Total income tax credits	44	(9)	35	
Total carryforwards	$ 177	$ (126)	$ 51	

	2025			
	Carryforwards	Valuation Allowances	Net Carryforwards	Fiscal Year Expiring
Federal capital loss	$ 98	$ (98)	$ —	2029 - 2030
State capital loss	10	(10)	—	2029 - 2030
Capital losses in U.S. jurisdictions	108	(108)	—	
Net operating losses:				
U.S. jurisdictions	2	(2)	—	2031 - 2038
U.S. jurisdictions (with no expiration)	4	(3)	1	N/A
Foreign jurisdictions	16	(12)	4	2026 - 2039
Foreign jurisdictions (with no expiration)	7	—	7	N/A
Total net operating losses	29	(17)	12	
Income tax credits:				
U.S. jurisdictions	33	—	33	2026 - 2035
U.S. jurisdictions (with no expiration)	2	—	2	N/A
Foreign jurisdictions	30	(30)	—	2026
Foreign jurisdictions (with no expiration)	6	(5)	1	N/A
Total income tax credits	71	(35)	36	
Total carryforwards	$ 208	$ (160)	$ 48	

The Company files income tax returns in the U.S. federal and various state, local and foreign jurisdictions. The federal statute of limitations has expired for all tax years through June 30, 2022. Various income tax returns in state and foreign jurisdictions are currently in the process of examination.

The Company recognizes interest and penalties related to uncertain tax positions as a component of income tax expense. As of June 30, 2026 and 2025, the total balance of accrued interest and penalties related to uncertain tax positions was $6 and $4, respectively. Interest and penalties related to uncertain tax positions included in income tax expense resulted in an expense of $1 in each of fiscal years 2026, 2025, and 2024.

The following is a reconciliation of the beginning and ending amounts of the Company's gross unrecognized tax benefits for the fiscal years ended June 30:

	2026	2025	2024
Unrecognized tax benefits at beginning of year	$ 27	$ 22	$ 17
Gross increases - tax positions in prior periods	3	3	—
Gross decreases - tax positions in prior periods	(3)	(1)	(4)
Gross increases - current period tax positions	5	3	9
Unrecognized tax benefits at end of year	$ 32	$ 27	$ 22

Included in the balance of unrecognized tax benefits as of June 30, 2026, 2025 and 2024, were potential benefits of $25, $20 and $15, respectively, which if recognized, would affect the effective tax rate.

NOTE 21. EMPLOYEE BENEFIT PLANS

Retirement Income Plans

The Company maintains various retirement income plans for eligible domestic and international employees. The remaining domestic retirement income plans are frozen. The Company contributed $12, $13 and $14 to its domestic retirement income plans during fiscal years 2026, 2025 and 2024, respectively. The Company's funding policy is to contribute amounts sufficient to meet benefit payments.

In the second quarter of fiscal year 2024, the Company settled plan benefits of its domestic qualified pension plan (the Plan) and recorded a one-time noncash charge, net of curtailment gain, of $171 before taxes ($130 after tax) in the Company's consolidated statements of earnings and comprehensive income. Following settlement, remaining excess plan assets of $3 and $19 were contributed to the Company's domestic defined contribution plan during fiscal years 2025, and 2024, respectively.

Retirement Health Care Plans

The Company provides certain health care benefits for employees who meet age, participation and length of service requirements at retirement. The plans pay stated percentages of covered expenses after annual deductibles have been met or stated reimbursements up to a specified dollar subsidy amount. Benefits paid take into consideration payments by Medicare for the domestic plan. The plans are funded as claims are paid, and the Company has the right to modify or terminate certain plans.

Benefit Obligation and Funded Status

Summarized information for the Company's retirement income and retirement health care plans as of and for the fiscal years ended June 30 is as follows:

	Retirement Income		Retirement Health Care	
	2026	2025	2026	2025
Change in benefit obligations:				
Benefit obligation as of beginning of year	$ 117	$ 123	$ 17	$ 19
Service cost	1	1	—	—
Interest cost	6	6	1	1
Actuarial loss (gain)	4	2	(2)	(2)
Plan settlement	—	—	—	—
Benefits paid	(15)	(16)	(2)	(1)
Translation and other adjustments	—	1	—	—
Benefit obligation as of end of year	$ 113	117	$ 14	$ 17
Change in plan assets:				
Fair value of assets as of beginning of year	$ 27	$ 25	$ —	$ —
Actual return on plan assets	5	3	—	—
Employer contributions	13	15	1	1
Plan Settlement	—	—	—	—
Benefits paid	(15)	(16)	(1)	(1)
Fair value of plan assets as of end of year	29	27	—	—
Accrued benefit cost, net funded status	$ (84)	$ (90)	$ (14)	$ (17)
Amount recognized in the balance sheets consists of:				
Non-current pension benefit assets	$ 12	$ 9	$ —	$ —
Current accrued benefit liability	(12)	(12)	(2)	(2)
Non-current accrued benefit liability	(84)	(87)	(12)	(15)
Accrued benefit cost, net	$ (84)	(90)	(14)	(17)

For the retirement income plans, the benefit obligation is the projected benefit obligation (PBO). For the retirement health care plan, the benefit obligation is the accumulated benefit obligation (ABO).

The ABO for all retirement income plans was $111, $115 and $105 as of June 30, 2026, 2025 and 2024, respectively.

Retirement income plans with ABO or PBO in excess of plan assets as of June 30 were as follows:

	ABO Exceeds the Fair Value of Plan Assets		PBO Exceeds the Fair Value of Plan Assets	
	2026	2025	2026	2025
Projected benefit obligation	$ 96	$ 98	$ 97	$ 100
Accumulated benefit obligation	95	97	95	98
Fair value of plan assets	—	—	1	2

Net Periodic Benefit Cost

The net cost of the retirement income and health care plans for the fiscal years ended June 30 included the following components:

	Retirement Income			Retirement Health Care		
	2026	2025	2024	2026	2025	2024
Service cost	$ 1	$ 1	$ 1	$ —	$ —	$ —
Interest cost	6	6	12	1	1	1
Expected return on plan assets	(1)	(1)	(2)	—	—	—
Amortization of unrecognized items	—	—	3	(2)	(2)	(2)
Curtailment gain recognized	—	—	(6)	—	—	—
Settlement loss recognized	—	(2)	179	—	—	—
Total	$ 6	$ 4	$ 187	$ (1)	$ (1)	$ (1)

The service cost component of the net periodic benefit cost is reflected in employee benefit costs. All other components of net periodic benefit cost, except for the net settlement loss recognized in relation to the settlement of the Plan recognized in the second quarter of fiscal year 2024, are reflected in Other (income) expense, net.

Items not yet recognized as a component of postretirement expense as of June 30, 2026 consisted of:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain)	$ 19	$ (14)
Prior service benefit	—	(4)
Net deferred income tax (assets) liabilities	(4)	4
Accumulated other comprehensive loss (income)	$ 15	$ (14)

Net actuarial loss (gain) recorded in Accumulated other comprehensive net (loss) income for the fiscal year ended June 30, 2026 included the following:

	Retirement Income	Retirement Health Care
Net actuarial loss (gain) as of beginning of year	$ 19	$ (14)
Amortization, curtailment, and settlement during the year	—	2
Loss (gain) during the year	—	(2)
Net actuarial loss (gain) as of end of year	$ 19	$ (14)

The Company uses the straight-line amortization method for unrecognized prior service costs and benefits.

Assumptions

Weighted-average assumptions used to estimate the actuarial present value of benefit obligations were as follows as of June 30:

	Retirement Income		Retirement Health Care	
	2026	2025	2026	2025
Discount rate	5.43 %	5.41 %	5.05 %	5.28 %
Rate of compensation increase	3.27 %	3.32 %	n/a	n/a
Interest crediting rate	6.00 %	5.90 %	n/a	n/a

Weighted-average assumptions used to estimate the retirement income and retirement health care costs were as follows as of June 30:

	Retirement Income		
	2026	2025	2024
Discount rate	5.41 %	5.52 %	4.63 %
Rate of compensation increase	3.32 %	3.23 %	3.20 %
Expected return on plan assets	5.49 %	5.69 %	3.39 %
Interest crediting rate	5.90 %	5.40 %	2.69 %
	Retirement Health Care		
	2026	**2025**	**2024**
Discount rate	5.28 %	5.38 %	5.10 %

The expected long-term rate of return assumption is based on prospective returns according to the fund's current target asset allocation.

The actuarial benefit obligation gain during fiscal years 2026 and 2025 was primarily driven by lower participation rate assumed for the retirement health plans.

Expected Benefit Payments

Expected benefit payments for the Company's retirement income and retirement health care plans as of June 30, 2026, were as follows:

	Retirement Income	Retirement Health Care
2027	$ 13	$ 2
2028	13	1
2029	13	1
2030	13	1
2031	10	1
Fiscal years 2032 through 2036	41	5

Expected benefit payments are based on the same assumptions used to measure the benefit obligations and include estimated future employee service.

Plan Assets

The weighted average target allocation and asset allocations by asset category as of June 30, 2026, are as follows:

	% Target Allocation	% of Plan Assets
Equity Investment	67 %	67 %
Fixed income	19 %	19 %
Others	14 %	14 %
Total	100 %	100 %

The target asset allocations are determined based on the optimal balance between risk and return and, at times, are adjusted to achieve the respective plan's overall investment objective to generate sufficient resources to pay current and projected plan obligations over the life of the plans.

The following table sets forth the retirement income plans' assets carried at fair value as of June 30:

	2026	2025
Cash equivalents — Level 1	$ —	$ —
Total assets in the fair value hierarchy	—	—
Common collective trusts measured at net asset value		
Bond funds	$ 5	$ 6
International equity funds	20	17
Real estate fund	2	2
Other	2	2
Total common collective trust measured at net asset value	$ 29	$ 27
Total assets at fair value	$ 29	$ 27

Common collective trust funds are not publicly traded and were valued at a net asset value unit price determined by the portfolio's sponsor based on the fair value of underlying assets held by the common collective trust fund on June 30, 2026 and 2025.

The common collective trusts are invested in various trusts that attempt to achieve their investment objectives by investing primarily in other collective investment funds that have characteristics consistent with each trust's overall investment objective and strategy.

Defined Contribution Plans

The Company has various defined contribution plans for eligible domestic and international employees. The aggregate cost of the domestic defined contribution plans was $57, $57 and $63 in fiscal years 2026, 2025 and 2024, respectively. The aggregate cost of the international defined contribution plans was $4, $4 and $5 for the fiscal years ended June 30, 2026, 2025 and 2024, respectively.

NOTE 22. SEGMENT REPORTING

The Company operates through strategic business units (SBUs) that are organized into the Company's operating segments. Operating segments with shared economic and qualitative characteristics are aggregated into four reportable segments: Health and Wellness, Household, Lifestyle and International. Operating segments not aggregated into a reportable segment are reflected in Corporate and Other. The four reportable segments consist of the following:

- *Health and Wellness* consists of cleaning, disinfecting, sanitizing and professional products marketed and sold in the United States.
- *Household* consists of bags and wraps, cat litter and grilling products marketed and sold in the United States.
- *Lifestyle* consists of food, water-filtration and natural personal care products marketed and sold in the United States.
- *International* consists of products sold outside the United States. Products within this segment include laundry additives and home care products primarily marketed under the Clorox, Poett, Pine-Sol, Clorinda and Chux brands; bags and wraps under the Glad brand; cat litter primarily marketed under the Ever Clean and Fresh Step brands and water-filtration products marketed under the Brita brand.

Corporate and Other includes certain non-allocated administrative and other costs, various other non-operating income and expenses, as well as the results of the Better Health VMS business, through the date of divestiture. Assets in Corporate and Other include cash and cash equivalents, prepaid expenses and other current assets, property and equipment, operating lease right-of-use assets, other long-term assets and deferred taxes, as well as the assets related to the Better Health VMS business, through the date of divestiture.

The principal measure of segment profitability used by the Chief Operating Decision Maker (CODM), identified as the Company's Chair and Chief Executive Officer, is segment adjusted earnings (losses) before interest and income taxes (segment adjusted EBIT). Segment adjusted EBIT is defined as earnings (losses) before income taxes excluding interest income, interest expense and other significant items that are nonrecurring or unusual (such as the pension settlement charge, incremental costs and insurance recoveries relating to the August 2023 cyberattack, asset impairments, charges related to the streamlined operating model, charges related to the digital capabilities and productivity enhancements investment, significant losses/(gains) related to acquisitions / divestitures and other nonrecurring or unusual items impacting comparability).

The CODM uses this measure to assess the operating results and performance of its segments, monitor actual results as compared to plan, perform analytical comparisons, identify strategies to improve performance and allocate resources to each segment as it removes the impact of the items that management believes do not directly reflect the performance of each segment's underlying operations.

Net sales by segment and a reconciliation to the Company's consolidated net sales for the fiscal years ended June 30:

	Net Sales		
	Fiscal year		
	2026	2025	2024
Health and Wellness	$ 2,697	$ 2,697	$ 2,485
Household	1,787	2,001	1,950
Lifestyle	1,123	1,303	1,275
International	1,113	1,065	1,162
Reportable segment total	6,720	7,066	6,872
Corporate and Other	—	38	221
Total	$ 6,720	$ 7,104	$ 7,093

Segment adjusted EBIT, including the significant segment expense provided to the CODM, and a reconciliation to earnings (losses) before income taxes for the fiscal years ended June 30:

	Segment adjusted earnings (losses) before interest and income taxes				
	Fiscal Year 2026				
	Health and Wellness	Household	Lifestyle	International	Total
Net sales	$ 2,697	$ 1,787	$ 1,123	$ 1,113	
Cost of products sold	1,390	1,208	584	708	
Other segment items [1]	629	387	331	292	
Segment adjusted EBIT	$ 678	$ 192	$ 208	$ 113	$ 1,191
Corporate and Other					(161)
Interest income					8
Interest expense					(130)
Acquisition and integration costs [2]					(58)
Digital capabilities and productivity enhancements investment [3]					(59)
Earnings (losses) before income taxes					$ 791

[1] Other segment items includes selling, general and administrative expenses, advertising costs, research and development costs and other income and expenses. The charges defined in segment adjusted EBIT above are excluded from other segment items and Corporate and Other.

[2] Represents expenses related to the Company's acquisition and integration of GOJO corresponding to Health and Wellness and Corporate and Other. As a result of this transaction, various acquisition and integration-related costs related to the acquisition and efforts to integrate the recently acquired business to the Company's systems and processes were and will be incurred. These costs include inventory step-up charges representing expense recognition of fair value adjustments in excess of the historical cost basis of inventory obtained through the acquisition, as well as direct acquisition transaction costs and legal-entity, operational, manufacturing, and information technology integration costs.

[3] Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

	Segment adjusted earnings (losses) before interest and income taxes				
	Fiscal Year 2025				
	Health and Wellness	Household	Lifestyle	International	Total
Net sales	$ 2,697	$ 2,001	$ 1,303	$ 1,065	
Cost of products sold	1,273	1,277	648	668	
Other segment items [1]	584	399	365	287	
Segment adjusted EBIT	$ 840	$ 325	$ 290	$ 110	$ 1,565
Corporate and Other					(249)
Interest income					9
Interest expense					(88)
Loss on divestiture [2]					(118)
Cyberattack costs, net of insurance recoveries [3]					70
Digital capabilities and productivity enhancements investment [4]					(111)
Earnings (losses) before income taxes					$ 1,078

[1] Other segment items includes selling, general and administrative expenses, advertising costs, research and development costs and other income and expenses. The charges defined in segment adjusted EBIT above are excluded from other segment items and Corporate and Other.

[2] Represents the loss on divestiture of the Better Health VMS business corresponding to Corporate and Other. See Note 3 for further discussion.

[3] Represents insurance recoveries related to the cyberattack corresponding to Corporate and Other. See Note 4 for further discussion.

[4] Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

	Segment adjusted earnings (losses) before interest and income taxes				
	Fiscal Year 2024				
	Health and Wellness	Household	Lifestyle	International	Total
Net sales	$ 2,485	$ 1,950	$ 1,275	$ 1,162	
Cost of products sold	1,211	1,276	644	743	
Other segment items [1]	555	414	378	297	
Segment adjusted EBIT	$ 719	$ 260	$ 253	$ 122	$ 1,354
Corporate and Other					(309)
Interest income					23
Interest expense					(90)
Loss on divestiture [2]					(240)
Pension settlement charge [3]					(171)
Cyberattack costs, net of insurance recoveries [4]					(29)
Streamlined operating model [5]					(32)
Digital capabilities and productivity enhancements investment [6]					(108)
Earnings (losses) before income taxes					$ 398

[1] Other segment items includes selling, general and administrative expenses, advertising costs, research and development costs and other income and expenses. The charges defined in segment adjusted EBIT above are excluded from other segment items and Corporate and Other.

[2] Represents the loss on divestiture of the Argentina business corresponding to International. See Note 3 for further discussion.

[3] Represents costs related to the settlement of the domestic qualified pension plan corresponding to Corporate and Other. See Note 21 for further discussion.

(4) Represents incremental costs, net of insurance recoveries related to the cyberattack. All insurance recoveries are recorded in Corporate and Other. See Note 4 for additional details relating to the cyberattack. For informational purposes, the following table provides the approximate cyberattack costs, net of insurance recoveries, corresponding to the Company's segments as a percentage of total net costs:

	2024
Health and Wellness	30 %
Household	24
Lifestyle	23
International	8
Corporate and Other	15
Total	100 %

(5) Represents restructuring and related implementation costs, net for the streamlined operating model. For informational purposes the following table provides the approximate restructuring and related implementation costs, net corresponding to the Company's segments as a percent of the total costs:

		Inception to date ended
	2024	2024
Health and Wellness	3 %	5 %
Household	2 %	2 %
Lifestyle	— %	2 %
International	4 %	11 %
Corporate and Other	91 %	80 %
Total	100 %	100 %

(6) Represents expenses related to the Company's digital capabilities and productivity enhancements investment corresponding to Corporate and Other.

Certain other segment disclosures were as follows:

	Fiscal Year	Health and Wellness	Household	Lifestyle	International	Corporate and Other	Total Company
(Income) Loss from equity investees included in Other (income) expense, net	2026	—	—	—	(3)	—	(3)
	2025	—	—	—	(4)	—	(4)
	2024	—	—	—	(5)	—	(5)
Total assets	2026	3,615	1,072	1,128	1,316	663	7,794
	2025	1,217	1,091	1,103	1,329	821	5,561
Capital expenditures	2026	60	75	33	30	9	207
	2025	66	78	37	26	13	220
	2024	47	84	36	21	24	212
Depreciation and amortization	2026	79	85	27	43	13	247
	2025	58	81	25	42	13	219
	2024	58	77	24	45	31	235
Significant noncash charges included in earnings (losses) before interest and income taxes:							
Stock-based compensation	2026	16	11	8	6	7	48
	2025	16	12	8	6	39	81
	2024	14	11	8	6	35	74

All intersegment sales are eliminated and are not included in the Company’s reportable net sales.

Net sales to the Company’s largest customer, Walmart Stores, Inc. and its affiliates, were 26%, 27% and 25% of consolidated net sales for each of the fiscal years ended June 30, 2026, 2025 and 2024, respectively, and occurred across all of the

Company's reportable segments. No other customers accounted for 10% or more of the Company's consolidated net sales in any of these fiscal years.

The following table provides Net sales as a percentage of the Company's consolidated net sales, disaggregated by operating segment, for the fiscal years ended June 30:

	2026	2025	2024
Cleaning	32 %	33 %	30 %
Professional Products [1]	8 %	5 %	5 %
Health and Wellness	**40 %**	**38 %**	**35 %**
Bags and Wraps	11 %	11 %	11 %
Cat Litter	8 %	9 %	9 %
Grilling	7 %	8 %	8 %
Household	**26 %**	**28 %**	**28 %**
Food	10 %	11 %	11 %
Water Filtration	4 %	4 %	4 %
Natural Personal Care	3 %	3 %	3 %
Lifestyle	**17 %**	**18 %**	**18 %**
International	**17 %**	**15 %**	**16 %**
Corporate and Other	**— %**	**1 %**	**3 %**
Total	**100 %**	**100 %**	**100 %**

[1] Professional Products includes GOJO results after the acquisition date.The GOJO acquisition was completed in the fourth quarter of fiscal year 2026. Refer to Note 2 for details.

The Company's products are marketed and sold globally. The following table provides the Company's global product lines, which were sold in the U.S. and International, that accounted for 10% or more of consolidated net sales for the fiscal years ended June 30:

	2026	2025	2024
Cleaning products	44 %	44 %	43 %
Bags and wraps	15 %	15 %	15 %
Food products	11 %	12 %	11 %
Cat litter products	10 %	10 %	10 %

Net sales and property, plant and equipment, net, by geographic area for and as of the fiscal years ended June 30 were as follows:

	Fiscal Year	United States	Foreign	Total Company
Net sales	2026	$ 5,629	$ 1,091	$ 6,720
	2025	6,080	1,024	7,104
	2024	5,956	1,137	7,093
Property, plant and equipment, net	2026	1,368	144	1,512
	2025	1,132	135	1,267

NOTE 23. RELATED PARTY TRANSACTIONS

The Company holds various equity investments with ownership percentages of up to 50% in a number of consumer products businesses, which operate both within and outside the United States. The equity investments, presented in Other assets and accounted for under the equity method, were $48 and $47 as of the fiscal years ended June 30, 2026 and 2025, respectively. The Company has no ongoing capital commitments, loan requirements, guarantees or any other types of arrangements under the terms of its agreements that would require material future cash contributions or disbursements arising out of an equity investment.

Transactions with the Company's equity investees typically represent payments for contract manufacturing and purchases of raw materials. Payments to related parties, including equity investees, for such transactions during the fiscal years ended

June 30, 2026, 2025 and 2024 were $63, $78 and $77, respectively. Receipts from and ending accounts receivable and payable balances related to the Company's related parties were not significant during or as of the end of each of the fiscal years presented.

Exhibit 99.2

THE CLOROX COMPANY
RECONCILIATION OF ECONOMIC PROFIT (UNAUDITED) [1]

Dollars in millions	FY26	FY25	FY24
Earnings before income taxes	$ 791	$ 1,078	398
Add back:			
Certain U.S. GAAP items [2]	117	159	580
Interest expense	130	88	90
Earnings before income taxes, certain U.S. GAAP items and interest expense	1,038	1,325	1,068
Less:			
Income taxes on earnings before income taxes, certain U.S. GAAP items and interest expense [3]	249	284	215
Adjusted after tax profit	789	1,041	853
Less: After tax profit attributable to noncontrolling interests	14	14	12
Adjusted after tax profit attributable to Clorox	775	1,027	841
Average capital employed [4]	4,202	3,009	2,978
Less: Capital charge [5]	378	271	$ 268
Economic profit [1] (Adjusted after tax profit attributable to Clorox less capital charge)	$ 397	$ 756	$ 573

(1) Economic profit (EP) is defined by the Company as earnings before income taxes, excluding certain U.S. GAAP items (such as the pension settlement charge, incremental costs and insurance recoveries related to the August 2023 cyberattack, asset impairments, charges related to implementation of the streamlined operating model, charges related to digital capabilities and productivity enhancements investment, transaction and integration costs related to acquisitions, significant losses related to divestitures and other nonrecurring or unusual items impacting comparability) and interest expense; less income taxes (calculated based on the Company's effective tax rate excluding the identified U.S. GAAP items), and less after tax profit attributable to noncontrolling interests, and less a capital charge (calculated as average capital employed multiplied by a cost of capital rate). EP is a key financial metric that the Company's management uses to evaluate business performance and allocate resources, and is a component in determining employee incentive compensation. The Company's management believes EP provides additional perspective to investors about financial returns generated by the business and represents profit generated over and above the cost of capital used by the business to generate that profit.

(2) Certain U.S. GAAP items include the loss on divestitures, the pension settlement charge, incremental costs and insurance recoveries related to the August 2023 cyberattack, incremental operating expenses related to the implementation of the Company's digital capabilities and productivity enhancements investment, restructuring and related costs related to implementation of the streamlined operating model and noncash impairment charges related to the Better Health Vitamins, Minerals and Supplements (Better Heath VMS) business. Refer to "Management's Discussion and Analysis: Summary of Non-GAAP Financial Measures" in Exhibit 99.1 for detail on the U.S. GAAP charges.

(3) The tax rate applied is the effective tax rate before the identified U.S. GAAP items and was 24.0%, 21.4%, and 20.1% in fiscal years 2026, 2025, and 2024, respectively. There is no significant difference between the fiscal year 2026 effective tax rate on earnings of 24.0%. The difference between the fiscal year 2025 effective tax rate on earnings of 23.6% is due to the tax rate impact of the FY25 divestiture of the Better Health VMS business, August 2023 cyberattack insurance recoveries, and incremental operating expenses recorded related to the implementation of the Company's digital capabilities and productivity enhancements investment of (2.3)%, (0.1)%, and 0.2%, respectively. The difference between the fiscal year 2024 effective tax rate on earnings of 26.5% is due to the tax rate impact of the FY24 divestiture of the Argentina business, the pension settlement charge, incremental operating expenses recorded related to the implementation of the Company's digital capabilities and productivity enhancements investment, incremental August 2023 cyberattack costs, net of insurance recoveries, and costs related to the streamlined operating model of (8.6)%, 0.9%, 0.9%, 0.2%, and 0.2%, respectively.

(4) Total capital employed represents total assets less non-interest bearing liabilities. Adjusted capital employed represents total capital employed adjusted to add back current year after tax U.S. GAAP items, as applicable, and deduct the current year after tax noncash, nonrecurring gain. Average capital employed is the average of adjusted capital employed for the current year and total capital employed for the prior year, based on year-end balances. See below for details of the average capital employed calculation.

(5) Capital charge represents average capital employed multiplied by a cost of capital, which was 9% for all fiscal years presented. The calculation of capital charge includes the impact of rounding numbers.

Dollars in millions	**FY26**	**FY25**	**FY24**
Total assets	$ 7,794	$ 5,561	$ 5,751
Less:			
Accounts payable and accrued liabilities [6]	1,584	1,813	1,473
Current operating lease liabilities	86	87	84
Income taxes payable	—	—	—
Long-term operating lease liabilities	366	305	334
Other liabilities [6]	343	330	827
Deferred income taxes	17	20	22
Non-interest bearing liabilities	2,396	2,555	2,740
Total capital employed [4]	5,398	3,006	3,011
After tax certain U.S. GAAP items [2]	—	—	—
Adjusted capital employed [4]	$ 5,398	$ 3,006	$ 3,011
Average capital employed	$ 4,202	$ 3,009	$ 2,978

(6) Accounts payable and accrued liabilities and Other liabilities are adjusted to exclude interest-bearing liabilities.