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### Definition of In-Scope Work

The following activities are included in the SOW for the projects above

#### **OVERALL**

##### **Overall responsibility**

Inspire and develop thought leadership for the Clorox brands in the international markets, both in the short term (FY'22) and long-term (+2022) vision.

- Establish an operating model across FCB international offices that drives consistency, accountability, and executional excellence across Clorox International
- Create a team and process of visionaries that uses data, insight and creativity to unlock paths to growth, recognition and success

##### **Knowledge Transfer**

- Share key stakeholder reporting structure and approval process
- Immersion on Clorox business and brands with key constituents (Int'l Team, Latam SBU, and AMEA SBU)

##### **Business / Category Understanding**

- As part of BE in the case of Latin America, and explicitly in the Competitive Reporting for AMEA, on-going competitive intelligence to include:
  - Trend POVs and other miscellaneous requests for competitive spots and/or intelligence.

#### **ADVERTISING DELIVERABLES**

##### **Account Management**

- Manage overall client relationship
- Coordinate meetings and status calls
- Keep contact client updated with project status documents and meetings, at a cadence to be aligned with client
- Management of internal resources and processes to meet timelines on projects
- Coordinate work within each market and across international markets
- Coordinate meetings, calls and the work flow with the client's Media, and activation agencies. Conduct After Action reviews at the conclusion of a Fresh or Next Generation projects to assess process, strategy and creative product, to use those learnings for future projects
- Monthly budget report
- Quarterly hours report (planned hrs. vs real hrs)

##### **Strategic Planning**

- Provide thought leadership on consumer and market trends across the International region.
- Develop and present creative strategy for projects in SOW, leveraging cross- country level insights, and in collaboration with our partner media and activation agencies.
- Serve as consultant with client on research needs (tools, best practices, defining research priorities and goals)

##### **Creative for Scope of Work**

- Provide thought leadership on creative trends for the relevant International markets
- Develop and present creative work based on the markets and deliverables defined by projects
- Adapt creative work for the different markets involved in a project



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- Participate in production process for quality assurance

Production (Broadcast and Print) - (if executed through agency)

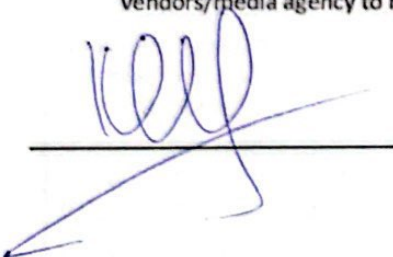
- Coordinate and manage production process across markets
- Bid, negotiate and estimate production budgets for creative assets, based on client provided budgets
- Talent right management
- Supervise production and postproductions
- Archive creative assets
- Produce a completion report for each project

Deliverables: All digital initiatives must contain:

- b) Digital strategy/digital research
- c) Digital Idea
- d) Collaboration with the media agency
- e) Production
- f) Digital Tool Kit
- g) Measurement report –frequency aligned at kick off meeting

Mandatory Resources for all Digital Initiatives:

- 1) Must have Digital Strategist and Digital/360 Creative leading on all digital work.
- 2) Must have a Digital Producer who provides timings plans, moves the project forward, and speaks to vendors/media agency to make sure what's being proposed is feasible.



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**Exhibit B**

<b>Cost Definitions</b>	
1)	"Direct Benefit Cost" means, for a Direct Department Employee, the following benefits paid to or on behalf of such Direct Department Employee during the applicable period: the costs for social security taxes, payroll taxes, insurance, health benefit expenses, retirement plan expenses, discretionary bonus, and profit sharing.
2)	"Direct Salary Cost" means, for a Direct Department Employee, the compensation paid to such Direct Department Employee as reported on Agency's payroll registers during the applicable period. The following are excluded from Salary: (i) discretionary bonuses; (ii) compensation, such as phantom stock, (iii) premiums on annuities and amounts set up in reserve for future payout under deferred compensation contracts and premiums on insurance (less dividends) on the lives of individuals with whom Agency has deferred compensation contracts, (iv) payments under retirements plans, (v) profit sharing, (vi) contributions to benefits or savings plans, (vii) discretionary benefits/perks, and (viii) payroll-related expenses.
3)	"Direct Department Employee" shall mean an employee of Agency who works hands on in any of the departments and who provides Services listed in the Statement of Work:
4)	"Direct Labor Costs" means Direct Cost (Salaries) plus Direct Benefit Costs.
5)	"Direct Payroll" shall mean Direct Cost (Salaries) reported by Direct Departments.
6)	"Overhead Costs" are defined as Agency's business expenses that are necessary and relate to conducting Agency's operations, and are not included in Direct Labor. Agency shall use a standard overhead factor when calculating billing rates; the Overhead factor shall be mutually agreed upon by the Agency & Clorox.
a)	Indirect Payroll which shall include: (i) New Business Development, (ii) Publicity/Public Relations, (iii) Finance/Accounting/Billing, Data Processing, (iv) Human Resources/Personnel, (v) General Office, (vi) Executive Management, (vii) Legal
b)	Corporate Expenses which shall include: (i) Agency's Advertising/Publicity, (ii) Donations/Charities, (iii) Doubtful Accounts, (iv) Insurance – Operating/Property, (v) Interest Paid, (vi) Membership/Dues/Subscriptions, and (vii) New Business development; (viii) Office supplies, stationery, reproduction and office equipment
c)	Space & Facilities Expenses which shall include: (i) Rent, light, heat, electric and repairs, maintenance, cleaning services, (ii) Real Estate and occupancy taxes, (iii) Depreciation, (iv) Telephone/PC/mobile
d)	Payroll Related Expense which shall include: (i) Social/Payroll taxes, (ii) Employee medical, dental, disability, and term life insurance benefits, (iii) Third-party payroll processing costs, (iv) Severance, moving and relocation costs
e)	Professional Fees which shall include: (i) Outside Certified Public Accounting fees, (ii) Outside legal counsel, (iii) Outside consultants
7)	"Profit" means income before taxes, dividends, and payments to (if applicable) parent/holding company.

