

**Section 1: 10-K (FY 2013 10K ANNUAL REPORT)**

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

**Washington, D.C. 20549**

**Form 10-K**

(Mark one)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended June 30, 2013

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 No. 1-434

**THE PROCTER & GAMBLE COMPANY**

One Procter & Gamble Plaza, Cincinnati, Ohio 45202

Telephone (513) 983-1100

IRS Employer Identification No. 31-0411980

State of Incorporation: Ohio

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

| <b>Title of each class</b>             | <b>Name of each exchange on which registered</b>    |
|--|---|
| <b>Common Stock, without Par Value</b> | <b>New York Stock Exchange, NYSE Euronext-Paris</b> |

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 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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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

The aggregate market value of the voting stock held by non-affiliates amounted to \$185 billion on December 31, 2012.

There were 2,738,760,542 shares of Common Stock outstanding as of July 31, 2013.

Documents Incorporated by Reference

Portions of the Proxy Statement for the 2013 Annual Meeting of Shareholders which will be filed within one hundred and twenty days of the fiscal year ended June 30, 2013 (2013 Proxy Statement) are incorporated by reference into Part III of this report to the extent described herein.

## PART I

### Item 1. Business.

Additional information required by this item is incorporated herein by reference to Management's Discussion and Analysis (MD&A); Note 1 to our Consolidated Financial Statements and Note 12 to our Consolidated Financial Statements. Unless the context indicates otherwise, the terms the "Company," "P&G," "we," "our" or "us" as used herein refer to The Procter & Gamble Company (the registrant) and its subsidiaries.

The Procter & Gamble Company is focused on providing branded consumer packaged goods of superior quality and value to improve the lives of the world's consumers. The Company was incorporated in Ohio in 1905, having been built from a business founded in 1837 by William Procter and James Gamble. Today, we sell our products in more than 180 countries and territories.

Throughout this Form 10-K, we incorporate by reference information from other documents filed with the Securities and Exchange Commission (SEC).

The Company's annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments thereto, are filed electronically with the SEC. The SEC maintains an internet site that contains these reports at: [www.sec.gov](http://www.sec.gov). You can also access these reports through links from our website at: [www.pg.com/investors](http://www.pg.com/investors).

Copies of these reports are also available, without charge, by contacting Computershare Inc., 250 Royall Street, Canton, MA 02021.

### **Financial Information about Segments**

As of June 30, 2013, the Company has five reportable segments under U.S. GAAP: Beauty; Grooming; Health Care; Fabric Care and Home Care; and Baby Care and Family Care. Many of the factors necessary for understanding these businesses are similar. Operating margins of the individual businesses vary due to the nature of materials and processes used to manufacture the products, the capital intensity of the businesses and differences in selling, general and administrative expenses as a percentage of net sales. Net sales growth by business is also expected to vary slightly due to the underlying growth of the markets and product categories in which they operate. While none of our reportable segments are highly seasonal, components within certain reportable segments, such as Batteries (Fabric Care and Home Care), Appliances (Grooming) and Prestige Fragrances (Beauty) are seasonal. In addition, anticipation or occurrence of natural disasters, such as hurricanes, can drive unusually high demand for batteries.

Additional information about our reportable segments can be found in MD&A and Note 12 to our Consolidated Financial Statements.

### **Narrative Description of Business**

**Business Model.** Our business model relies on the continued growth and success of existing brands and products, as well as the creation of new products. The markets and industry segments in which we offer our products are highly competitive. Our products are sold in more than 180 countries and territories around the world primarily through mass merchandisers, grocery stores, membership club stores, drug stores, department stores, salons, e-commerce and high-frequency stores, the neighborhood stores which serve many consumers in developing markets. We work collaboratively with our customers to improve the in-store presence of our products and win the "first moment of truth" - when a consumer is shopping in the store. We must also win the "second moment of truth" - when a consumer uses the product, evaluates how well it met his or her expectations and decides whether it was a good value. We believe we must continue to provide new, innovative products and branding to the consumer in order to grow our business. Research and product development activities, designed to enable sustained organic growth, continued to carry a high priority during the past fiscal year. While many of the benefits from these efforts will not be realized until future years, we believe these activities demonstrate our commitment to future growth.

**Key Product Categories.** Information on key product categories can be found in Note 12 to our Consolidated Financial Statements.

**Key Customers.** Our customers include mass merchandisers, grocery stores, membership club stores, drug stores, high-frequency stores, distributors and e-commerce retailers. Sales to Wal-Mart Stores, Inc. and its affiliates represent approximately 14% of our total revenue in 2013 and 2012, and 15% in 2011. No other customer represents more than 10% of our net sales. Our top ten customers account for approximately 30%, 31% and 32% of our total unit volume in 2013, 2012 and 2011, respectively. The nature of our business results in no material backlog orders or contracts with the government. We believe our practices related to working capital items for customers and suppliers are consistent with the industry segments in which we compete.

**Sources and Availability of Materials.** Almost all of the raw and packaging materials used by the Company are purchased from others, some of which are single-source suppliers. We produce certain raw materials, primarily chemicals, for further use in the manufacturing process. In addition, fuel, natural gas and derivative products are important commodities consumed in our manufacturing process and in the distribution of input materials and finished product to customers. The prices we pay for materials and

other commodities are subject to fluctuation. When prices for these items change, we may or may not pass the change to our customers. The Company purchases a substantial variety of other raw and packaging materials, none of which is material to our business taken as a whole.

**Trademarks and Patents.** We own or have licenses under patents and registered trademarks which are used in connection with our activity in all businesses. Some of these patents or licenses cover significant product formulation and processes used to manufacture our products. The trademarks are important to the overall marketing and branding of our products. All major products and trademarks in each business are registered. In part, our success can be attributed to the existence and continued protection of these trademarks, patents and licenses.

**Competitive Condition.** The markets in which our products are sold are highly competitive. Our products compete against similar products of many large and small companies, including well-known global competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. We are well positioned in the industry segments and markets in which we operate, often holding a leadership or significant market share position. We support our products with advertising, promotions and other vehicles to build awareness of our brands in conjunction with an extensive sales force. We believe this combination provides the most efficient method of marketing for these types of products. Product quality, performance, value and packaging are also important competitive factors.

**Research and Development Expenditures.** Research and development expenditures enable us to develop technologies and obtain patents across all categories in order to meet the needs and improve the lives of our consumers. Total research and development expenses were \$2.0 billion in 2013, 2012 and 2011.

**Expenditures for Environmental Compliance.** Expenditures for compliance with federal, state and local environmental laws and regulations are fairly consistent from year to year and are not material to the Company. No material change is expected in fiscal year 2014.

**Employees.** Total number of employees is an estimate of total Company employees excluding interns, co-ops and employees of joint ventures. The number of employees includes manufacturing and non-manufacturing employees. A discussion of progress on non-manufacturing enrollment objectives is included in Note 3 to our Consolidated Financial Statements. Historical numbers include employees of discontinued operations.

|      | Total Number of Employees |
|------|---------------------------|
| 2013 | 121,000                   |
| 2012 | 126,000                   |
| 2011 | 129,000                   |
| 2010 | 127,000                   |
| 2009 | 132,000                   |
| 2008 | 135,000                   |

#### Financial Information about Foreign and Domestic Operations

Net sales in the United States account for approximately 36% of total net sales. No other individual country exceeds 10% of total net sales. Operations outside the United States are generally characterized by the same conditions discussed in the description of the business above and may be affected by additional factors including changing currency values, different rates of inflation, economic growth and political and economic uncertainties and disruptions. Our sales by geography for the fiscal years ended June 30 were as follows:

|                              | 2013 | 2012 | 2011 |
|------------------------------|------|------|------|
| North America <sup>(1)</sup> | 39%  | 39%  | 41%  |
| Western Europe               | 18%  | 19%  | 20%  |
| Asia                         | 18%  | 18%  | 16%  |
| Latin America                | 10%  | 10%  | 9%   |
| CEEMEA <sup>(2)</sup>        | 15%  | 14%  | 14%  |

<sup>(1)</sup> North America includes results for the United States and Canada only.

<sup>(2)</sup> CEEMEA includes Central and Eastern Europe, Middle East and Africa.

Net sales and assets in the United States and internationally were as follows (in billions):

|   | United States | International |
|---|---------------|---------------|
| <b>Net Sales (for the year ended June 30)</b> |               |               |
| 2013  | \$30.3        | \$53.9        |
| 2012  | \$29.5        | \$54.2        |
| 2011  | \$29.9        | \$51.2        |
| <b>Assets (June 30)</b>                       |               |               |
| 2013  | \$68.3        | \$71.0        |
| 2012  | \$68.0        | \$64.2        |
| 2011  | \$70.3        | \$68.1        |

#### Item 1A. Risk Factors.

We discuss our expectations regarding future performance, events and outcomes, such as our business outlook and objectives in this Form 10-K, other quarterly reports, press releases and other written and oral communications. All statements, except for historical and present factual information, are "forward-looking statements" and are based on financial data and business plans available only as of the

time the statements are made, which may become out of date or incomplete. We assume no obligation to update any forward-looking statements as a result of new information, future events, or other factors. Forward-looking statements are inherently uncertain and investors must recognize that events could significantly differ from our expectations.

The following discussion of “risk factors” identifies the most significant factors that may adversely affect our business, operations, financial position or future financial performance. This information should be read in conjunction with MD&A and the Consolidated Financial Statements and related Notes incorporated in this report. The following discussion of risks is not all inclusive, but is designed to highlight what we believe are important factors to consider when evaluating our expectations. These factors could cause our future results to differ from those in the forward-looking statements and from historical trends.

**A change in consumer demand for our products and/or lack of market growth could have a significant impact on our business.**

We are a consumer products company and rely on continued global demand for our brands and products. To achieve business goals, we must develop and sell products that appeal to consumers. This is dependent on a number of factors, including our ability to develop effective sales, advertising and marketing programs. We expect to achieve our financial targets, in part, by focusing on the most profitable businesses, biggest innovations and most important emerging markets. We also expect to achieve our financial targets, in part, by achieving disproportionate growth in developing regions. If demand for our products and/or market growth rates in either developed or developing markets falls substantially below expected levels or our market share declines significantly in these businesses, our volume, and consequently our results, could be negatively impacted. This could occur due to, among other things, unforeseen negative economic or political events, changes in consumer trends and habits or negative consumer responses to pricing actions.

**The ability to achieve our business objectives is dependent on how well we can compete with our local and global competitors in new and existing markets and channels.**

The consumer products industry is highly competitive. Across all of our categories, we compete against a wide variety of global and local competitors. As a result, there are ongoing competitive pressures in the environments in which we operate, as well as challenges in maintaining profit margins. This includes, among other things, increasing competition from mid- and lower-tier value products in both developed and developing markets. To address these challenges, we must be able to successfully respond to competitive factors, including pricing, promotional incentives and trade terms. In addition, the emergence of new sales channels may affect customer and consumer preferences, as well as market dynamics. Failure to

effectively compete in these new channels could negatively impact results.

**Our ability to meet our growth targets depends on successful product, marketing and operations innovation and our ability to successfully respond to competitive innovation.**

Achieving our business results depends, in part, on the successful development, introduction and marketing of new products and improvements to our equipment and manufacturing processes. Successful innovation depends on our ability to correctly anticipate customer and consumer acceptance, to obtain and maintain necessary intellectual property protections and to avoid infringing the intellectual property rights of others. We must also be able to successfully respond to technological advances made by competitors and intellectual property rights granted to competitors. Failure to do so could compromise our competitive position and impact our results.

**Our businesses face cost fluctuations and pressures that could affect our business results.**

Our costs are subject to fluctuations, particularly due to changes in commodity prices, raw materials, labor costs, energy costs, pension and healthcare costs and foreign exchange and interest rates. Therefore, our success is dependent, in part, on our continued ability to manage these fluctuations through pricing actions, cost saving projects and sourcing decisions, while maintaining and improving margins and market share. In addition, our financial projections include cost savings described in our announced productivity plan. Failure to deliver these savings could adversely impact our results.

**We face risks that are inherent in global manufacturing that could negatively impact our business results.**

We need to maintain key manufacturing and supply arrangements, including any key sole supplier and sole manufacturing plant arrangements, to achieve our cost targets. While we have business continuity and contingency plans for key manufacturing sites and the supply of raw materials, it may be impracticable to have a sufficient alternative source, particularly when the input materials are in limited supply. In addition, our strategy for global growth includes increased presence in emerging markets. Some emerging markets have greater political volatility and greater vulnerability to infrastructure and labor disruptions than established markets. Any significant disruption of manufacturing, such as labor disputes, loss or impairment of key manufacturing sites, natural disasters, acts of war or terrorism and other external factors over which we have no control, could interrupt product supply and, if not remedied, have an adverse impact on our business.

**We face risks associated with having significant international operations.**

We are a global company, with manufacturing operations in more than 40 countries and a significant portion of our revenue is outside the U.S. Our international operations are subject to a number of risks, including, but not limited to:

- compliance with U.S. laws affecting operations outside of the United States, such as the Foreign Corrupt Practices Act;
- compliance with a variety of local regulations and laws;
- changes in tax laws and the interpretation of those laws;
- changes in exchange controls and other limits on our ability to repatriate earnings from overseas;
- discriminatory or conflicting fiscal policies;
- difficulties enforcing intellectual property and contractual rights in certain jurisdictions;
- greater risk of uncollectible accounts and longer collection cycles;
- effective and immediate implementation of control environment processes across our diverse operations and employee base; and
- imposition of increased or new tariffs, quotas, trade barriers or similar restrictions on our sales outside the United States.

We have sizable businesses and maintain local currency cash balances in a number of foreign countries with exchange, import authorization or pricing controls, including, but not limited to, Venezuela, Argentina, China, India and Egypt. Our results of operations and/or financial condition could be adversely impacted if we are unable to successfully manage these and other risks of international operations in an increasingly volatile environment.

**Fluctuations in exchange rates may have an adverse impact on our business results or financial condition.**

We hold assets and incur liabilities, earn revenues and pay expenses in a variety of currencies other than the U.S. dollar. Because our consolidated financial statements are presented in U.S. dollars, the financial statements of our subsidiaries outside the United States are translated into U.S. dollars. Our operations outside of the U.S. generate a significant portion of our net revenue. Fluctuations in exchange rates may therefore adversely impact our business results or financial condition. See also the Results of Operations and Cash Flow, Financial Condition and Liquidity sections of the MD&A and Note 5 to our Consolidated Financial Statements.

**We face risks related to changes in the global and political economic environment, including the global capital and credit markets.**

Our business is impacted by global economic conditions, which continue to be volatile. Our products are sold in more than 180 countries and territories around the world. If the global economy experiences significant disruptions, our business could be negatively impacted by reduced demand for our products related to: a slow-down in the general

economy; supplier, vendor or customer disruptions resulting from tighter credit markets; and/or temporary interruptions in our ability to conduct day-to-day transactions through our financial intermediaries involving the payment to or collection of funds from our customers, vendors and suppliers.

Our objective is to maintain credit ratings that provide us with ready access to global capital and credit markets. Any downgrade of our current credit ratings by a credit rating agency could increase our future borrowing costs and impair our ability to access capital and credit markets on terms commercially acceptable to us.

We could also be negatively impacted by political issues or crises in individual countries or regions, including sovereign risk related to a default by or deterioration in the credit worthiness of local governments. For example, we could be adversely impacted by continued instability in the banking and governmental sectors of certain countries in the European Union or the dynamics associated with the federal and state debt and budget challenges in the United States.

Consequently, our success will depend, in part, on our ability to manage continued global and/or economic uncertainty, especially in our significant geographies, as well as any political or economic disruption. These risks could negatively impact our overall liquidity and financing costs, as well as our ability to collect receipts due from governments, including refunds of value added taxes, and/or create significant credit risks relative to our local customers and depository institutions.

**If the reputation of the Company or one or more of our brands erodes significantly, it could have a material impact on our financial results.**

The Company's reputation is the foundation of our relationships with key stakeholders and other constituencies, such as customers and suppliers. In addition, many of our brands have worldwide recognition. This recognition is the result of the large investments we have made in our products over many years. The quality and safety of our products is critical to our business. Our Company also devotes significant time and resources to programs designed to protect and preserve our reputation, such as social responsibility and environmental sustainability. If we are unable to effectively manage real or perceived issues, including concerns about safety, quality, efficacy or similar matters, these issues could negatively impact sentiments toward the Company or our products, our ability to operate freely could be impaired and our financial results could suffer. Our financial success is directly dependent on the success of our brands and the success of these brands can suffer if our marketing plans or product initiatives do not have the desired impact on a brand's image or its ability to attract consumers. Our results could also be negatively impacted if one of our brands suffers a substantial impediment to its reputation due to a significant product recall, product-related litigation, allegations of product tampering or the distribution and sale of counterfeit

products. In addition, given the association of our individual products with the Company, an issue with one of our products could negatively affect the reputation of our other products, or the Company as a whole, thereby potentially hurting results.

**Our ability to successfully manage ongoing organizational change could impact our business results.**

We recently experienced a CEO transition, as well as other senior leadership changes, and we continue to execute a number of significant business and organizational changes, including acquisitions, divestitures and workforce optimization projects to support our growth strategies. We expect these types of changes, which may include many staffing adjustments as well as employee departures, to continue for the foreseeable future. Successfully managing these changes, including retention of particularly key employees, is critical to our business success. Further, ongoing business and organizational changes are likely to result in more reliance on third parties for various services and that reliance may increase reputational, operational and compliance risks, including the risk of corruption. We are generally a build-from-within company and our success is dependent on identifying, developing and retaining key employees to provide uninterrupted leadership and direction for our business. This includes developing organization capabilities in key growth markets where the depth of skilled or experienced employees may be limited and competition for these resources is intense. Finally, our financial targets assume a consistent level of productivity improvement. If we are unable to deliver expected productivity improvements, while continuing to invest in business growth, our financial results could be adversely impacted.

**Our ability to successfully manage ongoing acquisition, joint venture and divestiture activities could impact our business results.**

As a company that manages a portfolio of consumer brands, our ongoing business model involves a certain level of acquisition, joint venture and divestiture activities. We must be able to successfully manage the impacts of these activities, while at the same time delivering against our business objectives. Specifically, our financial results could be adversely impacted if: 1) changes in the cash flows or other market-based assumptions cause the value of acquired assets to fall below book value, 2) we are unable to offset the dilutive impacts from the loss of revenue associated with divested brands, or 3) we are not able to deliver the expected cost and growth synergies associated with our acquisitions and joint ventures, which could also have an impact on goodwill and intangible assets. Additionally, joint ventures inherently involve a lesser degree of control over business operations, thereby potentially increasing the financial, legal, operational and/or compliance risks associated with each joint venture.

**Our business is subject to changes in legislation, regulation and enforcement, and our ability to manage and resolve pending legal matters in the United States and abroad.**

Changes in laws, regulations and related interpretations, including changes in accounting standards, taxation requirements and increased enforcement actions and penalties may alter the environment in which we do business. As a U.S. based multinational company we are subject to tax regulations in the United States and multiple foreign jurisdictions, some of which are interdependent. For example, certain income that is earned and taxed in countries outside the United States is not taxed in the United States, provided those earnings are indefinitely reinvested outside the United States. If these or other tax regulations should change, our financial results could be impacted.

In addition, our ability to manage regulatory, environmental, tax and legal matters (including, but not limited to, product liability, patent and other intellectual property matters) and to resolve pending legal matters without significant liability may materially impact our results of operations and financial position. Furthermore, if pending legal matters, including the competition law and antitrust investigations described in Note 11 to our Consolidated Financial Statements result in fines or costs in excess of the amounts accrued to date, that could materially impact our results of operations and financial position.

There are increasing calls in the United States from members of leadership in both major U.S. political parties for “comprehensive tax reform” which may significantly change the income tax rules that are applicable to U.S. domiciled corporations, such as P&G. It is very difficult to assess whether the overall effect of such potential legislation would be cumulatively positive or negative for our earnings and cash flows, but such changes could significantly impact our financial results.

**A significant change in customer relationships or in customer demand for our products could have a significant impact on our business.**

We sell most of our products via retail customers, which consist of mass merchandisers, grocery stores, membership club stores, drug stores, high-frequency stores, distributors and e-commerce retailers. Our success is dependent on our ability to successfully manage relationships with our retail trade customers. This includes our ability to offer trade terms that are acceptable to our customers and are aligned with our pricing and profitability targets. Our business could suffer if we cannot reach agreement with a key customer based on our trade terms and principles. Our business would be negatively impacted if a key customer were to significantly reduce the inventory level of our products or experience a significant business disruption.

Consolidation among our retail customers could also create significant cost and margin pressure and lead to more complexity across broader geographic boundaries for both us

and our key retailers. This would be particularly challenging if major customers are addressing local trade pressures, local law and regulation changes or financial distress.

**A failure of one or more key information technology systems, networks, processes, associated sites or service providers could have a material adverse impact on our business or reputation.**

We rely extensively on information technology (IT) systems, networks and services, including internet sites, data hosting and processing facilities and tools and other hardware, software and technical applications and platforms, some of which are managed, hosted, provided and/or used by third-parties or their vendors, to assist in conducting our business. The various uses of these IT systems, networks and services include, but are not limited to:

- ordering and managing materials from suppliers;
- converting materials to finished products;
- shipping products to customers;
- marketing and selling products to consumers;
- collecting and storing customer, consumer, employee, investor and other stakeholder information and personal data;
- processing transactions;
- summarizing and reporting results of operations;
- hosting, processing and sharing confidential and proprietary research, business plans and financial information;
- complying with regulatory, legal or tax requirements;
- providing data security; and
- handling other processes necessary to manage our business.

Increased IT security threats and more sophisticated computer crime, including advanced persistent threats, pose a potential risk to the security of our IT systems, networks and services, as well as the confidentiality, availability and integrity of our data. If the IT systems, networks or service providers we rely upon fail to function properly, or if we suffer a loss or disclosure of business or stakeholder information, due to any number of causes, ranging from catastrophic events to power outages to security breaches, and our business continuity plans do not effectively address these failures on a timely basis, we may suffer interruptions

in our ability to manage operations and reputational, competitive and/or business harm, which may adversely impact our results of operations and/or financial condition.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

In the U.S., we own and operate 32 manufacturing sites located in 21 different states or territories. In addition, we own and operate 102 manufacturing sites in 40 other countries. Many of the domestic and international sites manufacture products for multiple businesses. Beauty products are manufactured at 39 of these locations; Grooming products at 15; Fabric Care and Home Care products at 59; Baby Care and Family Care products at 36; and Health Care products at 35. Management believes that the Company's production facilities are adequate to support the business and that the properties and equipment have been well maintained.

Item 3. Legal Proceedings.

The Company is subject, from time to time, to certain legal proceedings and claims arising out of our business, which cover a wide range of matters, including antitrust and trade regulation, product liability, advertising, contracts, environmental issues, patent and trademark matters, labor and employment matters and tax. See Note 11 to our Consolidated Financial Statements for information on certain legal proceedings for which there are contingencies.

In March 2013, the Republic of Turkey Ministry of Environmental and Urban Planning notified the Company that it was imposing a fine on the Company based on alleged waste management violations at a Wella facility in Turkey. The Company paid the fine (\$790,000) and the matter is currently on appeal.

This item should be read in conjunction with the Company's Risk Factors in Part I, Item 1A for additional information.

Item 4. Mine Safety Disclosure.

Not Applicable.



Executive Officers of the Registrant

The names, ages and positions held by the Executive Officers of the Company on August 8, 2013, are:

| <b>Name</b>             | <b>Position</b>   | <b>Age</b> | <b>First Elected to Officer Position</b> |
|-------------------------|---|------------|--|
| A. G. Lafley            | Chairman of the Board, President and Chief Executive Officer<br>Director since May 23, 2013 | 66         | 2013                                     |
| Werner Geissler         | Vice Chairman - Global Operations   | 60         | 2007                                     |
| Giovanni Ciserani       | Group President - Global Fabric and Home Care   | 51         | 2013                                     |
| Melanie Healey          | Group President - North America and Global Hyper, Super and Mass Channel                    | 52         | 2013                                     |
| Deborah A. Henretta     | Group President - Global Beauty   | 52         | 2013                                     |
| Martin Riant            | Group President - Global Baby, Feminine and Family Care                                     | 54         | 2013                                     |
| David Taylor            | Group President - Global Health and Grooming  | 55         | 2013                                     |
| Filippo Passerini       | Group President - Global Business Services and Chief Information Officer                    | 56         | 2003                                     |
| Jon Moeller             | Chief Financial Officer   | 49         | 2009                                     |
| Bruce Brown             | Chief Technology Officer  | 55         | 2008                                     |
| Robert L. Fregolle, Jr. | Global Customer Business Development Officer  | 56         | 2009                                     |
| Deborah P. Majoras      | Chief Legal Officer and Secretary   | 49         | 2010                                     |
| Mark F. Biegger         | Global Human Resources Officer  | 51         | 2012                                     |
| Marc S. Pritchard       | Global Brand Building Officer   | 53         | 2008                                     |
| Valarie Sheppard        | Senior Vice President & Comptroller   | 49         | 2005                                     |
| Yannis Skoufalos        | Global Product Supply Officer   | 56         | 2011                                     |

All the Executive Officers named above, excluding Mr. Lafley, have been employed by the Company for more than the past five years. Mr. Lafley is Chairman of the Board, President and Chief Executive Officer of the Company and was appointed to this position on May 23, 2013. Mr. Lafley originally joined the Company in 1977 and held positions of increasing responsibility, in the U.S. and internationally, until he was elected President and Chief Executive Officer in 2000, a position he held until June 30, 2009. On July 1, 2002, Mr. Lafley was elected Chairman of the Board, a position he held until January 2010. During the past five years, in addition to his roles as a Company employee, Mr. Lafley served as a consultant to the Company and as a member of the boards of directors of public companies Dell, Inc. and General Electric Company. He no longer serves on these boards. Since his retirement from the Company, he served as a Senior Advisor at Clayton, Dubilier & Rice, LLC, a private equity partnership, and was appointed by President Obama to serve on The President's Council on Jobs and Competitiveness. Mr. Lafley consulted with a number of Fortune 50 companies on business and innovation strategy. He also advised on CEO succession and executive leadership development, and coached experienced, new and potential CEOs. He currently serves on the board of directors of Legendary Pictures, LLC (a film production company).

**PART II****Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.****ISSUER PURCHASES OF EQUITY SECURITIES**

| <b>Period</b>        | <b>Total Number of Shares Purchased <sup>(1)</sup></b> | <b>Average Price Paid per Share <sup>(2)</sup></b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(3)</sup></b> | <b>Approximate Dollar Value of Shares That May Yet be Purchased Under our Share Repurchase Program</b> |
|----------------------|--|--|--|--|
| 4/1/2013 - 4/30/2013 | 4,408,128  | \$79.40  | 4,408,128  |  |
| 5/1/2013 - 5/31/2013 | 4,435,478  | \$78.91  | 4,435,478  | See note (3)   |
| 6/1/2013 - 6/30/2013 | 3,861,882  | \$77.68  | 3,861,882  |  |

(1) The total number of shares purchased was 12,705,488 for the quarter. All transactions were made in the open market with large financial institutions. This table excludes shares withheld from employees to satisfy minimum tax withholding requirements on option exercises and other equity-based transactions. The Company administers cashless exercises through an independent third party and does not repurchase stock in connection with cashless exercises.

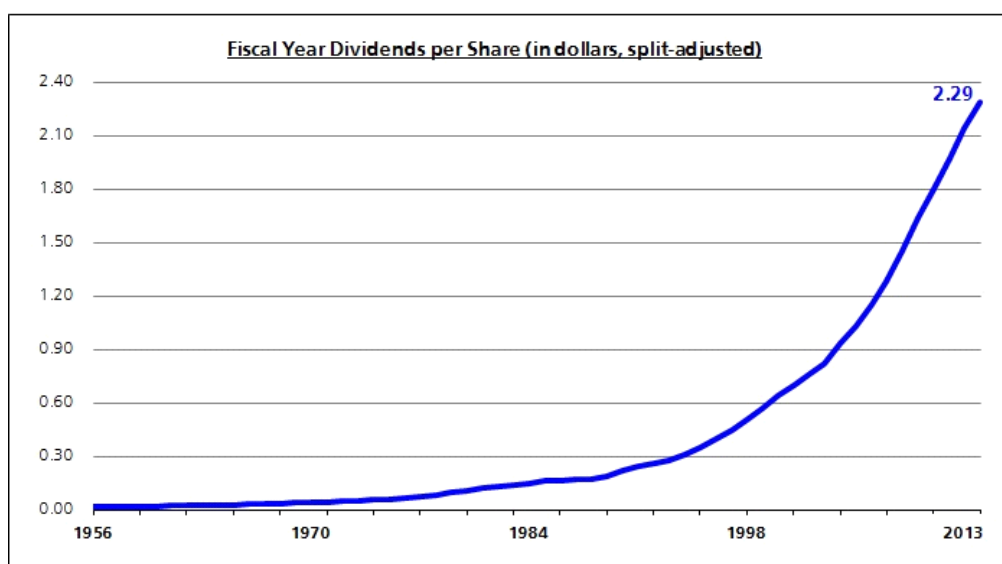
(2) Average price paid per share is calculated on a settlement basis and excludes commission.

(3) On April 24, 2013, the Company stated that fiscal year 2013 share repurchases to reduce Company shares outstanding were estimated to be approximately \$6 billion. This does not include any purchases under the Company's compensation and benefit plans. The share repurchases were authorized pursuant to a resolution issued by the Company's Board of Directors and were financed through a combination of operating cash flows and issuance of long-term and short-term debt. The total dollar value of shares purchased under the share repurchase plan was \$6.0 billion. The share repurchase plan expired on June 30, 2013.

Additional information required by this item can be found in Part III, Item 12 of this Form 10-K.

**Shareholder Return Performance Graphs****Market and Dividend Information**

P&G has been paying a dividend for 123 consecutive years since its incorporation in 1890 and has increased its dividend for 57 consecutive years at an annual compound average rate of over 9%.



| <b>(in dollars; split-adjusted)</b> | <b>1956</b>    | <b>1970</b>    | <b>1984</b>    | <b>1998</b>    | <b>2013</b>    |
|-------------------------------------|----------------|----------------|----------------|----------------|----------------|
| <b>Dividends per Share</b>          | <b>\$ 0.01</b> | <b>\$ 0.04</b> | <b>\$ 0.15</b> | <b>\$ 0.51</b> | <b>\$ 2.29</b> |

## QUARTERLY DIVIDENDS

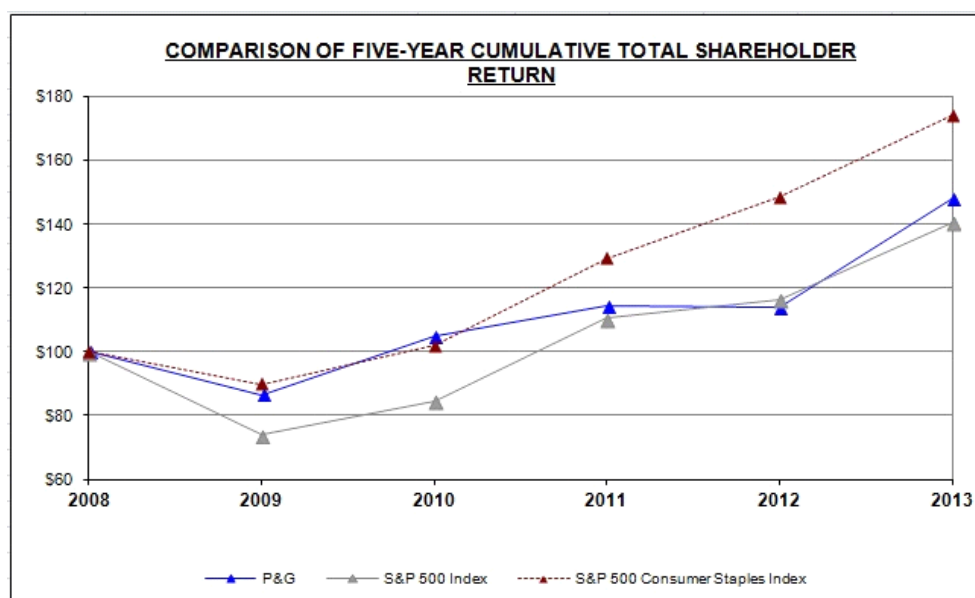
| Quarter Ended | 2012-2013 |               | 2011 - 2012 |        |
|---------------|-----------|---------------|-------------|--------|
| September 30  | \$        | <b>0.5620</b> | \$          | 0.5250 |
| December 31   |           | <b>0.5620</b> |             | 0.5250 |
| March 31      |           | <b>0.5620</b> |             | 0.5250 |
| June 30       |           | <b>0.6015</b> |             | 0.5620 |

## COMMON STOCK PRICE RANGE

| Quarter Ended | 2012-2013       |                 | 2011 - 2012 |          |
|---------------|-----------------|-----------------|-------------|----------|
|               | High            | Low             | High        | Low      |
| September 30  | \$ <b>69.97</b> | \$ <b>60.78</b> | \$ 65.14    | \$ 57.56 |
| December 31   | <b>70.99</b>    | <b>65.84</b>    | 66.98       | 61.00    |
| March 31      | <b>77.82</b>    | <b>68.35</b>    | 67.95       | 62.56    |
| June 30       | <b>82.54</b>    | <b>75.10</b>    | 67.92       | 59.08    |

## SHAREHOLDER RETURN

The following graph compares the cumulative total return of P&G's common stock for the 5-year period ending June 30, 2013, against the cumulative total return of the S&P 500 Stock Index (broad market comparison) and the S&P 500 Consumer Staples Index (line of business comparison). The graph and table assume \$100 was invested on June 30, 2008, and that all dividends were reinvested.



| Company Name/Index             | Cumulative Value of \$100 Investment, through June 30 |       |        |        |        |        |
|--------------------------------|---|-------|--------|--------|--------|--------|
|                                | 2008  | 2009  | 2010   | 2011   | 2012   | 2013   |
| P&G                            | \$ 100  | \$ 86 | \$ 105 | \$ 114 | \$ 114 | \$ 148 |
| S&P 500 Index                  | 100   | 74    | 84     | 110    | 116    | 140    |
| S&P 500 Consumer Staples Index | 100   | 90    | 102    | 129    | 148    | 174    |

Item 6. Selected Financial Data.

The information required by this item is incorporated by reference to Note 1 and Note 12 to our Consolidated Financial Statements.

**Financial Summary (Unaudited)**

| <b>Amounts in millions, except per share amounts</b>   | <b>2013</b>      | <b>2012</b> | <b>2011</b> | <b>2010</b> | <b>2009</b> | <b>2008</b> |
|--|------------------|-------------|-------------|-------------|-------------|-------------|
| Net sales  | <b>\$ 84,167</b> | \$ 83,680   | \$ 81,104   | \$ 77,567   | \$ 75,295   | \$ 77,714   |
| Gross profit   | <b>41,739</b>    | 41,289      | 41,245      | 40,525      | 37,644      | 39,534      |
| Operating income                                       | <b>14,481</b>    | 13,292      | 15,495      | 15,732      | 15,188      | 15,743      |
| Net earnings from continuing operations                | <b>11,402</b>    | 9,317       | 11,698      | 10,851      | 10,645      | 11,224      |
| Net earnings from discontinued operations              | —                | 1,587       | 229         | 1,995       | 2,877       | 930         |
| Net earnings attributable to Procter & Gamble          | <b>11,312</b>    | 10,756      | 11,797      | 12,736      | 13,436      | 12,075      |
| Net Earnings margin from continuing operations         | <b>13.5%</b>     | 11.1%       | 14.4%       | 14.0%       | 14.1%       | 14.4%       |
| Basic net earnings per common share <sup>(1)</sup> :   |                  |             |             |             |             |             |
| Earnings from continuing operations                    | <b>\$ 4.04</b>   | \$ 3.24     | \$ 4.04     | \$ 3.63     | \$ 3.51     | \$ 3.56     |
| Earnings from discontinued operations                  | —                | 0.58        | 0.08        | 0.69        | 0.98        | 0.30        |
| Basic net earnings per common share                    | <b>4.04</b>      | 3.82        | 4.12        | 4.32        | 4.49        | 3.86        |
| Diluted net earnings per common share <sup>(1)</sup> : |                  |             |             |             |             |             |
| Earnings from continuing operations                    | <b>\$ 3.86</b>   | \$ 3.12     | \$ 3.85     | \$ 3.47     | \$ 3.35     | \$ 3.36     |
| Earnings from discontinued operations                  | —                | 0.54        | 0.08        | 0.64        | 0.91        | 0.28        |
| Diluted net earnings per common share                  | <b>3.86</b>      | 3.66        | 3.93        | 4.11        | 4.26        | 3.64        |
| Dividends per common share                             | <b>\$ 2.29</b>   | \$ 2.14     | \$ 1.97     | \$ 1.80     | \$ 1.64     | \$ 1.45     |
| Research and development expense                       | <b>\$ 2,023</b>  | \$ 2,029    | \$ 1,982    | \$ 1,931    | \$ 1,844    | \$ 1,927    |
| Advertising expense                                    | <b>9,729</b>     | 9,345       | 9,210       | 8,475       | 7,453       | 8,426       |
| Total assets   | <b>139,263</b>   | 132,244     | 138,354     | 128,172     | 134,833     | 143,992     |
| Capital expenditures                                   | <b>4,008</b>     | 3,964       | 3,306       | 3,067       | 3,238       | 3,046       |
| Long-term debt   | <b>19,111</b>    | 21,080      | 22,033      | 21,360      | 20,652      | 23,581      |
| Shareholders' equity                                   | <b>68,709</b>    | 64,035      | 68,001      | 61,439      | 63,382      | 69,784      |

<sup>(1)</sup> Basic net earnings per common share and diluted net earnings per common share are calculated based on net earnings attributable to Procter & Gamble.

## Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

### Management's Discussion and Analysis

#### Forward-Looking Statements

Certain statements in this report, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives and expected operating results and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements may appear throughout this report, including, without limitation, in the following sections: “Management's Discussion and Analysis” and “Risk Factors.” These forward-looking statements generally are identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result” and similar expressions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in the section titled “Economic Conditions, Challenges and Risks” and the section titled “Risk Factors” (Item 1A of this Form 10-K). Forward-looking statements are made as of the date of this report and we undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise.

The following Management's Discussion and Analysis (MD&A) is intended to provide the reader with an understanding of P&G's financial condition, results of operations and cash flows by focusing on changes in certain key measures from year to year. MD&A is provided as a supplement to, and should be read in conjunction with, our Consolidated Financial Statements and accompanying Notes. MD&A is organized in the following sections:

- Overview
- Summary of 2013 Results
- Economic Conditions, Challenges and Risks
- Results of Operations
- Segment Results
- Cash Flow, Financial Condition and Liquidity
- Significant Accounting Policies and Estimates
- Other Information

Throughout MD&A, we refer to measures used by management to evaluate performance, including unit volume growth, net sales and net earnings. We also refer to a number of financial measures that are not defined under

accounting principles generally accepted in the United States of America (U.S. GAAP), including organic sales growth, core earnings per share (Core EPS), free cash flow and free cash flow productivity. Organic sales growth is net sales growth excluding the impacts of foreign exchange, acquisitions and divestitures. Core EPS is diluted net earnings per share from continuing operations excluding certain specified charges and gains. Free cash flow is operating cash flow less capital spending. Free cash flow productivity is the ratio of free cash flow to net earnings. We believe these measures provide our investors with additional information about our underlying results and trends, as well as insight to some of the metrics used to evaluate management. The explanation at the end of MD&A provides more details on the use and derivation of these measures.

Management also uses certain market share and market consumption estimates to evaluate performance relative to competition despite some limitations on the availability and comparability of share and consumption information. References to market share and market consumption in MD&A are based on a combination of vendor-reported consumption and market size data, as well as internal estimates. All market share references represent the percentage of sales in dollar terms on a constant currency basis of our products, relative to all product sales in the category and are measured on an annual basis versus the prior 12 month period. References to competitive activity include promotional and product initiatives from our competitors.

#### OVERVIEW

P&G is a global leader in retail goods focused on providing branded consumer packaged goods of superior quality and value to our consumers around the world. Our products are sold in more than 180 countries and territories primarily through mass merchandisers, grocery stores, membership club stores, drug stores, department stores, salons and high-frequency stores. We continue to expand our presence in other channels, including perfumeries, pharmacies and e-commerce. We have on-the-ground operations in approximately 70 countries.

Our market environment is highly competitive with global, regional and local competitors. In many of the markets and industry segments in which we sell our products, we compete against other branded products as well as retailers' private-label brands. Additionally, many of the product segments in which we compete are differentiated by price tiers (referred to as super-premium, premium, mid-tier and value-tier products). We are well positioned in the industry segments and markets in which we operate, often holding a leadership or significant market share position.

## ORGANIZATIONAL STRUCTURE

Our organizational structure is comprised of Global Business Units (GBUs), Global Operations, Global Business Services (GBS) and Corporate Functions (CF).

### Global Business Units

Under U.S. GAAP, the GBUs are aggregated into five reportable segments: Beauty; Grooming; Health Care; Fabric Care and Home Care; and Baby Care and Family Care. The GBUs are responsible for developing overall brand strategy, new product upgrades and innovations and marketing plans. The following provides additional detail on our reportable segments and the key product categories and brand composition within each segment.

| Reportable Segment        | % of Net Sales* | % of Net Earnings* | GBUs (Categories)  | Billion Dollar Brands  |
|---------------------------|-----------------|--------------------|--|--|
| Beauty                    | 24%             | 21%                | Beauty Care (Antiperspirant and Deodorant, Cosmetics, Personal Cleansing, Skin Care); Hair Care and Color; Prestige (SK-II, Fragrances); Salon Professional  | Head & Shoulders, Olay, Pantene, SK-II, Wella                |
| Grooming                  | 9%              | 16%                | Shave Care (Blades and Razors, Pre- and Post-Shave Products); Braun and Appliances   | Fusion, Gillette, Mach3, Prestobarba                         |
| Health Care               | 15%             | 17%                | Feminine Care (Feminine Care, Incontinence); Oral Care (Toothbrush, Toothpaste, Other Oral Care); Personal Health Care (Gastrointestinal, Rapid Diagnostics, Respiratory, Other Personal Health Care, Vitamins/Minerals/Supplements) | Always, Crest, Oral-B, Vicks                                 |
| Fabric Care and Home Care | 32%             | 27%                | Fabric Care (Bleach and Laundry Additives, Fabric Enhancers, Laundry Detergents); Home Care (Air Care, Dish Care, Surface Care); Personal Power (Batteries); Pet Care; Professional  | Ace, Ariel, Dawn, Downy, Duracell, Febreze, Gain, Iams, Tide |
| Baby Care and Family Care | 20%             | 19%                | Baby Care (Baby Wipes, Diapers and Pants); Family Care (Paper Towels, Tissues, Toilet Paper)   | Bounty, Charmin, Pampers                                     |

\* Percent of net sales and net earnings from continuing operations for the year ended June 30, 2013 (excluding results held in Corporate).

**Recent Developments:** In fiscal 2012, we completed the divestiture of our snacks business to The Kellogg Company. In accordance with the applicable accounting guidance for the disposal of long-lived assets, the results of our snacks business are presented as discontinued operations in 2012 and, as such, have been excluded from continuing operations and from segment results for all periods presented.

**Beauty:** We are a global market leader in the beauty category. Most of the beauty markets in which we compete are highly fragmented with a large number of global and local competitors. We compete in beauty care, hair care and color and prestige. In beauty care, we offer a wide variety of products, ranging from deodorants to cosmetics to skin care, such as our Olay brand, which is the top facial skin care brand in the world with approximately 10% global market share. In hair care and color, we compete in both the retail and salon professional channels. We are the global market leader in the hair care and color market with over 20% global market share behind our Pantene and Head & Shoulders brands. In the prestige channel, we compete primarily with our prestige fragrances and the SK-II brand. We are the global market leader in prestige fragrances, primarily behind our Dolce & Gabbana, Gucci and Hugo Boss fragrance brands.

**Grooming:** We are the global market leader in the blades and razors market globally and in nearly all of the geographies in which we compete. Our global blades and razors market share is approximately 70%, primarily behind the Gillette franchise including Fusion, Mach3, Prestobarba and Venus. Our electronic hair removal devices, such as electric razors and epilators, are sold under the Braun brand in a number of markets around the world where we compete against both global and regional competitors. We hold over 20% of the male shavers market and over 40% of the female epilators market.

**Health Care:** We compete in oral care, feminine care and personal health care. In oral care, there are several global competitors in the market and we have the number two market share position with approximately 20% global market share. We are the global market leader in the feminine care category with over 30% global market share. In personal health care, we are the global market leader in nonprescription heartburn medications behind our Prilosec OTC brand and in respiratory treatments behind our Vicks brand. Nearly all of our sales outside the U.S in personal health are generated through the PGT Healthcare partnership with Teva Pharmaceuticals Ltd.

**Fabric Care and Home Care:** This segment is comprised of a variety of fabric care products, including: laundry detergents, additives and fabric enhancers; home care products, including dishwashing liquids and detergents, surface cleaners and air fresheners; batteries; and pet care. In fabric care, we generally have the number one or number two share position in the markets in which we compete and are the global market leader, with over 25% global market share, primarily behind our Tide, Ariel and Downy brands. Our global home care market share is approximately 20% across the categories in which we compete. In batteries, we have over 25% global battery market share, behind our Duracell brand. In pet care, we compete in several markets primarily in the premium pet care segment, with the Iams and Eukanuba brands. The vast majority of our pet care business is in North America, where we have over 5% market share.

**Baby Care and Family Care:** In baby care, we compete mainly in diapers, pants and baby wipes, with approximately 35% global market share. We are the number one or number two baby care competitor in most of the key markets in which we compete, primarily behind Pampers, the Company's largest brand, with annual net sales of more than \$10 billion. Our family care business is predominantly a North American business comprised largely of the Bounty paper towel and Charmin toilet paper brands. U.S. market shares are approximately 45% for Bounty and over 25% for Charmin.

#### ***Fiscal Year 2014 Changes to Global Business Unit Structure***

We recently announced a number of changes to our GBU structure, which will result in changes to our reportable segments. Effective July 1, 2013, as part of our plan to improve business performance, we organized our Global Business Units into four industry-based sectors, comprised of 1) Global Baby, Feminine and Family Care, 2) Global Beauty, 3) Global Health and Grooming, and 4) Global Fabric and Home Care. Under U.S. GAAP, the GBUs underlying these sectors will be aggregated into five reportable segments: 1) Global Baby, Feminine and Family Care, 2) Global Beauty, 3) Global Health, 4) Grooming and 5) Global Fabric and Home Care. As a result, Feminine Care will transition from Health Care to Global Baby, Feminine and Family Care. Additionally, Pet Care will transition from Fabric Care and Home Care to Global Health.

These changes will be reflected in our segment reporting beginning in fiscal year 2014, at which time our historical segment reporting will also be restated to reflect the new structure. The segment discussions in MD&A and the accompanying Consolidated Financial Statements reflect the organizational structure that existed through June 30, 2013.

#### **Global Operations**

Global Operations is comprised of our Market Development Organization (MDO), which is responsible for developing

go-to-market plans at the local level. The MDO includes dedicated retail customer, trade channel and country-specific teams. It is organized along five geographic regions: North America, Western Europe, Central & Eastern Europe/Middle East/Africa (CEEMEA), Latin America and Asia, which is comprised of Japan, Greater China and ASEAN/Australia/India/Korea (AAIK). Throughout MD&A, we reference business results in developing markets, which we define as the aggregate of CEEMEA, Latin America, AAIK and Greater China, and developed markets, which are comprised of North America, Western Europe and Japan.

#### **Global Business Services**

GBS provides technology, processes and standard data tools to enable the GBUs and the MDO to better understand the business and better serve consumers and customers. The GBS organization is responsible for providing world-class solutions at a low cost and with minimal capital investment.

#### **Corporate Functions**

CF provides Company-level strategy and portfolio analysis, corporate accounting, treasury, tax, external relations, governance, human resources and legal, as well as other centralized functional support.

#### ***STRATEGIC FOCUS***

We are focused on strategies that we believe are right for the long-term health of the Company with the objective of delivering total shareholder return in the top one-third of our peer group.

We are focusing our resources on our leading, most profitable categories and markets.

- We will focus on our core markets, such as the U.S., to strengthen and grow these businesses.
- We will focus our developing market investments on the categories and countries with the largest size of prize and highest likelihood of winning.
- We will focus the portfolio, allocating resources to businesses where we can create disproportionate value.

To create flexibility to fund our growth efforts and deliver our financial commitments, we are working to make productivity a core strength for P&G. We have taken significant steps to accelerate cost savings, including a five-year cost savings initiative which was announced in February 2012. The cost savings program covers all elements of costs including cost of goods sold, marketing expense and non-manufacturing overhead.

Innovation has always been - and continues to be - P&G's lifeblood. To consistently win with consumers around the world across price tiers and preferences and to consistently win versus our best competitors, each P&G product category needs a full portfolio of innovation, including a mix of commercial programs, product improvements and game-changing innovations.

Finally, we are focused on improving operating discipline in everything we do. Executing better than our competitors is how we win with customers and consumers and generate leadership returns for our shareholders.

Given current market growth rates, the Company expects the consistent delivery of the following annual financial targets will result in total shareholder returns in the top third of the competitive peer group:

- Grow organic sales modestly above market growth rates in the categories and geographies in which we compete,
- Deliver Core EPS growth of high single digits, and
- Generate free cash flow productivity of 90% or greater.

## SUMMARY OF 2013 RESULTS

| <u>Amounts in millions, except per share amounts</u>      | 2013      | Change<br>vs. Prior<br>Year | 2012      | Change<br>vs. Prior<br>Year | 2011      |
|---|-----------|-----------------------------|-----------|-----------------------------|-----------|
| Net sales   | \$ 84,167 | 1%                          | \$ 83,680 | 3%                          | \$ 81,104 |
| Operating income  | 14,481    | 9%                          | 13,292    | (14)%                       | 15,495    |
| Net earnings from continuing operations                   | 11,402    | 22%                         | 9,317     | (20)%                       | 11,698    |
| Net earnings from discontinued operations                 | —         | (100)%                      | 1,587     | 593%                        | 229       |
| Net earnings attributable to Procter & Gamble             | 11,312    | 5%                          | 10,756    | (9)%                        | 11,797    |
| Diluted net earnings per common share                     | 3.86      | 5%                          | 3.66      | (7)%                        | 3.93      |
| Diluted net earnings per share from continuing operations | 3.86      | 24%                         | 3.12      | (19)%                       | 3.85      |
| Core earnings per common share                            | 4.05      | 5%                          | 3.85      | (1)%                        | 3.87      |

- Net sales increased 1% to \$84.2 billion.
  - Organic sales increased 3%.
  - Unit volume increased 2% due to low single-digit increases in both developing and developed regions.
- Net earnings attributable to Procter & Gamble were \$11.3 billion, an increase of \$556 million or 5% versus the prior year period.
  - Net earnings from continuing operations increased \$2.1 billion, or 22%, to \$11.4 billion. The combination of the net year-over-year impact of acquisition and divestiture gains and the net year-over-year decline in impairment charges drove \$1.9 billion of the increase. The remaining increase was largely due to net sales growth and gross margin expansion.
  - Net earnings from discontinued operations decreased \$1.6 billion due to the gain on the sale of the snacks business and the earnings of the snacks business prior to the divestiture in the prior year period.
- Diluted net earnings per share increased 5% to \$3.86.
  - Diluted net earnings per share from continuing operations increased 24% to \$3.86.
  - Core EPS increased 5% to \$4.05.

- Cash flow from operating activities was \$14.9 billion.
  - Free cash flow was \$10.9 billion.
  - Free cash flow productivity was 95%.

## ECONOMIC CONDITIONS, CHALLENGES AND RISKS

We discuss expectations regarding future performance, events and outcomes, such as our business outlook and objectives, in annual and quarterly reports, press releases and other written and oral communications. All such statements, except for historical and present factual information, are "forward-looking statements" and are based on financial data and our business plans available only as of the time the statements are made, which may become out-of-date or incomplete. We assume no obligation to update any forward-looking statements as a result of new information, future events or other factors. Forward-looking statements are inherently uncertain and investors must recognize that events could be significantly different from our expectations. For more information on risks that could impact our results, refer to Item 1A Risk Factors in this 10-K.

**Ability to Achieve Business Plans.** We are a consumer products company and rely on continued demand for our brands and products. To achieve business goals, we must develop and sell products that appeal to consumers and retail



trade customers. Our continued success is dependent on leading-edge innovation with respect to both products and operations, on the continued positive reputations of our brands and our ability to successfully maintain trademark protection. This means we must be able to obtain patents and trademarks, and respond to technological advances and patents granted to competition. Our success is also dependent on effective sales, advertising and marketing programs. Our ability to innovate and execute in these areas will determine the extent to which we are able to grow existing net sales and volume profitably, especially with respect to the product categories and geographic markets (including developing markets) in which we have chosen to focus. There are high levels of competitive activity in the environments in which we operate. To address these challenges, we must respond to competitive factors, including pricing, promotional incentives, trade terms and product initiatives. We must manage each of these factors, as well as maintain mutually beneficial relationships with our key customers, in order to effectively compete and achieve our business plans.

As a company that manages a portfolio of consumer brands, our ongoing business model involves a certain level of ongoing acquisition, divestiture and joint venture activities. We must be able to successfully manage the impacts of these activities, while at the same time delivering against base business objectives.

Daily conduct of our business also depends on our ability to maintain key information technology systems, including systems operated by third-party suppliers and to maintain security over our data.

**Cost Pressures.** Our costs are subject to fluctuations, particularly due to changes in commodity prices, raw materials, labor costs, foreign exchange and interest rates. Therefore, our success is dependent, in part, on our continued ability to manage these fluctuations through pricing actions, cost savings projects, sourcing decisions and certain hedging transactions, as well as consistent productivity improvements. We also must manage our debt and currency exposure, especially in certain countries with currency exchange controls, such as Venezuela, China, India, Egypt and Argentina. We need to maintain key manufacturing and supply arrangements, including sole supplier and manufacturing plant arrangements, and successfully manage any disruptions at Company manufacturing sites. We must implement, achieve and sustain cost improvement plans, including our outsourcing projects and those related to general overhead and workforce optimization. Successfully managing these changes, including identifying, developing and retaining key employees, is critical to our success.

**Global Economic Conditions.** Demand for our products has a correlation to global macroeconomic factors. The current macroeconomic factors remain dynamic. Economic changes, terrorist activity, political unrest and natural disasters may result in business interruption, inflation,

deflation or decreased demand for our products. Our success will depend, in part, on our ability to manage continued global political and/or economic uncertainty, especially in our significant geographic markets, due to terrorist and other hostile activities or natural disasters. We could also be negatively impacted by a global, regional or national economic crisis, including sovereign risk in the event of a deterioration in the credit worthiness of, or a default by local governments, resulting in a disruption of credit markets. Such events could negatively impact our ability to collect receipts due from governments, including refunds of value added taxes, create significant credit risks relative to our local customers and depository institutions and/or negatively impact our overall liquidity. Additionally, changes in exchange controls and other limits could impact our ability to repatriate earnings from overseas.

**Regulatory Environment.** Changes in laws, regulations and the related interpretations may alter the environment in which we do business. This includes changes in environmental, competitive and product-related laws, as well as changes in accounting standards and tax laws or the enforcement thereof. Our ability to manage regulatory, tax and legal matters (including, but not limited to, product liability, patent and other intellectual property matters) and to resolve pending legal matters within current estimates may impact our results.

## RESULTS OF OPERATIONS

The key metrics included in our discussion of our consolidated results of operations include net sales, gross margin, selling, general and administrative expenses (SG&A), other non-operating items and income taxes. The primary factors driving year-over-year changes in net sales include overall market growth in the categories in which we compete, product initiatives, geographic expansion and acquisition and divestiture activity, all of which drive changes in our underlying unit volume, as well as pricing actions (which can also indirectly impact volume), changes in product and geographic mix and foreign currency impacts on sales outside the U.S.

Most of our cost of products sold and SG&A are to some extent variable in nature. Accordingly, our discussion of these operating costs focuses primarily on relative margins rather than the absolute year-over-year changes in total costs. The primary drivers of changes in gross margin are input costs (energy and other commodities), pricing impacts, product and geographic mix (for example, gross margins in developed markets are generally higher than in developing markets for similar products), the impacts of manufacturing savings projects and to a lesser extent scale impacts (for costs that are fixed or less variable in nature). The primary drivers of SG&A are marketing-related costs and overhead costs. Marketing-related costs are primarily variable in nature, although we do achieve some level of scale benefit over time due to overall growth and other marketing efficiencies. Overhead costs are also variable in nature, but on a relative basis, less so than marketing costs due to our

ability to leverage our organization and systems infrastructures to support business growth. Accordingly, we generally experience more scale-related impacts for these costs.

In February and November 2012, the Company made announcements related to a productivity and cost savings plan to reduce costs in the areas of supply chain, research and development, marketing and overhead expenses. The plan is designed to accelerate cost reductions by streamlining management decision making, manufacturing and other work processes in order to help fund the Company's growth strategy. The Company expects to incur in excess of \$3.5 billion in before-tax restructuring costs over a five-year period (fiscal 2012 through fiscal 2016) as part of this plan. Overall, the costs are expected to deliver in excess of \$2.0 billion in before-tax annual savings.

## Net Sales

### *Fiscal year 2013 compared with fiscal year 2012*

Net sales increased 1% to \$84.2 billion in 2013 on a 2% increase in unit volume. Volume in Baby Care and Family Care grew mid-single digits. Volume in Fabric Care and Home Care and in Health Care grew low single digits. Beauty volume was in line with the prior year. Grooming volume decreased low single digits. Volume grew low single digits in both developed and developing regions. The impact of overall global market growth was partially offset by market share declines in certain categories. Price increases added 1% to net sales, driven by price increases across all business segments, primarily executed in prior

periods to offset cost increases and devaluing developing market currencies. Foreign exchange reduced net sales by 2%. Organic sales growth was 3% driven by both volume and price increases.

### *Fiscal year 2012 compared with fiscal year 2011*

Net sales increased 3% to \$83.7 billion in 2012 on unit volume that was consistent with the prior year period. Difficult macroeconomic conditions caused a slowdown in market growth in fiscal 2012, particularly in developed markets. In addition, we initiated a number of price increases across each reportable segment in fiscal 2012, in large part to recover the rising cost of commodities and currency devaluations. These factors negatively impacted volume growth in 2012, but the price increases led to higher overall sales. Volume grew low single digits in Beauty, Grooming, Health Care, and Baby Care and Family Care. Fabric Care and Home Care volume decreased low single digits. Volume grew mid-single digits in developing regions and was down low single digits in developed regions. The impact of overall global market growth was partially offset by market share declines in certain categories. Price increases added 4% to net sales, driven by price increases across all business segments and regions, primarily to help offset commodity costs and devaluing currencies in certain developing markets. Mix reduced net sales by 1% due to unfavorable geographic mix across the Beauty, Grooming, Health Care and Fabric Care and Home Care reportable segments and unfavorable product mix. Foreign exchange was neutral to net sales. Organic sales growth was 3% driven by price increases.

## Operating Costs

### Comparisons as a percentage of net sales; Years ended June 30

|   | 2013  | Basis Point Change | 2012  | Basis Point Change | 2011  |
|---|-------|--------------------|-------|--------------------|-------|
| Gross margin  | 49.6% | 30                 | 49.3% | (160)              | 50.9% |
| Selling, general and administrative expense                           | 32.0% | 50                 | 31.5% | (30)               | 31.8% |
| Goodwill and indefinite-lived intangible asset and impairment charges | 0.4%  | (150)              | 1.9%  | 190                | —%    |
| Operating margin  | 17.2% | 130                | 15.9% | (320)              | 19.1% |
| Earnings from continuing operations before income taxes               | 17.6% | 230                | 15.3% | (320)              | 18.5% |
| Net earnings from continuing operations                               | 13.5% | 240                | 11.1% | (330)              | 14.4% |
| Net earnings attributable to Procter & Gamble                         | 13.4% | 50                 | 12.9% | (170)              | 14.6% |

### *Fiscal year 2013 compared with fiscal year 2012*

Gross margin expanded 30 basis points in 2013 to 49.6% of net sales, driven by higher pricing and manufacturing cost savings, partially offset by negative mix and higher commodity costs. Gross margin was positively impacted by 70 basis points from higher pricing and approximately 160 basis points from manufacturing cost savings. Gross margin was negatively impacted by 160 basis points from negative geographic and product mix behind disproportionate growth

in developing regions and mid-tier products, both of which have lower gross margins than the Company average. Gross margin was also reduced by capacity investments and to a lesser extent by foreign exchange impacts and higher commodity costs.

Total SG&A increased 2% to \$27.0 billion in 2013, driven by a charge for the balance sheet impact from the devaluation of the official foreign exchange rate in Venezuela and an increase in marketing spending, partially

offset by reduced overhead costs as a result of the productivity and cost savings plan. SG&A as a percentage of net sales increased 50 basis points to 32.0% largely due to a 40 basis point impact from the Venezuela devaluation charge and a 10 basis point increase in marketing spending as a percentage of net sales. Overhead costs as a percentage of net sales declined 20 basis points, as a 70-basis point benefit from our productivity and cost savings plan and 20 basis points of lower restructuring costs were largely offset by the impact of foreign exchange. This was due to a higher portion of SG&A spending in strengthening currencies as compared to net sales, higher employee wages and benefit costs and increased merchandising investments.

In fiscal 2013 we incurred impairment charges of \$308 million (\$290 million after-tax) related to the carrying value of goodwill in our Appliances business and the related Braun trade name intangible asset. In fiscal 2012 we incurred impairment charges of \$1.6 billion (\$1.5 billion after-tax) related to the carrying values of goodwill in our Appliances and Salon Professional businesses and our Kileston Perfect and Wella indefinite-lived intangible assets, which are part of our Salon Professional business. See Note 2 to our Consolidated Financial Statements for more details, including factors leading to the impairment charges. Since goodwill is included in Corporate for internal management and segment reporting, the goodwill impairment charges are included in the Corporate segment. The indefinite-lived intangible asset impairments are also included in the Corporate segment for management and segment reporting.

#### *Fiscal year 2012 compared with fiscal year 2011*

Gross margin contracted 160 basis points in 2012 to 49.3% of net sales. The reduction in gross margin was driven mainly by a 230-basis point impact from higher commodity and energy costs. Gross margin was also negatively impacted by 200 basis points from negative geographic and product mix and by 30 basis points from the impact of increased restructuring spending due to the productivity and cost savings plan. The negative mix resulted from disproportionate growth in developing regions, as developing regions have lower relative gross margins than developed regions. These impacts were partially offset by a 200-basis point impact from increased pricing and a 140-basis point impact from manufacturing cost savings.

Total SG&A increased 3% to \$26.4 billion in 2012, driven by higher marketing spending to support initiative activity and a \$510 million increase in restructuring spending from our productivity and cost savings plan, partially offset by a reduction in competition law fines (see Item 3 of this Form 10-K and Note 11 to our Consolidated Financial Statements), which were \$303 million in 2011 compared to \$75 million in 2012. SG&A as a percentage of net sales decreased 30 basis points to 31.5%, as reduced competition law fines and the impact of increased scale leverage on marketing and overhead costs from higher sales were partially offset by 60 basis points of incremental restructuring costs.

## **Non-Operating Items**

### *Fiscal year 2013 compared with fiscal year 2012*

Interest expense decreased 13% in 2013 to \$667 million, due to lower interest rates on floating-rate debt. Interest income increased 13% in 2013 to \$87 million, due to an increase in cash, cash equivalents and debt securities. Other non-operating income, net primarily includes divestiture gains and investment income. Other non-operating income increased \$757 million to \$942 million in 2013 mainly due to net acquisition and divestiture activities. A holding gain of \$631 million resulting from the purchase of the balance of P&G's Baby Care and Feminine Care joint venture in Iberia and a gain of approximately \$250 million from the sale of our Italian bleach business, both in the current year, were partially offset by a \$130 million divestiture gain from the PUR water filtration business in the prior year period.

### *Fiscal year 2012 compared with fiscal year 2011*

In 2012, interest expense decreased 7% to \$769 million, due to lower interest rates on floating-rate debt and a decrease in average debt outstanding. Interest income increased 24% in 2012 to \$77 million, due to an increase in cash, cash equivalents and debt securities. Other non-operating income, net decreased \$86 million to \$185 million in 2012 mainly behind the impact of minor brand divestitures. A divestiture gain from the sale of the PUR water filtration brand in fiscal 2012 was less than the Zest and Infasil divestiture gains in fiscal 2011.

## **Income Taxes**

### *Fiscal year 2013 compared with fiscal year 2012*

The effective tax rate on continuing operations decreased 390 basis points to 23.2% in 2013. The primary drivers of this rate decline were as follows:

- Approximately 210 basis points due to the non-deductibility of impairment charges related to our Appliances and Salon Professional businesses, which were higher in the base period versus the current year.
- Approximately 100 basis points due to the tax impacts from acquisition and divestiture activity (primarily the non-taxable gain on the purchase of the balance of the Baby Care and Feminine Care joint venture in Iberia).
- Approximately 50 basis points due to the net impact of favorable discrete adjustments related to uncertain income tax positions. The current year net benefit was \$275, or 180 basis points, versus a net benefit of 130 basis points in the prior year.
- Approximately 20 basis points from the impact of the Venezuela currency devaluation.

*Fiscal year 2012 compared with fiscal year 2011*

In 2012, the effective tax rate on continuing operations increased 510 basis points to 27.1% primarily due to a 250-basis point impact from the non-deductibility of impairment charges in fiscal 2012 and the net impact of favorable discrete adjustments related to uncertain income tax positions, which drove 250 basis points of the tax rate difference. The net benefit from favorable discrete adjustments was \$165 million in fiscal 2012, which netted to 130 basis points, versus 380 basis points of net benefits in fiscal 2011.

**Net Earnings**

*Fiscal year 2013 compared with fiscal year 2012*

Net earnings from continuing operations increased \$2.1 billion or 22% to \$11.4 billion in 2013. The combination of the net year-over-year impact of acquisition and divestiture gains and the net year-over-year decline in impairment charges drove \$1.9 billion of the increase. Earnings also increased due to the increase in net sales and the 30-basis point gross margin expansion in the current year.

Net earnings from discontinued operations decreased \$1.6 billion in 2013 due to the gain on the divestiture of the snacks business and the earnings from the snacks business prior to the divestiture in the prior year period. Net earnings attributable to Procter & Gamble increased \$556 million, or 5% to \$11.3 billion.

Diluted net earnings per share from continuing operations increased 24% to \$3.86 due to the increase in net earnings and a reduction in shares outstanding. The number of shares outstanding decreased due to \$6.0 billion of treasury share repurchases under our publicly announced share repurchase program, partially offset by shares issued under share-based compensation plans. Diluted net earnings per share from discontinued operations was \$0.54 in the prior year period (zero in the current period) due to the gain on the divestiture of the snacks business and earnings of the snacks business prior to the divestiture. Diluted net earnings per share increased 5% to \$3.86.

Core EPS increased 5% to \$4.05 primarily due to increased net sales, gross margin expansion and the reduction in shares outstanding. Core EPS represents diluted net earnings per share from continuing operations excluding the current period charge for the balance sheet impact from the devaluation of the official foreign exchange rate in Venezuela, the current year holding gain on the purchase of the balance of our Iberian joint venture and charges in both years for European legal matters, incremental restructuring related to our productivity and cost savings plan and impairments of goodwill and indefinite-lived intangible assets.

*Fiscal year 2012 compared with fiscal year 2011*

In 2012, net earnings from continuing operations decreased 20% to \$9.3 billion as an increase in net sales was more than

offset by the impact of impairment charges, incremental restructuring charges and an increase in income taxes. Operating margin declined 320 basis points due primarily to a 190-basis point impact from goodwill and intangible assets impairment charges in our Appliances and Salon Professional businesses and an 85-basis point impact from incremental restructuring charges. The impact of higher commodity costs and negative product mix was largely offset by higher pricing, manufacturing cost savings and increased scale leverage.

Net earnings from discontinued operations increased \$1.4 billion in 2012 due to the gain on the divestiture of the snacks business. Net earnings attributable to Procter & Gamble declined 9% to \$10.8 billion.

Diluted net earnings per share from continuing operations decreased 19% in 2012 to \$3.12 due to the decline in net earnings, partially offset by a reduction in shares outstanding. The reduction in the number of shares outstanding was driven by treasury share repurchases of \$4.0 billion, which were made under our publicly announced share repurchase program, partially offset by shares issued under share-based compensation plans. Diluted net earnings per share from discontinued operations increased \$0.46 due to the gain on the divestiture of the snacks business, partially offset by a decrease in the earnings of the snacks business prior to the divestiture. Diluted net earnings per share decreased 7% from the prior year to \$3.66 in fiscal 2012. Core EPS in 2012 decreased 1% to \$3.85.

**Venezuela Currency Impacts**

Venezuela is a highly inflationary economy under U.S. GAAP. As a result, the U.S. dollar is the functional currency for our subsidiaries in Venezuela. Any currency remeasurement adjustments for non-dollar denominated monetary assets and liabilities held by these subsidiaries and other transactional foreign exchange gains and losses are reflected in earnings.

The Venezuelan government has established one official exchange rate for qualifying dividends and imported goods and services. That rate was equal to 4.3 Bolivares Fuertes (VEF) to one U.S. dollar through February 12, 2013. Effective February 13, 2013, the Venezuelan government devalued its currency relative to the U.S. dollar from 4.3 to 6.3 (official rate). The remeasurement of our balance sheets in 2013 to reflect the impact of the devaluation resulted in a net after-tax charge of \$236 million (\$0.08 per share). There will also be an ongoing impact related to translating our income statement at the new exchange rates. Moving from the 4.3 rate to the 6.3 rate will reduce future total Company reported net sales by less than 1% on a going basis. This does not impact our organic sales growth rate, which excludes the impact of foreign currency changes. Versus our existing business plans, the exchange rate change reduced our reported earnings per share by approximately \$0.04 per share in 2013.

Transactions at the official exchange rate are subject to CADIVI (Venezuelan government's Foreign Exchange Administrative Commission). Our overall results in Venezuela are reflected in our Consolidated Financial Statements at the official rate, which is currently the rate expected to be applicable to dividend repatriations. In addition to the official exchange rate, there had been a parallel exchange market (SITME) that was controlled by the Central Bank of Venezuela as the only legal intermediary to execute foreign exchange transactions outside of CADIVI. The published rate was 5.3 through February 12, 2013. The notional amount of transactions that ran through this foreign exchange rate for nonessential goods was restrictive, which for us essentially eliminated our ability to access any foreign exchange rate other than the official CADIVI rate to pay for imported goods and/or manage our local monetary asset balances. When the government devalued its currency in February, 2013, it also eliminated SITME, but established a new exchange rate market program, referred to as SICAD. As of June 30, 2013, there is little official information available on the new auction process or the underlying auction rates.

As of June 30, 2013, we had net monetary assets denominated in local currency of \$913 million. Local currency balances decreased 14% since June 30, 2012 due to the impact of the February 2013 devaluation and an increase in payments by the government through CADIVI, partially offset by an increase in the net amount of indirect value added taxes (VAT) receivable from the government from goods receipts and shipments. Prior to the February 2013 devaluation, a portion of our net monetary assets denominated in local currency was remeasured using the SITME rate because we planned to use that amount of the net assets (largely cash) to satisfy U.S. dollar denominated liabilities that do not qualify for official rate dollars. The remaining net monetary asset balances had been reflected within our Consolidated Financial Statements at the 4.3 official exchange rate. However, as noted in the preceding paragraph, the parallel SITME market was eliminated at the time of the February 2013 devaluation, and there is little information available on the SICAD mechanism. Accordingly, all of our net monetary assets are measured at the official 6.3 exchange rate at June 30, 2013.

Additionally, the Venezuelan government enacted a price control law during the second half of fiscal 2012 that negatively impacted the net selling prices of certain products sold in Venezuela.

Depending on the ultimate transparency and liquidity of the SICAD market, it is possible that we may remeasure a

portion of our net monetary balances (the amount of the net assets needed to satisfy U.S. dollar denominated liabilities that do not qualify for official rate dollars, approximately \$240 million as of June 30, 2013) at the SICAD rate. This would result in an additional devaluation charge. Over time, we intend to restore net sales and profit to levels achieved prior to the devaluation. However, our ability to do so will be impacted by several factors. These include the Company's ability to mitigate the effect of the recently enacted price controls, any potential future devaluation, any further Venezuelan government price or exchange controls, economic conditions and the availability of raw materials and utilities. In addition, depending on the future availability of U.S. dollars at the official rate, our local U.S. dollar needs, our overall repatriation plans, the creditworthiness of the local depository institutions and other creditors and our ability to collect amounts due from customers and the government, including VAT receivable, we may have exposure for our local monetary assets. We also have devaluation exposure for the differential between the current and potential future official exchange rates.

## SEGMENT RESULTS

Segment results reflect information on the same basis we use for internal management reporting and performance evaluation. The results of these reportable segments do not include certain non-business unit specific costs such as interest expense, investing activities and certain restructuring and asset impairment costs. These costs are reported in our Corporate segment and are included as part of our Corporate segment discussion. Additionally, as described in Note 12 to the Consolidated Financial Statements, we have investments in certain companies over which we exert significant influence, but do not control the financial and operating decisions and, therefore, do not consolidate these companies for U.S. GAAP purposes ("unconsolidated entities"). Given that certain of these investments are managed as integral parts of the Company's business units, they are accounted for as if they were consolidated subsidiaries for management and segment reporting purposes. This means pre-tax earnings in the business units include 100% of each pre-tax income statement component. In determining after-tax earnings in the business units, we eliminate the share of earnings applicable to other ownership interests, in a manner similar to noncontrolling interest, and apply the statutory tax rates. Eliminations to adjust each line item to U.S. GAAP are included in our Corporate segment. All references to net earnings throughout the discussion of segment results refer to net earnings from continuing operations.

## Net Sales Change Drivers (2013 vs. 2012)

|                           | Volume with<br>Acquisitions<br>& Divestitures | Volume<br>Excluding<br>Acquisitions<br>& Divestitures | Foreign<br>Exchange | Price     | Mix       | Other     | Net Sales<br>Growth |
|---------------------------|---|---|---------------------|-----------|-----------|-----------|---------------------|
| Beauty                    | 0%  | 0%  | -2%                 | 2%        | -1%       | -1%       | -2%                 |
| Grooming                  | -1%   | 0%  | -4%                 | 2%        | 0%        | -1%       | -4%                 |
| Health Care               | 3%  | 3%  | -3%                 | 1%        | 1%        | 1%        | 3%                  |
| Fabric Care and Home Care | 3%  | 3%  | -2%                 | 1%        | -1%       | 0%        | 1%                  |
| Baby Care and Family Care | 4%  | 4%  | -2%                 | 1%        | -1%       | 0%        | 2%                  |
| <b>TOTAL COMPANY</b>      | <b>2%</b>                                     | <b>2%</b>   | <b>-2%</b>          | <b>1%</b> | <b>0%</b> | <b>0%</b> | <b>1%</b>           |

## Net Sales Change Drivers (2012 vs. 2011)

|                           | Volume with<br>Acquisitions<br>& Divestitures | Volume<br>Excluding<br>Acquisitions<br>& Divestitures | Foreign<br>Exchange | Price     | Mix        | Other     | Net Sales<br>Growth |
|---------------------------|---|---|---------------------|-----------|------------|-----------|---------------------|
| Beauty                    | 2%  | 2%  | 0%                  | 3%        | -3%        | 0%        | 2%                  |
| Grooming                  | 1%  | 1%  | -1%                 | 2%        | -1%        | 0%        | 1%                  |
| Health Care               | 1%  | 0%  | 0%                  | 3%        | -1%        | 0%        | 3%                  |
| Fabric Care and Home Care | -1%   | -1%   | 0%                  | 5%        | -1%        | 0%        | 3%                  |
| Baby Care and Family Care | 1%  | 1%  | 0%                  | 5%        | 0%         | 0%        | 6%                  |
| <b>TOTAL COMPANY</b>      | <b>0%</b>                                     | <b>0%</b>   | <b>0%</b>           | <b>4%</b> | <b>-1%</b> | <b>0%</b> | <b>3%</b>           |

Net sales percentage changes are approximations based on quantitative formulas that are consistently applied. Other includes the sales mix impact from acquisitions and divestitures and rounding impacts necessary to reconcile volume to net sales.

**BEAUTY**

| (\$ millions)  | 2013            | Change vs<br>2012 | 2012     | Change vs<br>2011 |
|----------------|-----------------|-------------------|----------|-------------------|
| Volume         | n/a             | 0%                | n/a      | +2%               |
| Net sales      | <b>\$19,956</b> | -2%               | \$20,318 | +2%               |
| Net earnings   | <b>\$2,474</b>  | +4%               | \$2,390  | -6%               |
| % of Net Sales | <b>12.4%</b>    | 60 bps            | 11.8%    | (100) bps         |

*Fiscal year 2013 compared with fiscal year 2012*

Beauty net sales decreased 2% to \$20.0 billion in 2013 on unit volume that was in line with the prior year period. Organic sales increased 1%. Price increases contributed 2% to net sales growth. Unfavorable geographic mix reduced net sales by 1% due to disproportionate growth in developing regions, which have lower than segment average selling prices. Unfavorable foreign exchange reduced net sales by 2%. The mix impact of minor brand divestitures reduced net sales by 1%. Global market share of the Beauty segment decreased 0.5 points. Volume increased low single digits in developing markets and decreased low single digits in developed regions. Volume in Hair Care and Color was in line with the prior year period due to a low single-digit increase in developing regions from market growth and innovation offset by a low single-digit decline in developed regions from reduced shipments as a result of price gaps versus competition. Global market share of the hair care and color category was down more than half a point. Volume in Beauty Care was in line with the prior year period. A low

single-digit volume increase in personal cleansing and a mid-single-digit increase in deodorants, driven by innovation and market growth in developing regions, was offset by a mid-single-digit decline in facial skin care, where global market share decreased about a point. Volume in Salon Professional was in line with the prior year period due to mid-single-digit growth in developing markets behind new innovations, offset by a low single-digit decline in developed regions from market contraction. Volume in Prestige was in line with the prior year period due to minor brand divestitures and market contraction in Western Europe, offset by innovation and market growth in developing markets. Organic volume in Prestige increased low single digits.

Net earnings increased 4% to \$2.5 billion, as lower net sales were more than offset by a 60-basis point increase in net earnings margin. Net earnings margin increased due to gross margin expansion, a decrease in SG&A as a percentage of sales and a lower effective tax rate. Gross margin increased behind manufacturing cost savings and higher pricing. SG&A as a percentage of net sales declined largely due to reduced overhead spending. The effective tax rate declined due to the geographic mix of earnings.

*Fiscal year 2012 compared with fiscal year 2011*

Beauty net sales increased 2% to \$20.3 billion in 2012 on unit volume growth of 2%. Organic sales also grew 2% on 2% organic volume growth. Price increases contributed 3% to net sales growth. Mix negatively impacted net sales by 3% behind a decrease in Salon Professional and

disproportionate growth in developing regions, which have lower than segment average selling prices. Global market share of the Beauty segment decreased 0.3 points. Volume increased mid-single digits in developing regions while developed region volume decreased low single digits. Volume in Hair Care and Color grew mid-single digits behind high single-digit growth in developing regions led by Pantene initiatives and Head & Shoulders geographic expansion. Volume in developed regions was down low single digits due to competitive activity. Global market share of the hair care category was unchanged. Volume in Beauty Care decreased mid-single digits due to the Zest and Infasil divestitures and the impact of competitive activity in North America and Western Europe which contributed to about half a point of global share loss. Volume in Salon Professional was down high single digits mainly due to market contraction in Europe and the impact of competitive activity. Volume in Prestige Products increased mid-single digits driven by initiative activity, partially offset by minor brand divestitures.

Net earnings decreased 6% to \$2.4 billion as higher net sales were more than offset by a 100-basis point decrease in net earnings margin. Net earnings margin decreased due to gross margin contraction partially offset by lower SG&A as a percentage of net sales. Gross margin decreased primarily due to an increase in commodity costs and unfavorable geographic and product mix, partially offset by manufacturing cost savings and higher pricing. SG&A as a percentage of net sales decreased due to scale leverage from increased sales.

### GROOMING

| (\$ millions)  | 2013           | Change vs<br>2012 | 2012    | Change vs<br>2011 |
|----------------|----------------|-------------------|---------|-------------------|
| Volume         | n/a            | -1%               | n/a     | +1%               |
| Net sales      | <b>\$8,038</b> | -4%               | \$8,339 | +1%               |
| Net earnings   | <b>\$1,837</b> | +2%               | \$1,807 | +2%               |
| % of Net Sales | <b>22.9%</b>   | 120 bps           | 21.7%   | 10 bps            |

#### *Fiscal year 2013 compared with fiscal year 2012*

Grooming net sales decreased 4% to \$8.0 billion in 2013 on a 1% decrease in unit volume. Organic sales were up 2% on organic volume that was in line with the prior year period. Price increases contributed 2% to net sales growth. Unfavorable foreign exchange reduced net sales by 4%. The impact of the Braun household appliances business divestiture reduced net sales by 1%. Global market share of the Grooming segment increased 0.4 points. Volume increased low single digits in developing regions and decreased mid-single digits in developed regions. Shave Care volume increased low single digits due to low single-digit growth in developing regions, primarily behind market growth and innovation expansion, partially offset by a low single-digit decrease in developed regions primarily due to market contraction in Western Europe. Global market share of the blades and razors category was up less than half a point. Volume in Appliances decreased double digits due to

the sale of the Braun household appliances business, competitive activity and market contraction. Organic volume in Appliances declined high single digits. Global market share of the appliances category decreased nearly half a point.

Net earnings increased 2% to \$1.8 billion due to a 120-basis point increase in net earnings margin, partially offset by the decrease in net sales. Net earnings margin increased primarily due to gross margin expansion. Gross margin increased due to pricing and manufacturing cost savings. SG&A as a percentage of net sales decreased nominally as increased marketing spending was offset by reduced overhead costs.

#### *Fiscal year 2012 compared with fiscal year 2011*

Grooming net sales increased 1% to \$8.3 billion in 2012 on a 1% increase in unit volume. Organic sales were up 2%. Price increases contributed 2% to net sales growth. Unfavorable geographic and product mix decreased net sales by 1% mainly due to disproportionate growth in developing markets, which have lower than segment average selling prices. Unfavorable foreign exchange decreased net sales growth by 1%. Global market share of the Grooming segment decreased 0.2 points. Volume grew mid-single digits in developing regions due to initiative activity and market growth and decreased low single digits in developed regions primarily due to competitive activity. Volume in Shave Care was up low single digits due to mid-single-digit growth in developing regions behind initiatives, Fusion ProGlide geographic expansion and market growth, partially offset by a low single-digit decrease in developed regions due to market contraction and the impact of competitive activity. Global market share of the blades and razors category was unchanged. Volume in Appliances decreased mid-single digits due to market contraction in Western Europe and the impact of competitive activity. Global market share of the dry shave category was down over 2 points.

Net earnings increased 2% to \$1.8 billion due to higher net sales and a 10-basis point increase in net earnings margin. The net earnings margin increase was driven by a decrease in SG&A as a percentage of net sales, largely offset by gross margin contraction. SG&A as a percentage of net sales decreased due to reductions in both overhead and marketing spending. Gross margin decreased primarily due to an increase in commodity costs and unfavorable geographic and product mix, partially offset by price increases.



**HEALTH CARE**

| (\$ millions)  | 2013            | Change vs<br>2012 | 2012     | Change vs<br>2011 |
|----------------|-----------------|-------------------|----------|-------------------|
| Volume         | n/a             | +3%               | n/a      | +1%               |
| Net sales      | <b>\$12,830</b> | +3%               | \$12,421 | +3%               |
| Net earnings   | <b>\$1,898</b>  | +4%               | \$1,826  | +2%               |
| % of Net Sales | <b>14.8%</b>    | 10 bps            | 14.7%    | (20) bps          |

*Fiscal year 2013 compared with fiscal year 2012*

Health Care net sales increased 3% to \$12.8 billion in 2013 on a 3% increase in unit volume. Organic sales were up 5%. Price increases contributed 1% to net sales growth. Favorable product mix, partially offset by unfavorable geographic mix, increased net sales by 1%. Unfavorable foreign exchange reduced net sales by 3%. The mix impact from acquisitions and divestitures increased net sales by 1%. Global market share of the health care segment decreased 0.3 points. Volume increased mid-single digits in developing regions and increased low single digits in developed regions. Oral Care volume increased mid-single digits due to geographic expansion, innovation and market growth. Global market share of the oral care category was down slightly. Volume in Personal Health Care increased mid-single digits partially due to a net increase from prior year acquisition and divestiture activity (the addition of the PGT Healthcare partnership and New Chapter VMS, partially offset by the divestiture of the PuR business). Organic volume increased low single digits primarily due to the launch of ZzzQuil and geographic expansion for Vicks. Volume in Feminine Care increased low single digits with mid-single-digit growth in developing markets behind market growth and innovation partially offset by a low single-digit decrease in developed regions due to increased promotional activity from competition and market contraction. Global market share of the feminine care category was down half a point.

Net earnings increased 4% to \$1.9 billion due to higher net sales and a 10-basis point increase in net earnings margin. Net earnings margin increased due to a reduction in overhead spending, partially offset by an increase in marketing spending and gross margin contraction. Gross margin decreased due to increased commodity costs and supply chain investments, partially offset by higher pricing and manufacturing cost savings.

*Fiscal year 2012 compared with fiscal year 2011*

Health Care net sales increased 3% to \$12.4 billion in 2012 on 1% growth in unit volume. Organic sales were up 2% on flat organic volume. Price increases contributed 3% to net sales growth. Mix negatively impacted net sales by 1% due to disproportionate growth in certain developing countries and products with lower than segment average selling prices. Global market share of the Health Care segment decreased 0.1 points. Volume increased mid-single digits in developing regions and decreased low single digits in developed regions. Oral Care volume was in line with the

prior year period as the expansion of Oral-B toothpaste in Western Europe and Latin America was offset by the impact of competitive activity in developed markets and Asia and lost volume following price increases in Asia. Global market share of the oral care category was down slightly. Volume in Personal Health Care increased low single digits driven by the addition of the PGT Healthcare partnership. Organic volume was down low single digits as the benefits from market growth were more than offset by lower shipments of Prilosec OTC in North America. All-outlet value share of the U.S. personal health care market was down slightly. Volume in Feminine Care was up low single digits driven by mid-single-digit growth in developing markets due to market growth and initiative activity in India, Brazil and CEEMEA. Feminine Care global market share was down about half a point.

Net earnings increased 2% to \$1.8 billion behind higher net sales partially offset by a 20-basis point decrease in net earnings margin. Net earnings margin decreased due to gross margin contraction, partially offset by lower SG&A as a percentage of net sales. Gross margin declined due to higher commodity costs and unfavorable product and geographic mix, partially offset by manufacturing cost savings and price increases. SG&A as a percentage of net sales decreased primarily due to scale leverage from increased sales.

**FABRIC CARE AND HOME CARE**

| (\$ millions)  | 2013            | Change vs<br>2012 | 2012     | Change vs<br>2011 |
|----------------|-----------------|-------------------|----------|-------------------|
| Volume         | n/a             | +3%               | n/a      | -1%               |
| Net sales      | <b>\$27,448</b> | +1%               | \$27,254 | +3%               |
| Net earnings   | <b>\$3,126</b>  | +7%               | \$2,915  | -6%               |
| % of Net Sales | <b>11.4%</b>    | 70 bps            | 10.7%    | (100) bps         |

*Fiscal year 2013 compared with fiscal year 2012*

Fabric Care and Home Care net sales increased 1% in 2013 to \$27.4 billion on a 3% increase in unit volume. Organic sales were up 3%. Price increases contributed 1% to net sales growth. Unfavorable product mix decreased net sales by 1% driven by a reduction in Pet Care volume, which has higher than segment average selling prices. Unfavorable foreign exchange reduced net sales by 2%. Global market share of the Fabric Care and Home Care segment decreased 0.3 points. Volume increased mid-single digits in developing regions and low single digits in developed regions. Fabric Care volume increased low single digits behind low single-digit growth in developed regions and mid-single-digit growth in developing regions, driven primarily by Asia. Overall growth due to innovation and market growth was partially offset by the impacts of competitive activity. Global market share of the fabric care category decreased more than half a point. Home Care volume increased mid-single digits driven by a high single-digit increase in developing markets, behind innovation and distribution expansion, and a low single-digit increase in developed markets primarily due to the impact of reduced



pricing in North America. Global market share of the home care category was unchanged. Batteries volume increased low single digits due to a mid-single-digit increase in developing regions from market growth and geographic expansion, partially offset by a low single-digit decrease in developed markets due to market contraction and share losses, primarily behind higher pricing in Western Europe to improve the margin structure. Global market share of the batteries category was unchanged. Pet Care volume decreased mid-single digits due to competitive activity and the impact of product recalls for Natura in developed markets. Volume was in line with the prior year in developing regions. Global market share of the pet care category was down less than half a point.

Net earnings increased 7% to \$3.1 billion due to a 70-basis point increase in net earnings margin and the increase in net sales. Net earnings margin increased mainly due to gross margin expansion. Gross margin increased due to higher pricing and manufacturing cost savings, partially offset by higher commodity costs and the impact from product recalls on the Natura brand. SG&A as a percentage of net sales was nearly unchanged, as increased marketing spending was largely offset by reduced overhead costs.

#### *Fiscal year 2012 compared with fiscal year 2011*

Fabric Care and Home Care net sales increased 3% to \$27.3 billion in 2012. Unit volume decreased 1%. Organic sales were up 3%. Price increases contributed 5% to net sales growth. Mix negatively impacted net sales growth by 1% due to disproportionate growth of mid-tier product lines and developing regions, which have lower than segment average selling prices. Global market share of the Fabric Care and Home Care segment decreased 0.3 points. Volume in developing regions grew mid-single digits, while volume in developed regions decreased mid-single digits. Fabric Care volume decreased low single digits mainly due to the impact of price increases in North America, partially offset by growth in Asia. Global market share of the fabric care category decreased half a point. Home Care volume increased low single digits driven by initiative activity and distribution expansion in developing regions, partially offset by a low single-digit decline in developed regions due to the impact of price increases. Global market share of the home care category was unchanged. Batteries volume decreased low single digits due to market contraction and distribution losses in developed markets, partially offset by market growth and distribution expansion in developing regions. Global market share of the batteries category increased about half a point. Pet Care volume decreased high single digits due mainly to market contraction and customer inventory reductions. Global market share of the pet care category was down about half a point.

Net earnings decreased 6% to \$2.9 billion as net sales growth was more than offset by a 100-basis point decrease in net earnings margin. Net earnings margin decreased primarily due to gross margin contraction. Gross margin decreased mainly due to higher commodity costs and

unfavorable product and geographic mix, partially offset by manufacturing cost savings and higher pricing. SG&A as a percentage of net sales decreased nominally as higher marketing costs were largely offset by overhead scale leverage from increased sales.

#### **BABY CARE AND FAMILY CARE**

| <b>(\$ millions)</b> | <b>2013</b>     | <b>Change vs<br/>2012</b> | <b>2012</b> | <b>Change vs<br/>2011</b> |
|----------------------|-----------------|---------------------------|-------------|---------------------------|
| Volume               | n/a             | +4%                       | n/a         | +1%                       |
| Net sales            | <b>\$16,790</b> | +2%                       | \$16,493    | +6%                       |
| Net earnings         | <b>\$2,242</b>  | +6%                       | \$2,123     | +7%                       |
| % of Net Sales       | <b>13.4%</b>    | 50 bps                    | 12.9%       | 20 bps                    |

#### *Fiscal year 2013 compared with fiscal year 2012*

Baby Care and Family Care net sales increased 2% to \$16.8 billion in 2013 on 4% volume growth. Organic sales were up 4%. Pricing added 1% to net sales growth. Product mix reduced net sales by 1% due to disproportionate growth of Family Care, which has lower than segment average selling prices. Unfavorable foreign exchange reduced net sales by 2%. Global market share of the Baby Care and Family Care segment decreased 0.3 points. Volume increased mid-single digits in developing regions and low single digits in developed regions. Volume in Baby Care increased low single digits as a mid-single-digit increase in developing regions from market growth, distribution expansion and innovation, was partially offset by a low single-digit decrease in developed regions due to market contraction and competitive promotional activity, primarily in Western Europe. Global market share of the baby care category decreased nearly half a point. Volume in Family Care increased mid-single digits primarily due to market growth and innovation on Charmin and Bounty. In the U.S., all-outlet share of the family care category was flat.

Net earnings increased 6% to \$2.2 billion due to the increase in net sales and a 50-basis point increase in net earnings margin. Net earnings margin increased due to gross margin expansion. The increase in gross margin was driven by the impact of higher pricing and manufacturing and commodity cost savings, partially offset by unfavorable product and geographic mix.

#### *Fiscal year 2012 compared with fiscal year 2011*

Baby Care and Family Care net sales increased 6% to \$16.5 billion in 2012 on 1% volume growth. Organic sales were up 6%. Pricing added 5% to net sales growth. Global market share of the Baby Care and Family Care segment increased 0.2 points. Volume grew double digits in developing regions and decreased low single digits in developed regions. Volume in Baby Care was up mid-single digits behind market size growth and distribution expansion in developing regions, partially offset by declines in North America and Western Europe from diaper market contraction. Global market share of the baby care category increased more than half a point. Volume in Family Care decreased low single

digits primarily due to competitive activity and the impact of a price increase in North America. In the U.S., all-outlet share of the family care category was down half a point.

Net earnings increased 7% to \$2.1 billion due to sales growth and a 20-basis point increase in net earnings margin. Net earnings margin increased mainly due to a decrease in SG&A as a percentage of net sales, partially offset by a lower gross margin. The reduction in gross margin was driven primarily by higher commodity costs and unfavorable geographic and product mix, partially offset by the impact of higher pricing. SG&A as a percentage of net sales decreased due to scale leverage from increased sales.

## CORPORATE

| (\$ millions) | 2013           | Change vs<br>2012 | 2012      | Change vs<br>2011 |
|---------------|----------------|-------------------|-----------|-------------------|
| Net sales     | <b>\$(895)</b> | -22%              | \$(1,145) | -9%               |
| Net earnings  | <b>\$(175)</b> | N/A               | \$(1,744) | N/A               |

Corporate includes certain operating and non-operating activities not allocated to specific business units. These include: the incidental businesses managed at the corporate level; financing and investing activities; other general corporate items; the historical results of certain divested brands and categories; certain asset impairment charges; and certain restructuring-type activities to maintain a competitive cost structure, including manufacturing and workforce optimization. Corporate also includes reconciling items to adjust the accounting policies used in the segments to U.S. GAAP. The most significant reconciling items include income taxes (to adjust from statutory rates that are reflected in the segments to the overall Company effective tax rate), adjustments for unconsolidated entities (to eliminate net sales, cost of products sold and SG&A for entities that are consolidated in the segments but accounted for using the equity method for U.S. GAAP) and noncontrolling interest adjustments for subsidiaries where we do not have 100% ownership. Since certain unconsolidated entities and less than 100%-owned subsidiaries are managed as integral parts of the related segments, they are accounted for similar to a wholly-owned subsidiary for management and segment purposes. This means our segment results recognize 100% of each income statement component through before-tax earnings in the segments, with eliminations for unconsolidated entities and noncontrolling interests in Corporate. In determining segment net earnings, we apply the statutory tax rates (with adjustments to arrive at the Company's effective tax rate in Corporate) and eliminate the share of earnings applicable to other ownership interests, in a manner similar to noncontrolling interest.

Corporate net sales primarily reflect the adjustment to eliminate the sales of unconsolidated entities included in business segment results. Accordingly, Corporate net sales are generally negative. Negative net sales in Corporate for 2013 decreased by \$250 million due to 1) the purchase of the balance of our Iberian joint venture (after which this business is consolidated for both segment and consolidated

results and the underlying sales no longer need to be eliminated) and 2) smaller adjustments required to eliminate reduced sales of the remaining unconsolidated entities. Corporate net earnings improved \$1.6 billion primarily due to reduced net after-tax goodwill and intangible asset impairment charges (which totaled \$1.5 billion in the prior year as compared to \$290 million in the current period), along with the current year net after-tax holding gain related to the purchase of the balance of our Iberian joint venture, partially offset by the current year charge for the impact of the Venezuela devaluation. Additional discussion of the items impacting net earnings in Corporate are included in the Results of Operations section.

In 2012, negative net sales in Corporate decreased by \$108 million due to adjustments required to eliminate the lower net sales of unconsolidated entities. Corporate net earnings declined \$2.2 billion primarily due to the net after tax goodwill and intangible asset impairment charges of \$1.5 billion, incremental after-tax restructuring charges of \$587 million and the impact of lower net discrete tax adjustments in 2012. Additional discussion of the items impacting net earnings in Corporate are included in the Results of Operations section above.

## Productivity and Cost Savings Plan

In February and November 2012, the Company made announcements related to a productivity and cost savings plan to reduce costs and better leverage scale in the areas of supply chain, research and development, marketing and overheads. The plan was designed to accelerate cost reductions by streamlining management decision making, manufacturing and other work processes to fund the Company's growth strategy.

As part of this plan, the Company expects to incur in excess of \$3.5 billion in before-tax restructuring costs over a five-year period (from fiscal 2012 through fiscal 2016). Approximately 55% of the costs have been incurred through the end of fiscal 2013. Savings generated from the restructuring costs are difficult to estimate, given the nature of the activities, the corollary benefits achieved, the timing of the execution and the degree of reinvestment. Overall, the costs are expected to deliver in excess of \$2 billion in before-tax annual savings. The cumulative before-tax savings realized as a result of restructuring costs incurred through 2013 were approximately \$940 million. Restructuring accruals of \$323 million as of June 30, 2013, are classified as current liabilities. Approximately 86% of the restructuring charges incurred during fiscal 2013 either have been or will be settled with cash. Consistent with our historical policies for ongoing restructuring-type activities, the resulting charges are funded by and included within Corporate for segment reporting.

Refer to Note 3 to our Consolidated Financial Statements for more details on the restructuring program.

## CASH FLOW, FINANCIAL CONDITION AND LIQUIDITY

We believe our financial condition continues to be of high quality, as evidenced by our ability to generate substantial cash from operations and ready access to capital markets at competitive rates.

Operating cash flow provides the primary source of cash to fund operating needs and capital expenditures. Excess operating cash is used first to fund shareholder dividends. Other discretionary uses include share repurchases and acquisitions to complement our portfolio of businesses, brands and geographies. As necessary, we may supplement operating cash flow with debt to fund these activities. The overall cash position of the Company reflects our strong business results and a global cash management strategy that takes into account liquidity management, economic factors and tax considerations.

### Operating Cash Flow

#### *Fiscal year 2013 compared with fiscal year 2012*

Operating cash flow was \$14.9 billion in 2013, a 12% increase from the prior year. Operating cash flows resulted primarily from net earnings, adjusted for non-cash items (depreciation and amortization, stock-based compensation, asset impairments, deferred income taxes and gains on sale and purchase of businesses) and a decrease in working capital. Increased accounts receivable used \$415 million of cash primarily to fund growth. In addition, accounts receivable days sales outstanding increased two days due to the timing and mix of sales late in the period and foreign exchange impacts. Increased inventory used \$225 million of cash to support product initiatives and to build stock to support capacity expansions and manufacturing sourcing changes, partially offset by inventory management improvement efforts. Inventory days on hand increased by one day primarily due to foreign exchange impacts. Increased accounts payable, accrued and other liabilities generated \$1.3 billion of cash primarily due to an increase in marketing accruals from increased advertising and other marketing costs.

#### *Fiscal year 2012 compared with fiscal year 2011*

Operating cash flow was \$13.3 billion in 2012, in line with the prior year. Operating cash flows resulted primarily from net earnings, adjusted for non-cash items (depreciation and amortization, stock-based compensation, asset impairments, deferred income taxes and gains on sale of businesses), partially offset by working capital increases. Increased accounts receivable used \$427 million of cash to fund growth. However, accounts receivable days sales outstanding were down two days primarily due to the impact of foreign exchange. Inventory generated \$77 million of cash, mainly due to an increase in inventory management improvement efforts, partially offset by inventory to support product initiatives and to build stock to support capacity

expansions and manufacturing sourcing changes. Inventory days on hand declined by 10 days primarily due to inventory management improvement efforts and the impact of foreign exchange. Accounts payable, accrued and other liabilities used \$22 million of cash, due primarily to the payment of fines related to violations of the European competition laws. Cash flow from discontinued operations contributed approximately \$200 million to operating cash flow.

**Free Cash Flow.** We view free cash flow as an important measure because it is a factor impacting the amount of cash available for dividends, share repurchases, acquisitions and other discretionary investment. It is defined as operating cash flow less capital expenditures and is one of the measures used to evaluate senior management and determine their at-risk compensation.

#### *Fiscal year 2013 compared with fiscal year 2012*

Free cash flow was \$10.9 billion in 2013, an increase of 17% versus the prior year. The increase was driven by the increase in operating cash flows. Free cash flow productivity, defined as the ratio of free cash flow to net earnings, was 95% in 2013.

#### *Fiscal year 2012 compared with fiscal year 2011*

Free cash flow was \$9.3 billion in 2012, a decrease of 7% versus the prior year. Free cash flow decreased primarily due to higher capital spending to support geographic expansion. Free cash flow productivity, defined as the ratio of free cash flow to net earnings, was 85% in 2012.

### Investing Cash Flows

#### *Fiscal year 2013 compared with fiscal year 2012*

Net investing activities consumed \$6.3 billion in cash in 2013 mainly due to capital spending, cash paid for acquisitions and investments in available-for-sale securities, partially offset by asset sales.

#### *Fiscal year 2012 compared with fiscal year 2011*

Net investing activities consumed \$1.1 billion in cash in 2012 mainly due to capital spending, partially offset by proceeds from asset sales of \$2.9 billion. These proceeds were primarily related to cash received from the sale of our snacks business in 2012.

**Capital Spending.** We manage capital spending to support our business growth plans and have cost controls to deliver our cash generation targets. Capital expenditures, primarily to support capacity expansion, innovation and cost savings, were \$4.0 billion in both 2013 and 2012. Capital spending as a percentage of net sales increased 10 basis points to 4.8% in 2013. Capital spending as a percentage of net sales increased 60 basis points to 4.7% in 2012.

**Acquisitions.** Acquisitions used \$1.1 billion of cash in 2013 primarily for the acquisition of our partner's interest in a joint venture in Iberia. Acquisitions used \$134 million of

cash in 2012 primarily for the acquisition of New Chapter, a vitamins supplement business.

***Proceeds from Divestitures and Other Asset Sales.*** Proceeds from asset sales contributed \$584 million in cash in 2013 mainly due to the divestitures of our bleach business in Italy and the Braun household appliances business. Proceeds from asset sales contributed \$2.9 billion to cash in 2012 mainly due to the sale of our snacks business.

## **Financing Cash Flows**

***Dividend Payments.*** Our first discretionary use of cash is dividend payments. Dividends per common share increased 7% to \$2.29 per share in 2013. Total dividend payments to common and preferred shareholders were \$6.5 billion in 2013 and \$6.1 billion in 2012. In April 2013, the Board of Directors declared an increase in our quarterly dividend from \$0.5620 to \$0.6015 per share on Common Stock and Series A and B ESOP Convertible Class A Preferred Stock. This represents a 7% increase compared to the prior quarterly dividend and is the 57th consecutive year that our dividend has increased. We have paid a dividend in every year since our incorporation in 1890.

***Long-Term and Short-Term Debt.*** We maintain debt levels we consider appropriate after evaluating a number of factors, including cash flow expectations, cash requirements for ongoing operations, investment and financing plans (including acquisitions and share repurchase activities) and the overall cost of capital. Total debt was \$31.5 billion as of June 30, 2013 and \$29.8 billion as of June 30, 2012. Our total debt increased in 2013 mainly due to debt issuances and an increase in commercial paper outstanding, partially offset by bond maturities.

***Treasury Purchases.*** Total share repurchases were \$6.0 billion in 2013 and \$4.0 billion in 2012.

## **Liquidity**

At June 30, 2013, our current liabilities exceeded current assets by \$6.0 billion, largely due to short-term borrowings under our commercial paper program. We anticipate being able to support our short-term liquidity and operating needs largely through cash generated from operations. Additionally, a portion of our cash is held off-shore by foreign subsidiaries. The Company regularly assesses its cash needs and the available sources to fund these needs and we do not expect restrictions or taxes on repatriation of cash held outside of the United States to have a material effect on our overall liquidity, financial condition or the results of operations for the foreseeable future. We utilize short- and long-term debt to fund discretionary items, such as acquisitions and share repurchases. We have strong short- and long-term debt ratings, which have enabled and should continue to enable us to refinance our debt as it becomes due at favorable rates in commercial paper and bond markets. In addition, we have agreements with a diverse group of financial institutions that, if needed, should provide

sufficient credit funding to meet short-term financing requirements.

On June 30, 2013, our short-term credit ratings were P-1 (Moody's) and A-1+ (Standard & Poor's), while our long-term credit ratings are Aa3 (Moody's) and AA- (Standard & Poor's), both with a stable outlook.

We maintain bank credit facilities to support our ongoing commercial paper program. The current facility is an \$11.0 billion facility split between a \$7.0 billion 5-year facility and a \$4.0 billion 364-day facility, which expire in August 2018 and August 2014, respectively. The 364-day facility can be extended for certain periods of time as specified in, and in accordance with, the terms of the credit agreement. These facilities are currently undrawn and we anticipate that they will remain largely undrawn for the foreseeable future. These credit facilities do not have cross-default or ratings triggers, nor do they have material adverse events clauses, except at the time of signing. In addition to these credit facilities, we have an automatically effective registration statement on Form S-3 filed with the SEC that is available for registered offerings of short- or long-term debt securities.

## **Guarantees and Other Off-Balance Sheet Arrangements**

We do not have guarantees or other off-balance sheet financing arrangements, including variable interest entities, which we believe could have a material impact on financial condition or liquidity.

## Contractual Commitments

The following table provides information on the amount and payable date of our contractual commitments as of June 30, 2013.

| (\$ millions)                                | Total         | Less Than<br>1 Year | 1-3 Years    | 3-5 Years    | After<br>5 Years |
|--|---------------|---------------------|--------------|--------------|------------------|
| <b>RECORDED LIABILITIES</b>                  |               |                     |              |              |                  |
| Total debt                                   | \$ 31,441     | \$ 12,393           | \$ 6,004     | \$ 2,609     | \$ 10,435        |
| Capital leases                               | 31            | 5                   | 18           | 8            | —                |
| Uncertain tax positions <sup>(1)</sup>       | 46            | 46                  | —            | —            | —                |
| <b>OTHER</b>                                 |               |                     |              |              |                  |
| Interest payments relating to long-term debt | 8,220         | 865                 | 1,382        | 1,169        | 4,804            |
| Operating leases <sup>(2)</sup>              | 1,512         | 254                 | 437          | 302          | 519              |
| Minimum pension funding <sup>(3)</sup>       | 722           | 263                 | 459          | —            | —                |
| Purchase obligations <sup>(4)</sup>          | 2,183         | 1,114               | 625          | 210          | 234              |
| <b>TOTAL CONTRACTUAL COMMITMENTS</b>         | <b>44,155</b> | <b>14,940</b>       | <b>8,925</b> | <b>4,298</b> | <b>15,992</b>    |

<sup>(1)</sup> As of June 30, 2013, the Company's Consolidated Balance Sheet reflects a liability for uncertain tax positions of \$2.0 billion, including \$447 million of interest and penalties. Due to the high degree of uncertainty regarding the timing of future cash outflows of liabilities for uncertain tax positions beyond one year, a reasonable estimate of the period of cash settlement beyond twelve months from the balance sheet date of June 30, 2013, cannot be made.

<sup>(2)</sup> Operating lease obligations are shown net of guaranteed sublease income.

<sup>(3)</sup> Represents future pension payments to comply with local funding requirements. These future pension payments assume the Company continues to meet its future statutory funding requirements. These amounts do not include expected future discretionary contributions, including the July 2013 contribution to a foreign pension plan of approximately \$1 billion. Considering the current economic environment in which the Company operates, the Company believes its cash flows are adequate to meet the future statutory funding requirements. The projected payments beyond fiscal year 2016 are not currently determinable.

<sup>(4)</sup> Primarily reflects future contractual payments under various take-or-pay arrangements entered into as part of the normal course of business. Commitments made under take-or-pay obligations represent future purchases in line with expected usage to obtain favorable pricing. Approximately 20% relates to service contracts for information technology, human resources management and facilities management activities that have been outsourced. While the amounts listed represent contractual obligations, we do not believe it is likely that the full contractual amount would be paid if the underlying contracts were canceled prior to maturity. In such cases, we generally are able to negotiate new contracts or cancellation penalties, resulting in a reduced payment. The amounts do not include other contractual purchase obligations that are not take-or-pay arrangements. Such contractual purchase obligations are primarily purchase orders at fair value that are part of normal operations and are reflected in historical operating cash flow trends. We do not believe such purchase obligations will adversely affect our liquidity position.

## SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

In preparing our financial statements in accordance with U.S. GAAP, there are certain accounting policies that may require a choice between acceptable accounting methods or may require substantial judgment or estimation in their application. These include income taxes, certain employee benefits and acquisitions, goodwill and intangible assets. We believe these accounting policies, and others set forth in Note 1 to the Consolidated Financial Statements, should be reviewed as they are integral to understanding the results of operations and financial condition of the Company.

The Company has discussed the selection of significant accounting policies and the effect of estimates with the Audit Committee of the Company's Board of Directors.

## Income Taxes

Our annual tax rate is determined based on our income, statutory tax rates and the tax impacts of items treated differently for tax purposes than for financial reporting purposes. Tax law requires certain items be included in the tax return at different times than the items are reflected in the financial statements. Some of these differences are permanent, such as expenses that are not deductible in our tax return, and some differences are temporary, reversing over time, such as depreciation expense. These temporary differences create deferred tax assets and liabilities.

Deferred tax assets generally represent the tax effect of items that can be used as a tax deduction or credit in future years for which we have already recorded the tax benefit in our income statement. Deferred tax liabilities generally represent tax expense recognized in our financial statements for which payment has been deferred, the tax effect of

expenditures for which a deduction has already been taken in our tax return but has not yet been recognized in our financial statements or assets recorded at fair value in business combinations for which there was no corresponding tax basis adjustment.

Inherent in determining our annual tax rate are judgments regarding business plans, planning opportunities and expectations about future outcomes. Realization of certain deferred tax assets, primarily net operating loss and other carryforwards, is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods. Although realization is not assured, management believes it is more likely than not that our deferred tax assets, net of valuation allowances, will be realized.

We operate in multiple jurisdictions with complex tax policy and regulatory environments. In certain of these jurisdictions, we may take tax positions that management believes are supportable, but are potentially subject to successful challenge by the applicable taxing authority. These interpretational differences with the respective governmental taxing authorities can be impacted by the local economic and fiscal environment. We evaluate our tax positions and establish liabilities in accordance with the applicable accounting guidance on uncertainty in income taxes. We review these tax uncertainties in light of changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly. We have a number of audits in process in various jurisdictions. Although the resolution of these tax positions is uncertain, based on currently available information, we believe that the ultimate outcomes will not have a material adverse effect on our financial position, results of operations or cash flows.

Because there are a number of estimates and assumptions inherent in calculating the various components of our tax provision, certain changes or future events such as changes in tax legislation, geographic mix of earnings, completion of tax audits or earnings repatriation plans could have an impact on those estimates and our effective tax rate. For additional details on the Company's income taxes, see Note 10 to the Consolidated Financial Statements.

### **Employee Benefits**

We sponsor various post-employment benefits throughout the world. These include pension plans, both defined contribution plans and defined benefit plans, and other post-employment benefit (OPEB) plans, consisting primarily of health care and life insurance for retirees. For accounting purposes, the defined benefit pension and OPEB plans require assumptions to estimate the projected and accumulated benefit obligations, including the following variables: discount rate; expected salary increases; certain employee-related factors, such as turnover, retirement age and mortality; expected return on assets and health care cost trend rates. These and other assumptions affect the annual expense and obligations recognized for the underlying plans. Our assumptions reflect our historical experiences and

management's best judgment regarding future expectations. As permitted by U.S. GAAP, the net amount by which actual results differ from our assumptions is deferred. If this net deferred amount exceeds 10% of the greater of plan assets or liabilities, a portion of the deferred amount is included in expense for the following year. The cost or benefit of plan changes, such as increasing or decreasing benefits for prior employee service (prior service cost), is deferred and included in expense on a straight-line basis over the average remaining service period of the employees expected to receive benefits.

The expected return on plan assets assumption impacts our defined benefit expense, since many of our defined benefit pension plans and our primary OPEB plan are partially funded. The process for setting the expected rates of return is described in Note 9 to the Consolidated Financial Statements. For 2013, the average return on assets assumptions for pension plan assets and OPEB assets were 7.3% and 8.3%, respectively. A change in the rate of return of 100 basis points for both pension and OPEB assets would impact annual after-tax benefit expense by approximately \$100 million.

Since pension and OPEB liabilities are measured on a discounted basis, the discount rate impacts our plan obligations and expenses. Discount rates used for our U.S. defined benefit pension and OPEB plans are based on a yield curve constructed from a portfolio of high quality bonds for which the timing and amount of cash outflows approximate the estimated payouts of the plan. For our international plans, the discount rates are set by benchmarking against investment grade corporate bonds rated AA or better. The average discount rate on the defined benefit pension plans and OPEB plans of 4.0% and 4.8%, respectively, represents a weighted average of local rates in countries where such plans exist. A 100-basis point change in the pension discount rate would impact annual after-tax defined benefit pension expense by approximately \$160 million. A change in the OPEB discount rate of 100 basis points would impact annual after-tax OPEB expense by approximately \$65 million. For additional details on our defined benefit pension and OPEB plans, see Note 9 to the Consolidated Financial Statements.

### **Acquisitions, Goodwill and Intangible Assets**

Our Consolidated Financial Statements reflect the operations of an acquired business starting from the completion of the transaction. In addition, the assets acquired and liabilities assumed are recorded at the date of acquisition at their respective estimated fair values, with any excess of the purchase price over the estimated fair values of the net assets acquired recorded as goodwill.

Significant judgment is required to estimate the fair value of intangible assets and in assigning their respective useful lives. Accordingly, we typically obtain the assistance of third-party valuation specialists for significant tangible and intangible assets. The fair value estimates are based on available historical information and on future expectations

and assumptions deemed reasonable by management, but are inherently uncertain.

We typically use an income method to estimate the fair value of intangible assets, which is based on forecasts of the expected future cash flows attributable to the respective assets. Significant estimates and assumptions inherent in the valuations reflect a consideration of other marketplace participants, and include the amount and timing of future cash flows (including expected growth rates and profitability), the underlying product or technology life cycles, economic barriers to entry, a brand's relative market position and the discount rate applied to the cash flows. Unanticipated market or macroeconomic events and circumstances may occur, which could affect the accuracy or validity of the estimates and assumptions.

Determining the useful life of an intangible asset also requires judgment. Certain brand intangible assets are expected to have indefinite lives based on their history and our plans to continue to support and build the acquired brands. Other acquired intangible assets (e.g., certain trademarks or brands, customer relationships, patents and technologies) are expected to have determinable useful lives. Our assessment as to brands that have an indefinite life and those that have a determinable life is based on a number of factors including competitive environment, market share, brand history, underlying product life cycles, operating plans and the macroeconomic environment of the countries in which the brands are sold. Our estimates of the useful lives of determinable-lived intangible assets are primarily based on these same factors. All of our acquired technology and customer-related intangible assets are expected to have determinable useful lives.

The costs of determinable-lived intangible assets are amortized to expense over their estimated lives. The value of indefinite-lived intangible assets and residual goodwill is not amortized, but is tested at least annually for impairment. Our impairment testing for goodwill is performed separately from our impairment testing of indefinite-lived intangible assets. We test goodwill for impairment by reviewing the book value compared to the fair value at the reporting unit level. We test individual indefinite-lived intangible assets by comparing the book values of each asset to the estimated fair value. We determine the fair value of our reporting units and indefinite-lived intangible assets based on the income approach. Under the income approach, we calculate the fair value of our reporting units and indefinite-lived intangible assets based on the present value of estimated future cash flows. Considerable management judgment is necessary to evaluate the impact of operating and macroeconomic changes and to estimate future cash flows to measure fair value. Assumptions used in our impairment evaluations, such as forecasted growth rates and cost of capital, are consistent with internal projections and operating plans. We believe such assumptions and estimates are also comparable to those that would be used by other marketplace participants. When certain events or changes in operating conditions occur, an impairment test is performed and

indefinite-lived brands may be adjusted to a determinable life.

With the exception of our Appliances and Salon Professional businesses, all of our reporting units have fair values that significantly exceed recorded values. However, future changes in the judgments, assumptions and estimates that are used in our impairment testing for goodwill and indefinite-lived intangible assets, including discount and tax rates or future cash flow projections, could result in significantly different estimates of the fair values. A significant reduction in the estimated fair values could result in impairment charges that could materially affect the financial statements in any given year. The recorded value of goodwill and intangible assets from recently impaired businesses and recently acquired businesses are derived from more recent business operating plans and macroeconomic environmental conditions and therefore are more susceptible to an adverse change that could require an impairment charge.

For example, the Gillette intangible and goodwill amounts represent values as of a more recent acquisition date and, as such, the amounts are more susceptible to an impairment risk if business operating results or macroeconomic conditions deteriorate. Gillette indefinite-lived intangible assets represent approximately 89% of the \$26.8 billion of indefinite-lived intangible assets at June 30, 2013. Goodwill allocated to stand-alone reporting units consisting primarily of businesses purchased as part of the Gillette acquisition represents 42% of the \$55.2 billion of goodwill at June 30, 2013. This includes the Shave Care and Appliances businesses, which are components of the Grooming segment, and the Batteries business, which is part of the Fabric Care and Home Care segment.

The results of our impairment testing during fiscal 2012 indicated that the estimated fair values of our Appliances and Salon Professional reporting units were less than their respective carrying amounts. Therefore, we recorded a non-cash before- and after-tax impairment charge of \$1.3 billion in fiscal 2012. Additionally, our impairment testing for indefinite-lived intangible assets during fiscal 2012 indicated a decline in the fair value of our Kileston Perfect and Wella trade name intangible assets below their respective carrying values. This resulted in a non-cash, before-tax impairment charge of \$246 million (\$173 million after-tax) to reduce the carrying amounts of these assets to their estimated fair values.

During the fourth quarter of fiscal 2013, the estimated fair value of our Appliances reporting units declined further, below the carrying amount resulting from the fiscal 2012 impairment. Therefore, we recorded an additional non-cash before and after-tax impairment charge of \$259 million in fiscal 2013. Additionally, our fourth quarter 2013 impairment testing for Appliances indicated a decline in the fair value of our Braun trade name intangible asset below its carrying value. This resulted in a non-cash, before-tax impairment charge of \$49 million (\$31 million after-tax) to reduce the carrying amount of this asset to its estimated fair value.



The Appliances business was acquired as part of the Gillette acquisition in 2005 and the Salon Professional business consists primarily of operations acquired in the Wella acquisition in 2004. Both businesses are stand-alone reporting units. These businesses represent some of our more discretionary consumer spending categories. Because of this, their operations and underlying fair values were disproportionately impacted by the economic downturn that began in fiscal 2009, which led to a reduction in home and personal grooming appliance purchases and in visits to hair salons that drove the fiscal 2012 impairment. The additional impairment of the Appliances business in fiscal 2013 was due to the devaluation of currency in Japan, a key country that generates a significant portion of the earnings of the Appliances business, relative to the currencies in which the underlying net assets are recorded. As of June 30, 2013, the Appliances business has remaining goodwill of \$313 million, while the Salon Professional business has remaining goodwill of \$424 million. As a result of the impairments, the estimated fair value of our Appliances business approximates its carrying value, while the estimated fair value of the Salon Professional business now slightly exceeds its carrying value. Our fiscal 2013 valuations of the Appliances and Salon Professional businesses has them returning to sales and earnings growth rates consistent with our long-term business plans. Failure to achieve these business plans or a further deterioration of the macroeconomic conditions could result in a valuation that would trigger an additional impairment of the goodwill and intangible assets of these businesses.

### **New Accounting Pronouncements**

During fiscal 2013, the Company adopted ASU 2011-05, "Comprehensive Income (Topic 220) - Presentation of Comprehensive Income" (ASU 2011-05), and ASU 2013-02, "Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income" (ASU 2013-02). This guidance eliminates the option to present the components of other comprehensive income as part of the statement of shareholders' equity and requires entities to present the components of net earnings and other comprehensive income in either a single continuous statement of comprehensive income or in two separate but consecutive statements. We chose to present net earnings and other comprehensive income in two separate but consecutive statements. This guidance also requires entities to provide information about the amounts reclassified out of accumulated other comprehensive income by component and to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income. We chose to present the requirements in the notes to the financial statements (see Note 6 to the Consolidated Financial Statements). The adoption of this guidance had no impact on our consolidated financial position, results of operations or cash flows.

No other new accounting pronouncement issued or effective during the fiscal year had or is expected to have a material impact on the Consolidated Financial Statements.

## **OTHER INFORMATION**

### **Hedging and Derivative Financial Instruments**

As a multinational company with diverse product offerings, we are exposed to market risks, such as changes in interest rates, currency exchange rates and commodity prices. We evaluate exposures on a centralized basis to take advantage of natural exposure correlation and netting. Except within financing operations, we leverage the Company's broadly diversified portfolio of exposures as a natural hedge and prioritize operational hedging activities over financial market instruments. To the extent we choose to further manage volatility associated with the net exposures, we enter into various financial transactions which we account for using the applicable accounting guidance for derivative instruments and hedging activities. These financial transactions are governed by our policies covering acceptable counterparty exposure, instrument types and other hedging practices. Note 5 to the Consolidated Financial Statements includes a detailed discussion of our accounting policies for financial instruments.

Derivative positions can be monitored using techniques including market valuation, sensitivity analysis and value-at-risk modeling. The tests for interest rate, currency rate and commodity derivative positions discussed below are based on the CorporateManager™ value-at-risk model using a one-year horizon and a 95% confidence level. The model incorporates the impact of correlation (the degree to which exposures move together over time) and diversification (from holding multiple currency, commodity and interest rate instruments) and assumes that financial returns are normally distributed. Estimates of volatility and correlations of market factors are drawn from the RiskMetrics™ dataset as of June 30, 2013. In cases where data is unavailable in RiskMetrics™, a reasonable proxy is included.

Our market risk exposures relative to interest rates, currency rates and commodity prices, as discussed below, have not changed materially versus the previous reporting period. In addition, we are not aware of any facts or circumstances that would significantly impact such exposures in the near term.

**Interest Rate Exposure on Financial Instruments.** Interest rate swaps are used to hedge exposures to interest rate movement on underlying debt obligations. Certain interest rate swaps denominated in foreign currencies are designated to hedge exposures to currency exchange rate movements on our investments in foreign operations. These currency interest rate swaps are designated as hedges of the Company's foreign net investments.

Based on our interest rate exposure as of and during the year ended June 30, 2013, including derivative and other instruments sensitive to interest rates, we believe a near-term change in interest rates, at a 95% confidence level based on



historical interest rate movements, would not materially affect our financial statements.

**Currency Rate Exposure on Financial Instruments.** Because we manufacture and sell products and finance operations in a number of countries throughout the world, we are exposed to the impact on revenue and expenses of movements in currency exchange rates. Corporate policy prescribes the range of allowable hedging activity. To manage the exchange rate risk associated with our financing operations, we primarily use forward contracts with maturities of less than 18 months. In addition, we enter into certain currency swaps with maturities of up to five years to hedge our exposure to exchange rate movements on intercompany financing transactions.

Based on our currency rate exposure on derivative and other instruments as of and during the year ended June 30, 2013, we believe, at a 95% confidence level based on historical currency rate movements, the impact of a near-term change in currency rates would not materially affect our financial statements.

**Commodity Price Exposure on Financial Instruments.** We use raw materials that are subject to price volatility caused by weather, supply conditions, political and economic variables and other unpredictable factors. In addition to fixed price contracts, we may use futures, options and swap contracts to manage the volatility related to the above exposures.

As of and during the year ended June 30, 2013, we did not have material commodity hedging activity.

#### Measures Not Defined By U.S. GAAP

Our discussion of financial results includes several "non-GAAP" financial measures. We believe these measures provide our investors with additional information about our underlying results and trends, as well as insight to some of the metrics used to evaluate management. When used in MD&A, we have provided the comparable GAAP measure in the discussion. These measures include:

**Organic Sales Growth.** Organic sales growth is a non-GAAP measure of sales growth excluding the impacts of acquisitions, divestitures and foreign exchange from year-over-year comparisons. We believe this provides investors with a more complete understanding of underlying sales trends by providing sales growth on a consistent basis. Organic sales is also one of the measures used to evaluate senior management and is a factor in determining their at-risk compensation.

The following tables provide a numerical reconciliation of organic sales growth to reported net sales growth:

| Year ended<br>June 30,<br>2013  | Net Sales<br>Growth | Foreign<br>Exchange<br>Impact | Acquisition/<br>Divestiture<br>Impact* | Organic<br>Sales<br>Growth |
|---------------------------------|---------------------|-------------------------------|--|----------------------------|
| Beauty                          | -2 %                | 2%                            | 1 %                                    | 1%                         |
| Grooming                        | -4 %                | 4%                            | 2 %                                    | 2%                         |
| Health Care                     | 3 %                 | 3%                            | -1 %                                   | 5%                         |
| Fabric Care<br>and Home<br>Care | 1 %                 | 2%                            | 0 %                                    | 3%                         |
| Baby Care<br>and Family<br>Care | 2 %                 | 2%                            | 0 %                                    | 4%                         |
| <b>TOTAL<br/>COMPANY</b>        | <b>1 %</b>          | <b>2%</b>                     | <b>0 %</b>                             | <b>3%</b>                  |

| Year ended<br>June 30,<br>2012  | Net Sales<br>Growth | Foreign<br>Exchange<br>Impact | Acquisition/<br>Divestiture<br>Impact* | Organic<br>Sales<br>Growth |
|---------------------------------|---------------------|-------------------------------|--|----------------------------|
| Beauty                          | 2 %                 | 0%                            | 0 %                                    | 2%                         |
| Grooming                        | 1 %                 | 1%                            | 0 %                                    | 2%                         |
| Health Care                     | 3 %                 | 0%                            | -1 %                                   | 2%                         |
| Fabric Care<br>and Home<br>Care | 3 %                 | 0%                            | 0 %                                    | 3%                         |
| Baby Care<br>and Family<br>Care | 6 %                 | 0%                            | 0 %                                    | 6%                         |
| <b>TOTAL<br/>COMPANY</b>        | <b>3 %</b>          | <b>0%</b>                     | <b>0 %</b>                             | <b>3%</b>                  |

\* Acquisition/Divestiture Impact includes rounding impacts necessary to reconcile net sales to organic sales.

**Core EPS.** This is a measure of the Company's diluted net earnings per share from continuing operations excluding certain items that are not judged to be part of the Company's sustainable results or trends. This includes a charge in 2013 for the balance sheet impact from the devaluation of the official foreign exchange rate in Venezuela, a holding gain in 2013 on the purchase of the balance of our Iberian joint venture, impairment charges in 2013 and 2012 for goodwill and indefinite-lived intangible assets, charges in 2013 and 2012 related to incremental restructuring due to increased focus on productivity and cost savings, a significant benefit in 2011 from the settlement of U.S. tax litigation primarily related to the valuation of technology donations and charges in 2013, 2012 and 2011 related to pending European legal matters. We do not view these items to be part of our sustainable results. We believe the Core EPS measure provides an important perspective of underlying business trends and results and provides a more comparable measure of year-on-year earnings per share growth. Core EPS is also one of the measures used to evaluate senior management and is a factor in determining their at-risk compensation.

The table below provides a reconciliation of reported diluted net earnings per share from continuing operations to Core EPS:

| <b>Years ended June 30</b>                             | <b>2013</b>    | <b>2012</b> | <b>2011</b> |
|--|----------------|-------------|-------------|
| Diluted net earnings per share - continuing operations | \$ <b>3.86</b> | \$ 3.12     | \$ 3.85     |
| Venezuela balance sheet devaluation Impacts            | <b>0.08</b>    | —           | —           |
| Gain on purchase of balance of Iberian JV              | <b>(0.21)</b>  |             |             |
| Impairment charges                                     | <b>0.10</b>    | 0.51        | —           |
| Incremental restructuring charges                      | <b>0.18</b>    | 0.20        | —           |
| Settlement from U.S. tax litigation                    | —              | —           | (0.08)      |
| Charges for pending European legal matters             | <b>0.05</b>    | 0.03        | 0.10        |
| Rounding   | <b>(0.01)</b>  | (0.01)      | —           |
| <b>CORE EPS</b>  | <b>4.05</b>    | 3.85        | 3.87        |
| Core EPS Growth  | 5%             | (1)%        |             |

Note - All reconciling items are presented net of tax. Tax effects are calculated consistent with the nature of the underlying transaction. The significant adjustment to an income tax reserve was tax expense. There was no tax impact on EPS due to the charges for pending European legal matters.

**Free Cash Flow.** Free cash flow is defined as operating cash flow less capital spending. We view free cash flow as an important measure because it is one factor in determining the amount of cash available for dividends, share repurchases, acquisitions and other discretionary investment. Free cash flow is also one of the measures used to evaluate senior management and is a factor in determining their at-risk compensation.

**Free Cash Flow Productivity.** Free cash flow productivity is defined as the ratio of free cash flow to net earnings. Free cash flow productivity is also one of the measures used to evaluate senior management and is a factor in determining their at-risk compensation.

The following table provides a numerical reconciliation of free cash flow and free cash flow productivity (\$ millions):

|             | <b>Operating Cash Flow</b> | <b>Capital Spending</b> | <b>Free Cash Flow</b> | <b>Net Earnings</b> | <b>Free Cash Flow Productivity</b> |
|-------------|----------------------------|-------------------------|-----------------------|---------------------|------------------------------------|
| <b>2013</b> | \$ <b>14,873</b>           | \$ <b>(4,008)</b>       | \$ <b>10,865</b>      | \$ <b>11,402</b>    | <b>95%</b>                         |
| 2012        | 13,284                     | (3,964)                 | 9,320                 | 10,904              | 85%                                |
| 2011        | 13,330                     | (3,306)                 | 10,024                | 11,927              | 84%                                |

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The information required by this item is incorporated by reference to the section entitled Other Information under Management's Disclosure and Analysis, and Note 5 to the Consolidated Financial Statements.

Item 8. Financial Statements and Supplementary Data.**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

At The Procter & Gamble Company, we take great pride in our long history of doing what's right. If you analyze what's made our Company successful over the years, you may focus on our brands, our marketing strategies, our organization design and our ability to innovate. But if you really want to get at what drives our Company's success, the place to look is our people. Our people are deeply committed to our Purpose, Values and Principles. It is this commitment to doing what's right that unites us.

This commitment to doing what's right is embodied in our financial reporting. High-quality financial reporting is our responsibility, one we execute with integrity, and within both the letter and spirit of the law.

High-quality financial reporting is characterized by accuracy, objectivity and transparency. Management is responsible for maintaining an effective system of internal controls over financial reporting to deliver those characteristics in all material respects. The Board of Directors, through its Audit Committee, provides oversight. We have engaged Deloitte & Touche LLP to audit our Consolidated Financial Statements, on which they have issued an unqualified opinion.

Our commitment to providing timely, accurate and understandable information to investors encompasses:

**Communicating expectations to employees.** Every employee, from senior management on down, is required to be trained on the Company's *Worldwide Business Conduct Manual*, which sets forth the Company's commitment to conduct its business affairs with high ethical standards. Every employee is held personally accountable for compliance and is provided several means of reporting any concerns about violations of the *Worldwide Business Conduct Manual*, which is available on our website at [www.pg.com](http://www.pg.com).

**Maintaining a strong internal control environment.** Our system of internal controls includes written policies and procedures, segregation of duties and the careful selection and development of employees. The system is designed to provide reasonable assurance that transactions are executed as authorized and appropriately recorded, that assets are safeguarded and that accounting records are sufficiently reliable to permit the preparation of financial statements conforming in all material respects with accounting principles generally accepted in the United States of America. We monitor these internal controls through control self-assessments conducted by business unit management. In addition to performing financial and compliance audits around the world, our Global Internal Audit organization provides training and continuously improves internal control processes. Appropriate actions are taken by management to correct any identified control deficiencies.

**Executing financial stewardship.** We maintain specific programs and activities to ensure that employees understand their fiduciary responsibilities to shareholders. This ongoing effort encompasses financial discipline in strategic and daily business decisions and brings particular focus to maintaining accurate financial reporting and effective controls through process improvement, skill development and oversight.

**Exerting rigorous oversight of the business.** We continuously review business results and strategic choices. Our Global Leadership Council is actively involved - from understanding strategies to reviewing key initiatives, financial performance and control assessments. The intent is to ensure we remain objective, identify potential issues, continuously challenge each other and ensure recognition and rewards are appropriately aligned with results.

**Engaging our Disclosure Committee.** We maintain disclosure controls and procedures designed to ensure that information required to be disclosed is recorded, processed, summarized and reported timely and accurately. Our Disclosure Committee is a group of senior-level executives responsible for evaluating disclosure implications of significant business activities and events. The Committee reports its findings to the CEO and CFO, providing an effective process to evaluate our external disclosure obligations.

**Encouraging strong and effective corporate governance from our Board of Directors.** We have an active, capable and diligent Board that meets the required standards for independence, and we welcome the Board's oversight. Our Audit Committee comprises independent directors with significant financial knowledge and experience. We review significant accounting policies, financial reporting and internal control matters with them and encourage their independent discussions with external auditors. Our corporate governance guidelines, as well as the charter of the Audit Committee and certain other committees of our Board, are available on our website at [www.pg.com](http://www.pg.com).

P&G has a strong history of doing what's right. Our employees embrace our Purpose, Values and Principles. We take responsibility for the quality and accuracy of our financial reporting. We present this information proudly, with the expectation that those who use it will understand our Company, recognize our commitment to performance with integrity and share our confidence in P&G's future.

/s/ A. G. Lafley

A. G. Lafley  
Chairman of the Board, President and Chief Executive Officer

/s/ Jon R. Moeller

Jon R. Moeller  
Chief Financial Officer

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting of The Procter & Gamble Company (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended). Our internal control over financial reporting is 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 in the United States of America.

Strong internal controls is an objective that is reinforced through our *Worldwide Business Conduct Manual*, which sets forth our commitment to conduct business with integrity, and within both the letter and the spirit of the law. The Company's internal control over financial reporting includes a Control Self-Assessment Program that is conducted annually for critical financial reporting areas of the Company and is audited by the internal audit function. Management takes the appropriate action to correct any identified control deficiencies. Because of its inherent limitations, any system of internal control over financial reporting, no matter how well designed, may not prevent or detect misstatements due to the possibility that a control can be circumvented or overridden or that misstatements due to error or fraud may occur that are not detected. Also, because of changes in conditions, internal control effectiveness may vary over time.

Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2013, using criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and concluded that the Company maintained effective internal control over financial reporting as of June 30, 2013, based on these criteria.

Deloitte & Touche LLP, an independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting as of June 30, 2013, as stated in their report which is included herein.

/s/ A. G. Lafley

A. G. Lafley  
Chairman of the Board, President and Chief Executive Officer

/s/ Jon R. Moeller

Jon R. Moeller  
Chief Financial Officer

August 8, 2013

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
The Procter & Gamble Company

We have audited the accompanying Consolidated Balance Sheets of The Procter & Gamble Company and subsidiaries (the "Company") as of June 30, 2013 and 2012, and the related Consolidated Statements of Earnings, Comprehensive Income, Shareholders' Equity and Cash Flows for each of the three years in the period ended June 30, 2013. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such Consolidated Financial Statements present fairly, in all material respects, the financial position of the Company at June 30, 2013 and 2012, and the results of its operations and cash flows for each of the three years in the period ended June 30, 2013, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the Consolidated Financial Statements, the Company adopted the new accounting guidance in ASU 2011-05, *Comprehensive Income (Topic 220) - Presentation of Comprehensive Income*, and ASU 2013-02, *Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of June 30, 2013, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 8, 2013 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio  
August 8, 2013

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
The Procter & Gamble Company

We have audited the internal control over financial reporting of The Procter & Gamble Company and subsidiaries (the "Company") as of June 30, 2013, based on criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. 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 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 conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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 the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2013, based on the criteria established in *Internal Control - Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Consolidated Financial Statements of the Company as of and for the year ended June 30, 2013 and our report dated August 8, 2013 expressed an unqualified opinion on those financial statements and included an explanatory paragraph regarding the Company's adoption of the new accounting guidance in ASU 2011-05, *Comprehensive Income (Topic 220) - Presentation of Comprehensive Income*, and ASU 2013-02, *Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income*.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio  
August 8, 2013

**Consolidated Statements of Earnings**

| <b><u>Amounts in millions except per share amounts; Years ended June 30</u></b> | <b>2013</b>      | <b>2012</b>      | <b>2011</b>      |
|---|------------------|------------------|------------------|
| <b>NET SALES</b>  | <b>\$ 84,167</b> | <b>\$ 83,680</b> | <b>\$ 81,104</b> |
| Cost of products sold   | 42,428           | 42,391           | 39,859           |
| Selling, general and administrative expense                                     | 26,950           | 26,421           | 25,750           |
| Goodwill and indefinite-lived intangible asset impairment charges               | 308              | 1,576            | —                |
| <b>OPERATING INCOME</b>   | <b>14,481</b>    | <b>13,292</b>    | <b>15,495</b>    |
| Interest expense  | 667              | 769              | 831              |
| Interest income   | 87               | 77               | 62               |
| Other non-operating income, net   | 942              | 185              | 271              |
| <b>EARNINGS FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>                  | <b>14,843</b>    | <b>12,785</b>    | <b>14,997</b>    |
| Income taxes on continuing operations   | 3,441            | 3,468            | 3,299            |
| <b>NET EARNINGS FROM CONTINUING OPERATIONS</b>                                  | <b>11,402</b>    | <b>9,317</b>     | <b>11,698</b>    |
| <b>NET EARNINGS FROM DISCONTINUED OPERATIONS</b>                                | <b>—</b>         | <b>1,587</b>     | <b>229</b>       |
| <b>NET EARNINGS</b>   | <b>11,402</b>    | <b>10,904</b>    | <b>11,927</b>    |
| Less: Net earnings attributable to noncontrolling interests                     | 90               | 148              | 130              |
| <b>NET EARNINGS ATTRIBUTABLE TO PROCTER &amp; GAMBLE</b>                        | <b>\$ 11,312</b> | <b>\$ 10,756</b> | <b>\$ 11,797</b> |
| <b>BASIC NET EARNINGS PER COMMON SHARE <sup>(1)</sup>:</b>                      |                  |                  |                  |
| Earnings from continuing operations   | \$ 4.04          | \$ 3.24          | \$ 4.04          |
| Earnings from discontinued operations   | —                | 0.58             | 0.08             |
| <b>BASIC NET EARNINGS PER COMMON SHARE</b>                                      | <b>4.04</b>      | <b>3.82</b>      | <b>4.12</b>      |
| <b>DILUTED NET EARNINGS PER COMMON SHARE <sup>(1)</sup>:</b>                    |                  |                  |                  |
| Earnings from continuing operations   | \$ 3.86          | \$ 3.12          | \$ 3.85          |
| Earnings from discontinued operations   | —                | 0.54             | 0.08             |
| <b>DILUTED NET EARNINGS PER COMMON SHARE</b>                                    | <b>3.86</b>      | <b>3.66</b>      | <b>3.93</b>      |
| <b>DIVIDENDS PER COMMON SHARE</b>   | <b>\$ 2.29</b>   | <b>\$ 2.14</b>   | <b>\$ 1.97</b>   |

<sup>(1)</sup> Basic net earnings per common share and diluted net earnings per common share are calculated on net earnings attributable to Procter & Gamble.

See accompanying Notes to Consolidated Financial Statements.

## Consolidated Statements of Comprehensive Income

| <u>Amounts in millions; Years ended June 30</u>  | <u>2013</u>      | <u>2012</u>      | <u>2011</u>      |
|--|------------------|------------------|------------------|
| <b>NET EARNINGS</b>  | <b>\$ 11,402</b> | <b>\$ 10,904</b> | <b>\$ 11,927</b> |
| <b>OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX</b>   |                  |                  |                  |
| Financial statement translation  | 710              | (5,990)          | 6,493            |
| Unrealized gains/(losses) on cash flow hedges (net of \$92, \$441 and \$713 tax, respectively) | 144              | 724              | (1,181)          |
| Unrealized gains/(losses) on investment securities (net of \$5, \$3 and \$2 tax, respectively) | (24)             | (3)              | 3                |
| Defined benefit retirement plans (net of \$637, \$993 and \$302 tax, respectively)             | 1,004            | (2,010)          | 453              |
| <b>TOTAL OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX</b>                                     | <b>1,834</b>     | <b>(7,279)</b>   | <b>5,768</b>     |
| <b>TOTAL COMPREHENSIVE INCOME</b>  | <b>13,236</b>    | <b>3,625</b>     | <b>17,695</b>    |
| Less: Total comprehensive income attributable to noncontrolling interests                      | 94               | 124              | 143              |
| <b>TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO PROCTER &amp; GAMBLE</b>                         | <b>\$ 13,142</b> | <b>\$ 3,501</b>  | <b>\$ 17,552</b> |

See accompanying Notes to Consolidated Financial Statements.

**Consolidated Balance Sheets****Amounts in millions; June 30**

| <b><u>Assets</u></b>  | <b>2013</b>       | <b>2012</b>       |
|---|-------------------|-------------------|
| <b>CURRENT ASSETS</b>   |                   |                   |
| Cash and cash equivalents   | \$ 5,947          | \$ 4,436          |
| Accounts receivable   | 6,508             | 6,068             |
| <b>INVENTORIES</b>  |                   |                   |
| Materials and supplies  | 1,704             | 1,740             |
| Work in process   | 722               | 685               |
| Finished goods  | 4,483             | 4,296             |
| Total inventories   | 6,909             | 6,721             |
| Deferred income taxes   | 948               | 1,001             |
| Prepaid expenses and other current assets   | 3,678             | 3,684             |
| <b>TOTAL CURRENT ASSETS</b>   | <b>23,990</b>     | <b>21,910</b>     |
| <b>PROPERTY, PLANT AND EQUIPMENT, NET</b>   | <b>21,666</b>     | <b>20,377</b>     |
| <b>GOODWILL</b>   | <b>55,188</b>     | <b>53,773</b>     |
| <b>TRADEMARKS AND OTHER INTANGIBLE ASSETS, NET</b>  | <b>31,572</b>     | <b>30,988</b>     |
| <b>OTHER NONCURRENT ASSETS</b>  | <b>6,847</b>      | <b>5,196</b>      |
| <b>TOTAL ASSETS</b>   | <b>\$ 139,263</b> | <b>\$ 132,244</b> |
| <b><u>Liabilities and Shareholders' Equity</u></b>  |                   |                   |
| <b>CURRENT LIABILITIES</b>  |                   |                   |
| Accounts payable  | \$ 8,777          | \$ 7,920          |
| Accrued and other liabilities   | 8,828             | 8,289             |
| Debt due within one year  | 12,432            | 8,698             |
| <b>TOTAL CURRENT LIABILITIES</b>  | <b>30,037</b>     | <b>24,907</b>     |
| <b>LONG-TERM DEBT</b>   | <b>19,111</b>     | <b>21,080</b>     |
| <b>DEFERRED INCOME TAXES</b>  | <b>10,827</b>     | <b>10,132</b>     |
| <b>OTHER NONCURRENT LIABILITIES</b>   | <b>10,579</b>     | <b>12,090</b>     |
| <b>TOTAL LIABILITIES</b>  | <b>70,554</b>     | <b>68,209</b>     |
| <b>SHAREHOLDERS' EQUITY</b>   |                   |                   |
| Convertible Class A preferred stock, stated value \$1 per share (600 shares authorized)                           | 1,137             | 1,195             |
| Non-Voting Class B preferred stock, stated value \$1 per share (200 shares authorized)                            | —                 | —                 |
| Common stock, stated value \$1 per share (10,000 shares authorized; shares issued: 2013 - 4,009.2, 2012- 4,008.4) | 4,009             | 4,008             |
| Additional paid-in capital  | 63,538            | 63,181            |
| Reserve for ESOP debt retirement  | (1,352)           | (1,357)           |
| Accumulated other comprehensive income/(loss)   | (7,499)           | (9,333)           |
| Treasury stock, at cost (shares held: 2013 - 1,266.9, 2012 - 1,260.4)   | (71,966)          | (69,604)          |
| Retained earnings   | 80,197            | 75,349            |
| Noncontrolling interest   | 645               | 596               |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>   | <b>68,709</b>     | <b>64,035</b>     |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>   | <b>\$ 139,263</b> | <b>\$ 132,244</b> |

See accompanying Notes to Consolidated Financial Statements.



## Consolidated Statements of Shareholders' Equity

| Dollars in millions/Shares in thousands | Common<br>Shares<br>Outstanding | Common<br>Stock | Preferred<br>Stock | Additional<br>Paid-In<br>Capital | Reserve<br>for<br>ESOP<br>Debt<br>Retirement | Accumulated<br>Other<br>Comprehensive<br>Income/ (loss) | Treasury<br>Stock | Retained<br>Earnings | Non-<br>controlling<br>Interest | Total     |
|---|---------------------------------|-----------------|--------------------|----------------------------------|--|---|-------------------|----------------------|---------------------------------|-----------|
| <b>BALANCE JUNE 30, 2010</b>            | 2,843,471                       | \$ 4,008        | \$ 1,277           | \$ 61,697                        | \$ (1,350)                                   | \$ (7,822)  | \$ (61,309)       | \$ 64,614            | \$ 324                          | \$ 61,439 |
| Net earnings                            |                                 |                 |                    |                                  |  |   |                   | 11,797               | 130                             | 11,927    |
| Other comprehensive income              |                                 |                 |                    |                                  |  | 5,768   |                   |                      |                                 | 5,768     |
| Dividends to shareholders:              |                                 |                 |                    |                                  |  |   |                   |                      |                                 |           |
| Common                                  |                                 |                 |                    |                                  |  |   |                   | (5,534)              |                                 | (5,534)   |
| Preferred, net of tax benefits          |                                 |                 |                    |                                  |  |   |                   | (233)                |                                 | (233)     |
| Treasury purchases                      | (112,729)                       |                 |                    |                                  |  |   | (7,039)           |                      |                                 | (7,039)   |
| Employee plan issuances                 | 29,729                          |                 |                    | 702                              |  |   | 1,033             |                      |                                 | 1,735     |
| Preferred stock conversions             | 5,266                           |                 | (43)               | 6                                |  |   | 37                |                      |                                 | —         |
| ESOP debt impacts                       |                                 |                 |                    |                                  | (7)  |   |                   | 38                   |                                 | 31        |
| Noncontrolling interest, net            |                                 |                 |                    |                                  |  |   |                   |                      | (93)                            | (93)      |
| <b>BALANCE JUNE 30, 2011</b>            | 2,765,737                       | 4,008           | 1,234              | 62,405                           | (1,357)                                      | (2,054)   | (67,278)          | 70,682               | 361                             | 68,001    |
| Net earnings                            |                                 |                 |                    |                                  |  |   |                   | 10,756               | 148                             | 10,904    |
| Other comprehensive loss                |                                 |                 |                    |                                  |  | (7,279)   |                   |                      |                                 | (7,279)   |
| Dividends to shareholders:              |                                 |                 |                    |                                  |  |   |                   |                      |                                 |           |
| Common                                  |                                 |                 |                    |                                  |  |   |                   | (5,883)              |                                 | (5,883)   |
| Preferred, net of tax benefits          |                                 |                 |                    |                                  |  |   |                   | (256)                |                                 | (256)     |
| Treasury purchases                      | (61,826)                        |                 |                    |                                  |  |   | (4,024)           |                      |                                 | (4,024)   |
| Employee plan issuances                 | 39,546                          |                 |                    | 550                              |  |   | 1,665             |                      |                                 | 2,215     |
| Preferred stock conversions             | 4,576                           |                 | (39)               | 6                                |  |   | 33                |                      |                                 | —         |
| ESOP debt impacts                       |                                 |                 |                    |                                  |  |   |                   | 50                   |                                 | 50        |
| Noncontrolling interest, net            |                                 |                 |                    | 220                              |  |   |                   |                      | 87                              | 307       |
| <b>BALANCE JUNE 30, 2012</b>            | 2,748,033                       | 4,008           | 1,195              | 63,181                           | (1,357)                                      | (9,333)   | (69,604)          | 75,349               | 596                             | 64,035    |
| Net earnings                            |                                 |                 |                    |                                  |  |   |                   | 11,312               | 90                              | 11,402    |
| Other comprehensive income              |                                 |                 |                    |                                  |  | 1,834   |                   |                      |                                 | 1,834     |
| Dividends to shareholders:              |                                 |                 |                    |                                  |  |   |                   |                      |                                 |           |
| Common                                  |                                 |                 |                    |                                  |  |   |                   | (6,275)              |                                 | (6,275)   |
| Preferred, net of tax benefits          |                                 |                 |                    |                                  |  |   |                   | (244)                |                                 | (244)     |
| Treasury purchases                      | (84,234)                        |                 |                    |                                  |  |   | (5,986)           |                      |                                 | (5,986)   |
| Employee plan issuances                 | 70,923                          | 1               |                    | 352                              |  |   | 3,573             |                      |                                 | 3,926     |
| Preferred stock conversions             | 7,605                           |                 | (58)               | 7                                |  |   | 51                |                      |                                 | —         |
| ESOP debt impacts                       |                                 |                 |                    |                                  | 5  |   |                   | 55                   |                                 | 60        |
| Noncontrolling interest, net            |                                 |                 |                    | (2)                              |  |   |                   |                      | (41)                            | (43)      |
| <b>BALANCE JUNE 30, 2013</b>            | 2,742,327                       | \$ 4,009        | \$ 1,137           | \$ 63,538                        | \$ (1,352)                                   | \$ (7,499)  | \$ (71,966)       | \$ 80,197            | \$ 645                          | \$ 68,709 |

See accompanying Notes to Consolidated Financial Statements.

**Consolidated Statements of Cash Flows**

| <b>Amounts in millions; Years ended June 30</b>                     | <b>2013</b>     | <b>2012</b>     | <b>2011</b>     |
|---|-----------------|-----------------|-----------------|
| <b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>                 | <b>\$ 4,436</b> | <b>\$ 2,768</b> | <b>\$ 2,879</b> |
| <b>OPERATING ACTIVITIES</b>   |                 |                 |                 |
| Net earnings  | 11,402          | 10,904          | 11,927          |
| Depreciation and amortization                                       | 2,982           | 3,204           | 2,838           |
| Share-based compensation expense                                    | 346             | 377             | 414             |
| Deferred income taxes   | (307)           | (65)            | 128             |
| Gain on sale and purchase of businesses                             | (916)           | (2,106)         | (203)           |
| Goodwill and indefinite-lived intangible asset impairment charges   | 308             | 1,576           | —               |
| Change in accounts receivable                                       | (415)           | (427)           | (426)           |
| Change in inventories   | (225)           | 77              | (501)           |
| Change in accounts payable, accrued and other liabilities           | 1,253           | (22)            | 358             |
| Change in other operating assets and liabilities                    | 68              | (444)           | (1,221)         |
| Other   | 377             | 210             | 16              |
| <b>TOTAL OPERATING ACTIVITIES</b>                                   | <b>14,873</b>   | <b>13,284</b>   | <b>13,330</b>   |
| <b>INVESTING ACTIVITIES</b>   |                 |                 |                 |
| Capital expenditures  | (4,008)         | (3,964)         | (3,306)         |
| Proceeds from asset sales   | 584             | 2,893           | 225             |
| Acquisitions, net of cash acquired                                  | (1,145)         | (134)           | (474)           |
| Purchases of available-for-sale investment securities               | (1,605)         | —               | —               |
| Change in other investments   | (121)           | 112             | 73              |
| <b>TOTAL INVESTING ACTIVITIES</b>                                   | <b>(6,295)</b>  | <b>(1,093)</b>  | <b>(3,482)</b>  |
| <b>FINANCING ACTIVITIES</b>   |                 |                 |                 |
| Dividends to shareholders   | (6,519)         | (6,139)         | (5,767)         |
| Change in short-term debt   | 3,406           | (3,412)         | 151             |
| Additions to long-term debt   | 2,331           | 3,985           | 1,536           |
| Reductions of long-term debt  | (3,752)         | (2,549)         | (206)           |
| Treasury stock purchases  | (5,986)         | (4,024)         | (7,039)         |
| Impact of stock options and other                                   | 3,449           | 1,729           | 1,203           |
| <b>TOTAL FINANCING ACTIVITIES</b>                                   | <b>(7,071)</b>  | <b>(10,410)</b> | <b>(10,122)</b> |
| <b>EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS</b> | <b>4</b>        | <b>(113)</b>    | <b>163</b>      |
| <b>CHANGE IN CASH AND CASH EQUIVALENTS</b>                          | <b>1,511</b>    | <b>1,668</b>    | <b>(111)</b>    |
| <b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>                       | <b>\$ 5,947</b> | <b>\$ 4,436</b> | <b>\$ 2,768</b> |

**SUPPLEMENTAL DISCLOSURE**

Cash payments for:

|              |        |        |        |
|--------------|--------|--------|--------|
| Interest     | \$ 683 | \$ 740 | \$ 806 |
| Income taxes | 3,780  | 4,348  | 2,992  |

Assets acquired through non-cash capital leases are immaterial for all periods.

See accompanying Notes to Consolidated Financial Statements.

## Notes to Consolidated Financial Statements

### NOTE 1

#### SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### Nature of Operations

The Procter & Gamble Company's (the "Company," "Procter & Gamble," "we" or "us") business is focused on providing branded consumer packaged goods of superior quality and value. Our products are sold in more than 180 countries and territories primarily through retail operations including mass merchandisers, grocery stores, membership club stores, drug stores, department stores, salons, high-frequency stores and e-commerce. We have on-the-ground operations in approximately 70 countries.

##### Basis of Presentation

The Consolidated Financial Statements include the Company and its controlled subsidiaries. Intercompany transactions are eliminated.

##### Use of Estimates

Preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying disclosures. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Estimates are used in accounting for, among other items, consumer and trade promotion accruals, restructuring reserves, pensions, post-employment benefits, stock options, valuation of acquired intangible assets, useful lives for depreciation and amortization of long-lived assets, future cash flows associated with impairment testing for goodwill, indefinite-lived intangible assets and other long-lived assets, deferred tax assets, uncertain income tax positions and contingencies. Actual results may ultimately differ from estimates, although management does not generally believe such differences would materially affect the financial statements in any individual year. However, in regard to ongoing impairment testing of goodwill and indefinite-lived intangible assets, significant deterioration in future cash flow projections or other assumptions used in estimating fair values versus those anticipated at the time of the initial valuations, could result in impairment charges that materially affect the financial statements in a given year.

##### Revenue Recognition

Sales are recognized when revenue is realized or realizable and has been earned. Revenue transactions represent sales of inventory. The revenue recorded is presented net of sales and other taxes we collect on behalf of governmental authorities. The revenue includes shipping and handling

costs, which generally are included in the list price to the customer. Our policy is to recognize revenue when title to the product, ownership and risk of loss transfer to the customer, which can be on the date of shipment or the date of receipt by the customer. A provision for payment discounts and product return allowances is recorded as a reduction of sales in the same period that the revenue is recognized.

Trade promotions, consisting primarily of customer pricing allowances, merchandising funds and consumer coupons, are offered through various programs to customers and consumers. Sales are recorded net of trade promotion spending, which is recognized as incurred, generally at the time of the sale. Most of these arrangements have terms of approximately one year. Accruals for expected payouts under these programs are included as accrued marketing and promotion in the accrued and other liabilities line item in the Consolidated Balance Sheets.

##### Cost of Products Sold

Cost of products sold is primarily comprised of direct materials and supplies consumed in the manufacture of product, as well as manufacturing labor, depreciation expense and direct overhead expense necessary to acquire and convert the purchased materials and supplies into finished product. Cost of products sold also includes the cost to distribute products to customers, inbound freight costs, internal transfer costs, warehousing costs and other shipping and handling activity.

##### Selling, General and Administrative Expense

Selling, general and administrative expense (SG&A) is primarily comprised of marketing expenses, selling expenses, research and development costs, administrative and other indirect overhead costs, depreciation and amortization expense on non-manufacturing assets and other miscellaneous operating items. Research and development costs are charged to expense as incurred and were \$2.0 billion in 2013, 2012 and 2011. Advertising costs, charged to expense as incurred, include worldwide television, print, radio, internet and in-store advertising expenses and were \$9.7 billion in 2013, \$9.3 billion in 2012 and \$9.2 billion in 2011. Non-advertising related components of the Company's total marketing spending include costs associated with consumer promotions, product sampling and sales aids, which are included in SG&A, as well as coupons and customer trade funds, which are recorded as reductions to net sales.

##### Other Non-Operating Income, Net

Other non-operating income, net, primarily includes net acquisition and divestiture gains and investment income.

Amounts in millions of dollars except per share amounts or as otherwise specified.

## Currency Translation

Financial statements of operating subsidiaries outside the U.S. generally are measured using the local currency as the functional currency. Adjustments to translate those statements into U.S. dollars are recorded in other comprehensive income (OCI). Currency translation adjustments in accumulated OCI were a gain of \$353 at June 30, 2013 and a loss of \$357 at June 30, 2012. For subsidiaries operating in highly inflationary economies, the U.S. dollar is the functional currency. Re-measurement adjustments for financial statements in highly inflationary economies and other transactional exchange gains and losses are reflected in earnings.

## Cash Flow Presentation

The Consolidated Statements of Cash Flows are prepared using the indirect method, which reconciles net earnings to cash flow from operating activities. The reconciliation adjustments include the removal of timing differences between the occurrence of operating receipts and payments and their recognition in net earnings. The adjustments also remove cash flows arising from investing and financing activities, which are presented separately from operating activities. Cash flows from foreign currency transactions and operations are translated at an average exchange rate for the period. Cash flows from hedging activities are included in the same category as the items being hedged. Cash flows from derivative instruments designated as net investment hedges are classified as financing activities. Realized gains and losses from non-qualifying derivative instruments used to hedge currency exposures resulting from intercompany financing transactions are also classified as financing activities. Cash flows from other derivative instruments used to manage interest, commodity or other currency exposures are classified as operating activities. Cash payments related to income taxes are classified as operating activities. Cash flows from the Company's discontinued operations are included in the Consolidated Statements of Cash Flows.

## Cash Equivalents

Highly liquid investments with remaining stated maturities of three months or less when purchased are considered cash equivalents and recorded at cost.

## Investments

Investment securities consist of readily marketable debt and equity securities. Unrealized gains or losses for investments classified as trading are charged to earnings. Unrealized gains or losses on securities classified as available-for-sale are generally recorded in OCI. If an available-for-sale security is other than temporarily impaired, the loss is charged to either earnings or OCI depending on our intent and ability to retain the security until we recover the full cost basis and the extent of the loss attributable to the creditworthiness of the issuer. Investment securities are

included as other current assets or other noncurrent assets in the Consolidated Balance Sheets.

Investments in certain companies over which we exert significant influence, but do not control the financial and operating decisions, are accounted for as equity method investments. Other investments that are not controlled, and over which we do not have the ability to exercise significant influence, are accounted for under the cost method. Both equity and cost method investments are included as other noncurrent assets in the Consolidated Balance Sheets.

## Inventory Valuation

Inventories are valued at the lower of cost or market value. Product-related inventories are primarily maintained on the first-in, first-out method. Minor amounts of product inventories, including certain cosmetics and commodities, are maintained on the last-in, first-out method. The cost of spare part inventories is maintained using the average-cost method.

## Property, Plant and Equipment

Property, plant and equipment is recorded at cost reduced by accumulated depreciation. Depreciation expense is recognized over the assets' estimated useful lives using the straight-line method. Machinery and equipment includes office furniture and fixtures (15-year life), computer equipment and capitalized software (3- to 5-year lives) and manufacturing equipment (3- to 20-year lives). Buildings are depreciated over an estimated useful life of 40 years. Estimated useful lives are periodically reviewed and, when appropriate, changes are made prospectively. When certain events or changes in operating conditions occur, asset lives may be adjusted and an impairment assessment may be performed on the recoverability of the carrying amounts.

## Goodwill and Other Intangible Assets

Goodwill and indefinite-lived intangible assets are not amortized, but are evaluated for impairment annually or more often if indicators of a potential impairment are present. Our annual impairment testing of goodwill is performed separately from our impairment testing of indefinite-lived intangible assets. The annual evaluation for impairment of goodwill and indefinite-lived intangible assets is based on valuation models that incorporate assumptions and internal projections of expected future cash flows and operating plans. We believe such assumptions are also comparable to those that would be used by other marketplace participants.

We have acquired brands that have been determined to have indefinite lives. We evaluate a number of factors to determine whether an indefinite life is appropriate, including the competitive environment, market share, brand history, product life cycles, operating plans and the macroeconomic environment of the countries in which the brands are sold. When certain events or changes in operating conditions occur, an impairment assessment is performed and

Amounts in millions of dollars except per share amounts or as otherwise specified.

indefinite-lived brands may be adjusted to a determinable life.

The cost of intangible assets with determinable useful lives is amortized to reflect the pattern of economic benefits consumed, either on a straight-line or accelerated basis over the estimated periods benefited. Patents, technology and other intangible assets with contractual terms are generally amortized over their respective legal or contractual lives. Customer relationships, brands and other non-contractual intangible assets with determinable lives are amortized over periods generally ranging from 5 to 30 years. When certain events or changes in operating conditions occur, an impairment assessment is performed and remaining lives of intangible assets with determinable lives may be adjusted.

#### Fair Values of Financial Instruments

Certain financial instruments are required to be recorded at fair value. Changes in assumptions or estimation methods could affect the fair value estimates; however, we do not believe any such changes would have a material impact on our financial condition, results of operations or cash flows. Other financial instruments, including cash equivalents, other investments and short-term debt, are recorded at cost, which approximates fair value. The fair values of long-term debt and financial instruments are disclosed in Note 5.

#### New Accounting Pronouncements and Policies

Other than as described below, no new accounting pronouncement issued or effective during the fiscal year had or is expected to have a material impact on the Consolidated Financial Statements.

During fiscal 2013, the Company adopted ASU 2011-05, "Comprehensive Income (Topic 220) - Presentation of Comprehensive Income", and ASU 2013-02, "Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income". This guidance eliminates the option to present the components of OCI as part of the statement of shareholders' equity and requires entities to present the components of net earnings and OCI in either a single continuous statement of comprehensive income or two separate but consecutive statements. We chose to present net earnings and OCI in two separate but consecutive statements. This guidance also requires entities to provide information about the amounts reclassified out of accumulated other comprehensive income (AOCI) by component and to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income. We chose to present the requirements in the notes to the financial statements (see Note 6). The adoption of this guidance had no impact on our consolidated financial position, results of operations or cash flows.

## NOTE 2

### GOODWILL AND INTANGIBLE ASSETS

The change in the net carrying amount of goodwill by reportable segment was as follows:

|  | Beauty    | Grooming  | Health Care | Fabric Care and Home Care | Baby Care and Family Care | Corporate | Total Company |
|--|-----------|-----------|-------------|---------------------------|---------------------------|-----------|---------------|
| <b>GOODWILL at JUNE 30, 2011 - Gross</b>       | \$ 18,039 | \$ 22,650 | \$ 8,179    | \$ 6,735                  | \$ 1,553                  | \$ 406    | \$ 57,562     |
| Accumulated impairment losses at June 30, 2011 | —         | —         | —           | —                         | —                         | —         | —             |
| <b>GOODWILL at JUNE 30, 2011 - Net</b>         | 18,039    | 22,650    | 8,179       | 6,735                     | 1,553                     | 406       | 57,562        |
| Acquisitions and divestitures                  | (3)       | (12)      | 474         | 34                        | —                         | (92)      | 401           |
| Goodwill impairment charges                    | (431)     | (899)     | —           | —                         | —                         | —         | (1,330)       |
| Translation and other                          | (1,176)   | (1,059)   | (314)       | (212)                     | (94)                      | (5)       | (2,860)       |
| <b>GOODWILL at JUNE 30, 2012 - Gross</b>       | 16,860    | 21,579    | 8,339       | 6,557                     | 1,459                     | 309       | 55,103        |
| Accumulated impairment losses at June 30, 2012 | (431)     | (899)     | —           | —                         | —                         | —         | (1,330)       |
| <b>GOODWILL at JUNE 30, 2012 - Net</b>         | 16,429    | 20,680    | 8,339       | 6,557                     | 1,459                     | 309       | 53,773        |
| Acquisitions and divestitures                  | (21)      | (40)      | 624         | (11)                      | 463                       | —         | 1,015         |
| Goodwill impairment charges                    | —         | (259)     | —           | —                         | —                         | —         | (259)         |
| Translation and other                          | 255       | 236       | 96          | 40                        | 32                        | —         | 659           |
| <b>GOODWILL at JUNE 30, 2013 - Gross</b>       | 17,094    | 21,775    | 9,059       | 6,586                     | 1,954                     | 309       | 56,777        |
| Accumulated impairment losses at June 30, 2013 | (431)     | (1,158)   | —           | —                         | —                         | —         | (1,589)       |
| <b>GOODWILL at JUNE 30, 2013 - Net</b>         | 16,663    | 20,617    | 9,059       | 6,586                     | 1,954                     | 309       | 55,188        |

Amounts in millions of dollars except per share amounts or as otherwise specified.

In October 2012, the Company acquired our partner's interest in a joint venture in Iberia that operates in our Baby Care and Family Care and Health Care reportable segments. We paid \$1.1 billion for our partner's interest and the transaction was accounted for as a business combination. The total enterprise value of \$1.9 billion was allocated to indefinite-lived intangible assets of \$0.2 billion, defined-life intangible assets of \$0.9 billion and goodwill of \$1.1 billion. These were partially offset by \$0.3 billion of deferred tax liabilities on the intangible assets. The Company recognized a \$0.6 billion holding gain on its previously held investment, which was included in other non-operating income, net in the Consolidated Statement of Earnings in fiscal 2013. In addition to these items and the impairment discussed below, the remaining net increase in goodwill since June 30, 2012 was primarily due to currency translation across all reportable segments.

During the fourth quarter of fiscal 2013, the estimated fair value of our Appliances reporting unit declined below its carrying amount. As a result, we recorded a non-cash before and after-tax impairment charge of \$259 in fiscal 2013 to reduce the carrying amount of goodwill to estimated fair value.

The same factors that led to the decline in the fair value of the reporting unit led to a decline in the fair value of our Braun trade name intangible asset below its respective carrying value. This resulted in a non-cash before-tax impairment charge of \$49 (\$31 after-tax) to reduce the carrying amount of this asset to its fair value.

The results of our goodwill impairment testing during fiscal 2012 determined that the estimated fair values of our Appliances and Salon Professional reporting units were less than their respective carrying amounts. As a result, we recorded a non-cash before and after-tax impairment charge of \$1.3 billion in fiscal 2012 to reduce the carrying amount of goodwill to estimated fair value; \$899 of the impairment related to Appliances and \$431 related to Salon Professional.

Our impairment testing for indefinite-lived intangible assets during fiscal 2012 also indicated a decline in the fair value of our Kileston Perfect and Wella trade name intangible assets below their respective carrying values. This resulted in a non-cash before-tax impairment charge of \$246 (\$173 after-tax) to reduce the carrying amounts of these assets to their respective fair values.

All of the fiscal 2013 and 2012 goodwill and indefinite-lived intangible asset impairment charges are included in Corporate for segment reporting.

The goodwill and intangible asset valuations are dependent on a number of significant estimates and assumptions, including macroeconomic conditions, overall category growth rates, competitive activities, cost containment and margin expansion and Company business plans. We believe these estimates and assumptions are reasonable. However, actual events and results could differ substantially from those used in our valuations. To the extent such factors result in a failure to achieve the level of projected cash flows

used to estimate fair value, we may need to record additional non-cash impairment charges in the future.

The fiscal 2013 declines in fair values of the Appliances reporting unit and the Braun trade name intangible asset were primarily driven by currency impacts. Specifically, currency in Japan, a country that generates a significant portion of the Appliances earnings, devalued approximately 20% in the second half of fiscal 2013 relative to the currencies in which the underlying net assets are recorded. This sustained reduction in the yen reduced the underlying category market size and the projected future cash flows of the business, which in turn triggered the impairment.

The fiscal 2012 declines in the fair values of the Appliances and Salon Professional reporting units and the underlying Kileston Perfect and Wella trade name intangible assets were driven by a combination of similar competitive and economic factors, which resulted in a reduction in the forecasted growth rates and cash flows used to estimate fair value. The factors included: (1) a more prolonged and deeper deterioration of the macroeconomic environment than was previously expected which, due to the more discretionary nature of the Appliances and Salon Professional businesses, led to a reduction in the overall market size in the short term and a more significant and prolonged reduction in the expected underlying market growth rates and resulting sales levels in the longer term. This was particularly evident in Europe, where we have historically generated a majority of the Appliances and Salon Professional sales; (2) increasing competitive levels of innovation in Salon Professional, which negatively impacted our current and nearer-term projected market share progress; and, (3) an increasing level of competitive pricing activities, which negatively impacted overall category profitability. As a result of these factors, we reduced our current and long-term sales and earnings forecasts for these businesses.

In addition to the impairment charges discussed above, goodwill also decreased in fiscal 2012 due to currency translation across all reporting segments partially offset by the establishment of goodwill related to the business combination with Teva Pharmaceuticals Ltd. in our Health Care reportable segment.

Amounts in millions of dollars except per share amounts or as otherwise specified.

Identifiable intangible assets were comprised of:

| June 30  | 2013                  |                          | 2012                  |                          |
|--|-----------------------|--------------------------|-----------------------|--------------------------|
|  | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| <b>INTANGIBLE ASSETS WITH DETERMINABLE LIVES</b> |                       |                          |                       |                          |
| Brands   | \$ 4,251              | \$ 2,020                 | \$ 3,297              | \$ 1,687                 |
| Patents and technology                           | 2,976                 | 2,032                    | 3,164                 | 2,021                    |
| Customer relationships                           | 2,118                 | 703                      | 2,048                 | 642                      |
| Other  | 348                   | 168                      | 352                   | 218                      |
| <b>TOTAL</b>                                     | <b>9,693</b>          | <b>4,923</b>             | <b>8,861</b>          | <b>4,568</b>             |
| <b>INTANGIBLE ASSETS WITH INDEFINITE LIVES</b>   |                       |                          |                       |                          |
| Brands   | 26,802                | —                        | 26,695                | —                        |
| <b>TOTAL</b>                                     | <b>36,495</b>         | <b>4,923</b>             | <b>35,556</b>         | <b>4,568</b>             |

Amortization expense of intangible assets was as follows:

| Years ended June 30           | 2013   | 2012   | 2011   |
|-------------------------------|--------|--------|--------|
| Intangible asset amortization | \$ 528 | \$ 500 | \$ 546 |

Estimated amortization expense over the next five fiscal years is as follows:

| Years ended June 30            | 2014   | 2015   | 2016   | 2017   | 2018   |
|--------------------------------|--------|--------|--------|--------|--------|
| Estimated amortization expense | \$ 504 | \$ 485 | \$ 442 | \$ 405 | \$ 380 |

Such estimates do not reflect the impact of future foreign exchange rate changes.

### NOTE 3

#### SUPPLEMENTAL FINANCIAL INFORMATION

The components of property, plant and equipment were as follows:

| June 30                                    | 2013          | 2012          |
|--|---------------|---------------|
| <b>PROPERTY, PLANT AND EQUIPMENT</b>       |               |               |
| Buildings                                  | \$ 7,829      | \$ 7,324      |
| Machinery and equipment                    | 31,070        | 29,342        |
| Land                                       | 878           | 880           |
| Construction in progress                   | 3,235         | 2,687         |
| <b>TOTAL PROPERTY, PLANT AND EQUIPMENT</b> | <b>43,012</b> | <b>40,233</b> |
| Accumulated depreciation                   | (21,346)      | (19,856)      |
| <b>PROPERTY, PLANT AND EQUIPMENT, NET</b>  | <b>21,666</b> | <b>20,377</b> |

The June 30, 2012 construction in progress balance, which was included in machinery and equipment in fiscal 2012, is shown separately to conform with the fiscal 2013 presentation.

Selected components of current and noncurrent liabilities were as follows:

| June 30  | 2013         | 2012         |
|--|--------------|--------------|
| <b>ACCRUED AND OTHER LIABILITIES - CURRENT</b> |              |              |
| Marketing and promotion                        | \$ 3,122     | \$ 2,880     |
| Compensation expenses                          | 1,665        | 1,660        |
| Restructuring reserves                         | 323          | 343          |
| Taxes payable                                  | 817          | 414          |
| Legal and environmental                        | 374          | 264          |
| Other  | 2,527        | 2,728        |
| <b>TOTAL</b>                                   | <b>8,828</b> | <b>8,289</b> |

#### OTHER NONCURRENT LIABILITIES

|                               |               |               |
|-------------------------------|---------------|---------------|
| Pension benefits              | \$ 6,027      | \$ 5,684      |
| Other postretirement benefits | 1,713         | 3,270         |
| Uncertain tax positions       | 2,002         | 2,245         |
| Other                         | 837           | 891           |
| <b>TOTAL</b>                  | <b>10,579</b> | <b>12,090</b> |

#### RESTRUCTURING PROGRAM

The Company has historically incurred an ongoing annual level of restructuring-type activities to maintain a competitive cost structure, including manufacturing and workforce optimization. Before-tax costs incurred under the ongoing program have generally ranged from \$250 to \$500 annually. In February and November 2012, the Company made announcements regarding an incremental restructuring program as part of a productivity and cost savings plan to reduce costs in the areas of supply chain, research and development, marketing and overheads. The productivity and cost savings plan was designed to accelerate cost reductions by streamlining management decision making, manufacturing and other work processes in order to help fund the Company's growth strategy. The Company expects to incur in excess of \$3.5 billion in before-tax restructuring costs over a five year period (from fiscal 2012 through fiscal 2016), including costs incurred as part of the ongoing and incremental restructuring program. The Company has incurred approximately 55% of the costs under this plan as of the end of fiscal 2013, with the remainder expected to be incurred in fiscal years 2014 through 2016.

The restructuring program is being executed across the Company's centralized organization as well as across virtually all of its Market Development Organizations (MDO) and Global Business Units (GBU). The restructuring program plans included an initial targeted net reduction in non-manufacturing overhead enrollment of

Amounts in millions of dollars except per share amounts or as otherwise specified.



approximately 5,700 by the end of fiscal 2013. Through fiscal 2013, the Company has reduced non-manufacturing enrollment by approximately 7,000, which is 1,300 positions above the initial target. In addition to the reduction of 5,700 employees, the restructuring program includes plans for a further non-manufacturing overhead personnel reduction of approximately 2% - 4% annually from fiscal 2014 through fiscal 2016, roughly doubling the size of the initial enrollment reduction target. This is being done via the elimination of duplicate work, simplification through the use of technology and the optimization of various functional and business organizations and the Company's global footprint. In addition, the plan includes integration of newly acquired companies and the optimization of the supply chain and other manufacturing processes.

Restructuring costs incurred consist primarily of costs to separate employees and asset-related costs to exit facilities. The Company is also incurring other types of costs as outlined below. The Company incurred total restructuring charges of approximately \$956 million and \$1.1 billion for the years ended June 30, 2013 and June 30, 2012, respectively. Approximately \$600 and \$746 of these charges were recorded in SG&A for the years ended June 30, 2013 and June 30, 2012, respectively. The remainder is included in cost of products sold. Since the inception of this restructuring program, the Company has incurred charges of approximately \$2.0 billion. Approximately \$1.1 billion of these charges were related to separations, \$487 million were asset-related and \$431 million were related to other restructuring-type costs. The following table presents restructuring activity for the years ended June 30, 2013 and 2012:

|                              | Separations  | Asset-Related Costs | Other        | Total        |
|------------------------------|--------------|---------------------|--------------|--------------|
| <b>RESERVE JUNE 30, 2011</b> | \$ 121       | \$ —                | \$ 30        | \$ 151       |
| Charges                      | 495          | 378                 | 179          | 1,052        |
| Cash spent                   | (300)        | —                   | (182)        | (482)        |
| Charges against assets       | —            | (378)               | —            | (378)        |
| <b>RESERVE JUNE 30, 2012</b> | 316          | —                   | 27           | 343          |
| Charges                      | <b>595</b>   | <b>109</b>          | <b>252</b>   | <b>956</b>   |
| Cash spent                   | <b>(615)</b> | —                   | <b>(252)</b> | <b>(867)</b> |
| Charges against assets       | —            | <b>(109)</b>        | —            | <b>(109)</b> |
| <b>RESERVE JUNE 30, 2013</b> | <b>296</b>   | —                   | <b>27</b>    | <b>323</b>   |

#### Separation Costs

Employee separation charges for the years ended June 30, 2013 and June 30, 2012 relate to severance packages for approximately 3,450 and 3,300 employees, respectively. For

the years ended June 30, 2013 and June 30, 2012, these severance packages include approximately 2,390 and 2,250 non-manufacturing employees, respectively. These separations are primarily in North America and Western Europe. The packages are predominantly voluntary and the amounts are calculated based on salary levels and past service periods. Severance costs related to voluntary separations are generally charged to earnings when the employee accepts the offer. Since its inception, the restructuring program has incurred separation charges related to approximately 6,750 employees, of which approximately 4,640 are non-manufacturing overhead personnel.

#### Asset-Related Costs

Asset-related costs consist of both asset write-downs and accelerated depreciation. Asset write-downs relate to the establishment of a new fair value basis for assets held-for-sale or disposal. These assets were written down to the lower of their current carrying basis or amounts expected to be realized upon disposal, less minor disposal costs. Charges for accelerated depreciation relate to long-lived assets that will be taken out of service prior to the end of their normal service period. These assets relate primarily to manufacturing consolidations and technology standardization. The asset-related charges will not have a significant impact on future depreciation charges.

#### Other Costs

Other restructuring-type charges are incurred as a direct result of the restructuring program. Such charges primarily include employee relocation related to separations and office consolidations, termination of contracts related to supply chain redesign and the cost to change internal systems and processes to support the underlying organizational changes.

Consistent with our historical policies for ongoing restructuring-type activities, the restructuring program charges are funded by and included within Corporate for both management and segment reporting. Accordingly, 100% of the charges under the program are included within the Corporate reportable segment. However, for informative purposes, the following table summarizes the total restructuring costs related to our reportable segments:

| Years Ended June 30       | 2013       | 2012         |
|---------------------------|------------|--------------|
| Beauty                    | \$ 132     | \$ 120       |
| Grooming                  | 50         | 20           |
| Health Care               | 58         | 25           |
| Fabric Care and Home Care | 148        | 184          |
| Baby Care and Family Care | 88         | 63           |
| Corporate <sup>(1)</sup>  | 480        | 640          |
| <b>Total Company</b>      | <b>956</b> | <b>1,052</b> |

<sup>(1)</sup> Corporate includes costs related to allocated overheads, including charges related to our MDO, Global Business Services and Corporate Functions activities.

Amounts in millions of dollars except per share amounts or as otherwise specified.



**NOTE 4****SHORT-TERM AND LONG-TERM DEBT**

| <b>June 30</b>                    | <b>2013</b>   | <b>2012</b>  |
|-----------------------------------|---------------|--------------|
| <b>DEBT DUE WITHIN ONE YEAR</b>   |               |              |
| Current portion of long-term debt | \$ 4,506      | \$ 4,083     |
| Commercial paper                  | 7,642         | 4,574        |
| Other                             | 284           | 41           |
| <b>TOTAL</b>                      | <b>12,432</b> | <b>8,698</b> |

|  |      |      |
|--|------|------|
| Short-term weighted average interest rates | 0.5% | 0.6% |
|--|------|------|

<sup>(1)</sup> Weighted average short-term interest rates include the effects of interest rate swaps discussed in Note 5.

| <b>June 30</b>                                     | <b>2013</b>   | <b>2012</b>   |
|--|---------------|---------------|
| <b>LONG-TERM DEBT</b>                              |               |               |
| Floating rate USD notes due February 2014          | \$ 2,000      | \$ 1,000      |
| 4.50% EUR note due May 2014                        | 1,960         | 1,887         |
| 4.95% USD note due August 2014                     | 900           | 900           |
| 0.70% USD note due August 2014                     | 1,000         | 1,000         |
| 3.50% USD note due February 2015                   | 750           | 750           |
| 0.95% JPY note due May 2015                        | 1,012         | 1,261         |
| 3.15% USD note due September 2015                  | 500           | 500           |
| 1.80% USD note due November 2015                   | 1,000         | 1,000         |
| 4.85% USD note due December 2015                   | 700           | 700           |
| 1.45% USD note due August 2016                     | 1,000         | 1,000         |
| 5.13% EUR note due October 2017                    | 1,437         | 1,383         |
| 4.70% USD note due February 2019                   | 1,250         | 1,250         |
| 4.13% EUR note due December 2020                   | 784           | 755           |
| 9.36% ESOP debentures due 2013-2021 <sup>(1)</sup> | 701           | 757           |
| 2.30% USD note due February 2022                   | 1,000         | 1,000         |
| 2.00% EUR note due August 2022                     | 1,307         | —             |
| 4.88% EUR note due May 2027                        | 1,307         | 1,258         |
| 6.25% GBP note due January 2030                    | 764           | 780           |
| 5.50% USD note due February 2034                   | 500           | 500           |
| 5.80% USD note due August 2034                     | 600           | 600           |
| 5.55% USD note due March 2037                      | 1,400         | 1,400         |
| Capital lease obligations                          | 31            | 45            |
| All other long-term debt                           | 1,714         | 5,437         |
| Current portion of long-term debt                  | (4,506)       | (4,083)       |
| <b>TOTAL</b>                                       | <b>19,111</b> | <b>21,080</b> |

|   |      |      |
|---|------|------|
| Long-term weighted average interest rates | 3.3% | 3.3% |
|---|------|------|

<sup>(1)</sup> Debt issued by the ESOP is guaranteed by the Company and must be recorded as debt of the Company as discussed in Note 9.

<sup>(2)</sup> Weighted average long-term interest rates include the effects of interest rate swaps discussed in Note 5.

Long-term debt maturities during the next five fiscal years are as follows:

| <b>June 30</b>  | <b>2014</b> | <b>2015</b> | <b>2016</b> | <b>2017</b> | <b>2018</b> |
|-----------------|-------------|-------------|-------------|-------------|-------------|
| Debt maturities | \$ 4,506    | \$ 3,798    | \$ 2,379    | \$ 1,085    | \$ 1,531    |

The Procter & Gamble Company fully and unconditionally guarantees the registered debt and securities issued by its 100% finance subsidiaries.

**NOTE 5****RISK MANAGEMENT ACTIVITIES AND FAIR VALUE MEASUREMENTS**

As a multinational company with diverse product offerings, we are exposed to market risks, such as changes in interest rates, currency exchange rates and commodity prices. We evaluate exposures on a centralized basis to take advantage of natural exposure correlation and netting. To the extent we choose to manage volatility associated with the net exposures, we enter into various financial transactions that we account for using the applicable accounting guidance for derivative instruments and hedging activities. These financial transactions are governed by our policies covering acceptable counterparty exposure, instrument types and other hedging practices.

At inception, we formally designate and document qualifying instruments as hedges of underlying exposures. We formally assess, at inception and at least quarterly, whether the financial instruments used in hedging transactions are effective at offsetting changes in either the fair value or cash flows of the related underlying exposures. Fluctuations in the value of these instruments generally are offset by changes in the value or cash flows of the underlying exposures being hedged. This is driven by the high degree of effectiveness between the exposure being hedged and the hedging instrument. The ineffective portion of a change in the fair value of a qualifying instrument is immediately recognized in earnings. The amount of ineffectiveness recognized was immaterial for all years presented.

**Credit Risk Management**

We have counterparty credit guidelines and normally enter into transactions with investment grade financial institutions. Counterparty exposures are monitored daily and downgrades in counterparty credit ratings are reviewed on a timely basis. We have not incurred, and do not expect to incur, material credit losses on our risk management or other financial instruments.

Certain of the Company's financial instruments used in hedging transactions are governed by industry standard netting and collateral agreements with counterparties. If the Company's credit rating were to fall below the levels stipulated in the agreements, the counterparties could demand either collateralization or termination of the

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arrangements. The aggregate fair value of the instruments covered by these contractual features that are in a net liability position as of June 30, 2013, was not material. The Company has not been required to post collateral as a result of these contractual features.

### Interest Rate Risk Management

Our policy is to manage interest cost using a mixture of fixed-rate and variable-rate debt. To manage this risk in a cost-efficient manner, we enter into interest rate swaps whereby we agree to exchange with the counterparty, at specified intervals, the difference between fixed and variable interest amounts calculated by reference to a notional amount.

Interest rate swaps that meet specific accounting criteria are accounted for as fair value or cash flow hedges. For fair value hedges, the changes in the fair value of both the hedging instruments and the underlying debt obligations are immediately recognized in interest expense. For cash flow hedges, the effective portion of the changes in fair value of the hedging instrument is reported in OCI and reclassified into interest expense over the life of the underlying debt obligation. The ineffective portion for both cash flow and fair value hedges, which was not material for any year presented, was immediately recognized in interest expense.

### Foreign Currency Risk Management

We manufacture and sell our products and finance operations in a number of countries throughout the world. As a result, we are exposed to movements in foreign currency exchange rates.

To manage the exchange rate risk primarily associated with our financing operations, we have historically used a combination of forward contracts, options and currency swaps. As of June 30, 2013, we had currency swaps with maturities up to five years, which are intended to offset the effect of exchange rate fluctuations on intercompany loans denominated in foreign currencies. These swaps are accounted for as cash flow hedges. The effective portion of the changes in fair value of these instruments is reported in OCI and reclassified into SG&A and interest expense in the same period or periods during which the related hedged transactions affect earnings. The ineffective portion, which was not material for any year presented, was immediately recognized in SG&A.

The change in fair values of certain non-qualifying instruments used to manage foreign exchange exposure of intercompany financing transactions and certain balance sheet items subject to revaluation are immediately recognized in earnings, substantially offsetting the foreign currency mark-to-market impact of the related exposures.

### Net Investment Hedging

We hedge certain net investment positions in foreign subsidiaries. To accomplish this, we either borrow directly in foreign currencies and designate all or a portion of the

foreign currency debt as a hedge of the applicable net investment position or we enter into foreign currency swaps that are designated as hedges of net investments. Changes in the fair value of these instruments are recognized in OCI to offset the change in the value of the net investment being hedged. Currency effects of these hedges reflected in OCI were after-tax gains of \$156 and \$740 in 2013 and 2012, respectively. Accumulated net balances were after-tax losses of \$3,550 and \$3,706 as of June 30, 2013 and 2012, respectively. The ineffective portion, which was not material in any year presented, was immediately recognized in interest expense.

### Commodity Risk Management

Certain raw materials used in our products or production processes are subject to price volatility caused by weather, supply conditions, political and economic variables and other unpredictable factors. To manage the volatility related to anticipated purchases of certain of these materials, we have historically, on a limited basis, used futures and options with maturities generally less than one year and swap contracts with maturities up to five years. As of and during the year ended June 30, 2013, we did not have material commodity hedging activity.

### Insurance

We self-insure for most insurable risks. However, we purchase insurance for Directors and Officers Liability and certain other coverage where it is required by law, by contract or deemed to be in the best interest of the Company.

### Fair Value Hierarchy

Accounting guidance on fair value measurements for certain financial assets and liabilities requires that financial assets and liabilities carried at fair value be classified and disclosed in one of the following categories:

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 or external inputs from inactive markets.

When applying fair value principles in the valuation of assets and liabilities, we are required to maximize the use of quoted market prices and minimize the use of unobservable inputs. The Company has not changed its valuation techniques used in measuring the fair value of any financial assets or liabilities during the year. Our fair value estimates take into consideration the credit risk of both the Company and our counterparties.

When active market quotes are not available for financial assets and liabilities, we use industry standard valuation models. Where applicable, these models project future cash flows and discount the future amounts to a present value

using market-based observable inputs including credit risk, interest rate curves, foreign currency rates and forward and spot prices for currencies. In circumstances where market-based observable inputs are not available, management

judgment is used to develop assumptions to estimate fair value. Generally, the fair value of our Level 3 instruments is estimated as the net present value of expected future cash flows based on external inputs.

The following table sets forth the Company's financial assets and liabilities as of June 30, 2013 and 2012 that were measured at fair value on a recurring basis during the period, segregated by level within the fair value hierarchy:

|  | Level 1       |               | Level 2      |              | Level 3   |           | Total         |               |
|--|---------------|---------------|--------------|--------------|-----------|-----------|---------------|---------------|
| June 30  | 2013          | 2012          | 2013         | 2012         | 2013      | 2012      | 2013          | 2012          |
| <b>ASSETS RECORDED AT FAIR VALUE</b>                             |               |               |              |              |           |           |               |               |
| Investments:   |               |               |              |              |           |           |               |               |
| U.S. government securities                                       | \$ —          | \$ —          | \$ 1,571     | \$ —         | \$ —      | \$ —      | \$ 1,571      | \$ —          |
| Other investments  | 23            | 9             | —            | —            | 24        | 24        | 47            | 33            |
| Derivatives relating to:   |               |               |              |              |           |           |               |               |
| Foreign currency hedges  | —             | —             | 168          | —            | —         | —         | 168           | —             |
| Other foreign currency instruments <sup>(1)</sup>                | —             | —             | 19           | 86           | —         | —         | 19            | 86            |
| Interest rates   | —             | —             | 191          | 298          | —         | —         | 191           | 298           |
| Net investment hedges  | —             | —             | 233          | 32           | —         | —         | 233           | 32            |
| Commodities  | —             | —             | —            | 3            | —         | —         | —             | 3             |
| <b>TOTAL ASSETS RECORDED AT FAIR VALUE<sup>(2)</sup></b>         | <b>23</b>     | <b>9</b>      | <b>2,182</b> | <b>419</b>   | <b>24</b> | <b>24</b> | <b>2,229</b>  | <b>452</b>    |
| <b>LIABILITIES RECORDED AT FAIR VALUE</b>                        |               |               |              |              |           |           |               |               |
| Derivatives relating to:   |               |               |              |              |           |           |               |               |
| Foreign currency hedges  | \$ —          | \$ —          | \$ —         | \$ 142       | \$ —      | \$ —      | \$ —          | \$ 142        |
| Other foreign currency instruments <sup>(1)</sup>                | —             | —             | 90           | 23           | —         | —         | 90            | 23            |
| Interest rates   | —             | —             | 59           | —            | —         | —         | 59            | —             |
| Net investment hedges  | —             | —             | —            | 19           | —         | —         | —             | 19            |
| Commodities  | —             | —             | —            | 2            | —         | —         | —             | 2             |
| <b>TOTAL LIABILITIES AT FAIR VALUE<sup>(3)</sup></b>             | <b>—</b>      | <b>—</b>      | <b>149</b>   | <b>186</b>   | <b>—</b>  | <b>—</b>  | <b>149</b>    | <b>186</b>    |
| <b>LIABILITIES NOT RECORDED AT FAIR VALUE</b>                    |               |               |              |              |           |           |               |               |
| Long-term debt <sup>(4)</sup>                                    | 22,671        | 25,829        | 3,022        | 2,119        | —         | —         | 25,693        | 27,948        |
| <b>TOTAL LIABILITIES RECORDED AND NOT RECORDED AT FAIR VALUE</b> | <b>22,671</b> | <b>25,829</b> | <b>3,171</b> | <b>2,305</b> | <b>—</b>  | <b>—</b>  | <b>25,842</b> | <b>28,134</b> |

<sup>(1)</sup> Other foreign currency instruments are comprised of foreign currency financial instruments that do not qualify as hedges.

<sup>(2)</sup> Investment securities and all derivative assets are presented in prepaid expenses and other current assets and other noncurrent assets. The amortized cost of the U.S. government securities was \$1,604 as of June 30, 2013. All U.S. government securities have contractual maturities between one and five years. Fair values are generally estimated based upon quoted market prices for similar instruments.

<sup>(3)</sup> All liabilities are presented in accrued and other liabilities or other noncurrent liabilities.

<sup>(4)</sup> Long-term debt includes the current portion (\$4,540 and \$4,095 as of June 30, 2013 and 2012, respectively) of debt instruments. Long-term debt is not recorded at fair value on a recurring basis, but is measured at fair value for disclosure purposes. Fair values are generally estimated based on quoted market prices for identical or similar instruments.

The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each quarter. During fiscal 2013, the Company transferred long-term debt instruments with a fair value of \$455 from Level 1 to Level 2. The transferred instruments represent the Company's investment in industrial development bonds which are infrequently traded in an observable market. There were no additional transfers between levels during the periods presented. In addition, there was no significant activity within the Level 3 assets and liabilities during the periods presented.

Amounts in millions of dollars except per share amounts or as otherwise specified.

During fiscal 2013 and 2012, we recorded impairments of certain goodwill and intangible assets. Also, during fiscal 2013, we applied purchase accounting and re-measured assets and liabilities at fair value related to the purchase of the balance of a joint venture in Iberia (see Note 2 for additional details on these items). In addition, the Company re-measured certain operating real estate assets to an estimated fair value of \$8 during the year ended June 30, 2012, using comparable prices for similar assets, resulting in a \$220 impairment. Except for these items, there were no significant assets or liabilities that were re-measured at fair value on a non-recurring basis during the years presented.

### Disclosures about Derivative Instruments

The notional amounts and fair values of qualifying and non-qualifying financial instruments used in hedging transactions as of June 30, 2013 and 2012 are as follows:

| <b>June 30</b>  | <b>Notional Amount</b> |             | <b>Fair Value Asset/(Liability)</b> |             |
|---|------------------------|-------------|-------------------------------------|-------------|
|   | <b>2013</b>            | <b>2012</b> | <b>2013</b>                         | <b>2012</b> |
| <b>DERIVATIVES IN CASH FLOW HEDGING RELATIONSHIPS</b> |                        |             |                                     |             |
| Foreign currency contracts                            | \$ 951                 | \$ 831      | \$ 168                              | \$ (142)    |

### DERIVATIVES IN FAIR VALUE HEDGING RELATIONSHIPS

|                         |          |           |        |        |
|-------------------------|----------|-----------|--------|--------|
| Interest rate contracts | \$ 9,117 | \$ 10,747 | \$ 132 | \$ 298 |
|-------------------------|----------|-----------|--------|--------|

### DERIVATIVES IN NET INVESTMENT HEDGING RELATIONSHIPS

|                       |          |          |        |       |
|-----------------------|----------|----------|--------|-------|
| Net investment hedges | \$ 1,303 | \$ 1,768 | \$ 233 | \$ 13 |
|-----------------------|----------|----------|--------|-------|

### DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

|                            |              |               |             |           |
|----------------------------|--------------|---------------|-------------|-----------|
| Foreign currency contracts | \$ 7,080     | \$ 13,210     | \$ (71)     | \$ 63     |
| Commodity contracts        | —            | 125           | —           | 1         |
| <b>TOTAL</b>               | <b>7,080</b> | <b>13,335</b> | <b>(71)</b> | <b>64</b> |

The total notional amount of contracts outstanding at the end of the period is indicative of the level of the Company's derivative activity during the period.

| <b>June 30</b>   | <b>Amount of Gain/(Loss) Recognized in AOCI on Derivatives (Effective Portion)</b> |             |
|--|--|-------------|
|  | <b>2013</b>  | <b>2012</b> |
| <b>DERIVATIVES IN CASH FLOW HEDGING RELATIONSHIPS</b>      |  |             |
| Interest rate contracts                                    | \$ 7   | \$ 11       |
| Foreign currency contracts                                 | 14   | 22          |
| <b>TOTAL</b>   | <b>21</b>  | <b>33</b>   |
| <b>DERIVATIVES IN NET INVESTMENT HEDGING RELATIONSHIPS</b> |  |             |
| Net investment hedges                                      | \$ 145   | \$ 6        |

The effective portion of gains and losses on derivative instruments that was recognized in OCI during the years ended June 30, 2013 and 2012 was not material. During the next 12 months, the amount of the June 30, 2013, accumulated OCI balance that will be reclassified to earnings is expected to be immaterial.

The amounts of gains and losses on qualifying and non-qualifying financial instruments used in hedging transactions for the years ended June 30, 2013 and 2012 were as follows:

| <b>Years ended June 30</b>                            | <b>Amount of Gain/(Loss) Reclassified from AOCI into Income</b> |             |
|---|---|-------------|
|   | <b>2013</b>   | <b>2012</b> |
| <b>DERIVATIVES IN CASH FLOW HEDGING RELATIONSHIPS</b> |   |             |
| Interest rate contracts                               | \$ 6  | \$ 6        |
| Foreign currency contracts                            | 215   | 5           |
| Commodity contracts                                   | —   | 3           |
| <b>TOTAL</b>  | <b>221</b>  | <b>14</b>   |

| <b>Years ended June 30</b>                             | <b>Amount of Gain/(Loss) Recognized in Income</b> |             |
|--|---|-------------|
|  | <b>2013</b>                                       | <b>2012</b> |
| <b>DERIVATIVES IN FAIR VALUE HEDGING RELATIONSHIPS</b> |   |             |
| Interest rate contracts                                | \$ (167)  | \$ 135      |
| Debt   | 171   | (137)       |
| <b>TOTAL</b>   | <b>4</b>  | <b>(2)</b>  |

|  |        |        |
|--|--------|--------|
| <b>DERIVATIVES IN NET INVESTMENT HEDGING RELATIONSHIPS</b> |        |        |
| Net investment hedges                                      | \$ (2) | \$ (1) |

|  |             |                |
|--|-------------|----------------|
| <b>DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS</b> |             |                |
| Foreign currency contracts <sup>(1)</sup>                | \$ (34)     | \$ (1,121)     |
| Commodity contracts                                      | —           | 2              |
| <b>TOTAL</b>   | <b>(34)</b> | <b>(1,119)</b> |

- <sup>(1)</sup> The gain or loss on non-qualifying foreign currency contracts substantially offsets the foreign currency mark-to-market impact of the related exposure.

Amounts in millions of dollars except per share amounts or as otherwise specified.

**NOTE 6****ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)**

The tables below present the changes in accumulated other comprehensive income/(loss) by component and the reclassifications out of accumulated other comprehensive income/(loss):

**Changes in Accumulated Other Comprehensive Income/(Loss) by Component**

|   | Hedges         | Investment Securities | Pension and Other Retiree Benefits | Financial Statement Translation | Total          |
|---|----------------|-----------------------|------------------------------------|---------------------------------|----------------|
| <b>Balance at June 30, 2012</b>             | \$ (3,673)     | \$ (3)                | \$ (5,300)                         | \$ (357)                        | \$ (9,333)     |
| OCI before reclassifications <sup>(1)</sup> | 363            | (24)                  | 731                                | 710                             | 1,780          |
| Amounts reclassified from AOCI              | (219)          | —                     | 273                                | —                               | 54             |
| Net current period OCI                      | 144            | (24)                  | 1,004                              | 710                             | 1,834          |
| <b>Balance at June 30, 2013</b>             | <b>(3,529)</b> | <b>(27)</b>           | <b>(4,296)</b>                     | <b>353</b>                      | <b>(7,499)</b> |

<sup>(1)</sup> Net of tax of \$94, \$5 and \$496 for gains and losses on hedges, investment securities and pension and other retiree benefit items, respectively.

**Reclassifications out of Accumulated Other Comprehensive Income/(Loss)**

| <b>Year ended June 30</b>                                | <b>2013</b>  |
|--|--------------|
| <b>HEDGES <sup>(1)</sup></b>                             |              |
| Interest rate contracts                                  | \$ 6         |
| Foreign exchange contracts                               | 215          |
| Total before-tax   | 221          |
| Tax (expense)/benefit                                    | (2)          |
| <b>Net of tax</b>  | <b>219</b>   |
| <b>PENSION AND OTHER RETIREE BENEFITS <sup>(2)</sup></b> |              |
| Amortization of deferred amounts                         | 2            |
| Recognized net actuarial gains/(losses)                  | (412)        |
| Curtailments and settlements                             | (4)          |
| Total before-tax   | (414)        |
| Tax (expense)/benefit                                    | 141          |
| <b>Net of tax</b>  | <b>(273)</b> |
| <b>TOTAL RECLASSIFICATIONS, NET OF TAX</b>               | <b>(54)</b>  |

<sup>(1)</sup> See Note 5 for classification of these items in the Consolidated Statement of Earnings.

<sup>(2)</sup> Reclassified from AOCI into costs of products sold and SG&A. These components are included in the computation of net periodic pension cost (see Note 9 for additional details).

**NOTE 7****EARNINGS PER SHARE**

Net earnings attributable to Procter & Gamble less preferred dividends (net of related tax benefits) are divided by the weighted average number of common shares outstanding during the year to calculate basic net earnings per common share. Diluted net earnings per common share are calculated to give effect to stock options and other stock-based awards (see Note 8) and assume conversion of preferred stock (see Note 9).

Amounts in millions of dollars except per share amounts or as otherwise specified.

Net earnings attributable to Procter & Gamble and common shares used to calculate basic and diluted net earnings per share were as follows:

| <u>Years ended June 30</u>   | <u>2013</u>      | <u>2012</u>     | <u>2011</u>      |
|--|------------------|-----------------|------------------|
| <b>NET EARNINGS FROM CONTINUING OPERATIONS</b>   | <b>\$ 11,402</b> | <b>\$ 9,317</b> | <b>\$ 11,698</b> |
| Net earnings from discontinued operations  | —                | 1,587           | 229              |
| <b>NET EARNINGS</b>  | <b>11,402</b>    | <b>10,904</b>   | <b>11,927</b>    |
| Net earnings attributable to noncontrolling interests  | (90)             | (148)           | (130)            |
| <b>NET EARNINGS ATTRIBUTABLE TO PROCTER &amp; GAMBLE (Diluted)</b>   | <b>11,312</b>    | <b>10,756</b>   | <b>11,797</b>    |
| Preferred dividends, net of tax benefit  | (244)            | (256)           | (233)            |
| <b>NET EARNINGS ATTRIBUTABLE TO PROCTER &amp; GAMBLE AVAILABLE TO COMMON SHAREHOLDERS (Basic)</b>                            | <b>11,068</b>    | <b>10,500</b>   | <b>11,564</b>    |
| <b>NET EARNINGS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO PROCTER &amp; GAMBLE AVAILABLE TO COMMON SHAREHOLDERS (Basic)</b> | <b>\$ 11,068</b> | <b>\$ 8,913</b> | <b>\$ 11,335</b> |
| <b>NET EARNINGS FROM CONTINUING OPERATIONS ATTRIBUTABLE TO PROCTER &amp; GAMBLE (Diluted)</b>                                | <b>\$ 11,312</b> | <b>\$ 9,169</b> | <b>\$ 11,568</b> |

| <u>Shares in millions; Years ended June 30</u>                            | <u>2013</u>    | <u>2012</u>    | <u>2011</u>    |
|---|----------------|----------------|----------------|
| Basic weighted average common shares outstanding                          | 2,742.9        | 2,751.3        | 2,804.0        |
| Effect of dilutive securities   |                |                |                |
| Conversion of preferred shares <sup>(1)</sup>                             | 116.8          | 123.9          | 128.5          |
| Exercise of stock options and other unvested equity awards <sup>(2)</sup> | 70.9           | 66.0           | 69.4           |
| <b>DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING</b>                 | <b>2,930.6</b> | <b>2,941.2</b> | <b>3,001.9</b> |

<sup>(1)</sup> Despite being included currently in diluted net earnings per common share, the actual conversion to common stock occurs when the preferred shares are sold. Shares may only be sold after being allocated to the ESOP participants pursuant to the repayment of the ESOP's obligations through 2035.

<sup>(2)</sup> Approximately 12 million in 2013, 67 million in 2012 and 93 million in 2011 of the Company's outstanding stock options were not included in the diluted net earnings per share calculation because the options were out of the money or to do so would have been antidilutive (i.e., the total proceeds upon exercise would have exceeded the market value of the underlying common shares).

## NOTE 8

### STOCK-BASED COMPENSATION

We have stock-based compensation plans under which we annually grant stock option, restricted stock, restricted stock unit (RSU) and performance stock unit (PSU) awards to key managers and directors. Exercise prices on options granted have been, and continue to be, set equal to the market price of the underlying shares on the date of the grant. Since September 2002, the key manager stock option awards granted vest after three years and have a 10-year life. The key manager stock option awards granted from July 1998 through August 2002 vested after three years and have a 15-year life. Key managers can elect to receive up to 100% of the value of their option award in RSUs. Key manager RSUs vest and are settled in shares of common stock five years from the grant date. The awards provided to the Company's directors are in the form of restricted stock and RSUs.

In addition to our key manager and director grants, we make other minor stock option and RSU grants to employees for which the terms are not substantially different than those

described in the preceding paragraph. In 2011, we implemented a performance stock program (PSP) and granted PSUs to senior level executives. Under this program, the number of PSUs that will vest three years after the respective grant date is based on the Company's performance relative to pre-established performance goals during that three year period.

A total of 180 million shares of common stock were authorized for issuance under stock-based compensation plans approved by shareholders in 2003 and 2009. A total of 56 million shares remain available for grant under the 2003 and 2009 plans.

Total stock-based compensation expense for stock option grants was \$249, \$317 and \$358 for 2013, 2012 and 2011, respectively. Total compensation expense for restricted stock, RSUs and PSUs was \$97, \$60 and \$56 in 2013, 2012 and 2011, respectively. The total income tax benefit recognized in the income statement for stock options, restricted stock, RSUs and PSUs was \$96, \$102 and \$117 in 2013, 2012 and 2011, respectively.

In calculating the compensation expense for stock options granted, we utilize a binomial lattice-based valuation model.

Amounts in millions of dollars except per share amounts or as otherwise specified.



Assumptions utilized in the model, which are evaluated and revised, as necessary, to reflect market conditions and experience, were as follows:

| <b>Years ended June 30</b>     | <b>2013</b>     | <b>2012</b> | <b>2011</b> |
|--------------------------------|-----------------|-------------|-------------|
| Interest rate                  | <b>0.2-2.0%</b> | 0.2-2.1%    | 0.3-3.7%    |
| Weighted average interest rate | <b>1.8%</b>     | 1.9%        | 3.4%        |
| Dividend yield                 | <b>2.9%</b>     | 2.6%        | 2.4%        |
| Expected volatility            | <b>14-15%</b>   | 12-18%      | 14-18%      |
| Weighted average volatility    | <b>15%</b>      | 15%         | 16%         |
| Expected life in years         | <b>8.9</b>      | 8.5         | 8.8         |

Lattice-based option valuation models incorporate ranges of assumptions for inputs and those ranges are disclosed in the preceding table. Expected volatilities are based on a combination of historical volatility of our stock and implied volatilities of call options on our stock. We use historical data to estimate option exercise and employee termination patterns within the valuation model. The expected life of options granted is derived from the output of the option valuation model and represents the average period of time that options granted are expected to be outstanding. The interest rate for periods within the contractual life of the options is based on the U.S. Treasury yield curve in effect at the time of grant.

A summary of options, RSUs and PSUs outstanding under the plans as of June 30, 2013, and activity during the year then ended is presented below:

| <b>Options in thousands</b>     | <b>Options</b>  | <b>Weighted Avg. Exercise Price</b> | <b>Weighted Avg. Remaining Contract-ual Life in Years</b> | <b>Aggregate Intrinsic Value (in millions)</b> |
|---------------------------------|-----------------|-------------------------------------|---|--|
| Outstanding, beginning of year  | <b>353,093</b>  | <b>\$ 53.83</b>                     |   |  |
| Granted                         | <b>24,818</b>   | <b>75.41</b>                        |   |  |
| Exercised                       | <b>(69,933)</b> | <b>47.09</b>                        |   |  |
| Canceled                        | <b>(1,739)</b>  | <b>60.97</b>                        |   |  |
| <b>OUTSTANDING, END OF YEAR</b> | <b>306,239</b>  | <b>57.07</b>                        | <b>4.9</b>  | <b>\$ 6,100</b>                                |
| <b>EXERCISABLE</b>              | <b>223,154</b>  | <b>52.97</b>                        | <b>3.6</b>  | <b>5,367</b>                                   |

The weighted average grant-date fair value of options granted was \$8.19, \$8.05 and \$11.09 per share in 2013, 2012 and 2011, respectively. The total intrinsic value of options exercised was \$1,759, \$820 and \$628 in 2013, 2012 and 2011, respectively. The total grant-date fair value of options that vested during 2013, 2012 and 2011 was \$352, \$435 and \$445, respectively. At June 30, 2013, there was \$233 of compensation cost that has not yet been recognized related to stock option grants. That cost is expected to be recognized over a remaining weighted average period of 1.8 years. Cash received from options exercised was \$3,294, \$1,735 and \$1,237 in 2013, 2012 and 2011, respectively.

The actual tax benefit realized for the tax deductions from option exercises totaled \$575, \$239 and \$188 in 2013, 2012 and 2011, respectively.

| <b>Other Stock-Based Awards in thousands</b> | <b>RSUs</b>  |   | <b>PSUs</b>  |   |
|--|--------------|---|--------------|---|
|  | <b>Units</b> | <b>Weighted-Average Grant-Date Fair Value</b> | <b>Units</b> | <b>Weighted-Average Grant-Date Fair Value</b> |
| Non-vested at July 1, 2012                   | 3,670        | \$ 55.53                                      | 1,261        | \$ 58.79                                      |
| Granted                                      | 1,951        | 62.69   | 626          | 67.70   |
| Vested                                       | (952)        | 59.50   | —            | —   |
| Forfeited                                    | (79)         | 55.31   | —            | —   |
| Non-vested at June 30, 2013                  | 4,590        | 56.88   | 1,887        | 61.75   |

At June 30, 2013, there was \$195 of compensation cost that has not yet been recognized related to restricted stock, RSUs and PSUs. That cost is expected to be recognized over a remaining weighted average period of 3.1 years. The total fair value of shares vested was \$51, \$38 and \$30 in 2013, 2012 and 2011, respectively.

We have no specific policy to repurchase common shares to mitigate the dilutive impact of options, RSUs and PSUs. However, we have historically made adequate discretionary purchases, based on cash availability, market trends and other factors, to offset the impacts of such activity.

#### **NOTE 9**

#### **POSTRETIREMENT BENEFITS AND EMPLOYEE STOCK OWNERSHIP PLAN**

We offer various postretirement benefits to our employees.

#### **Defined Contribution Retirement Plans**

We have defined contribution plans which cover the majority of our U.S. employees, as well as employees in certain other countries. These plans are fully funded. We generally make contributions to participants' accounts based on individual base salaries and years of service. Total global defined contribution expense was \$314, \$353 and \$347 in 2013, 2012 and 2011, respectively.

The primary U.S. defined contribution plan (the U.S. DC plan) comprises the majority of the expense for the Company's defined contribution plans. For the U.S. DC plan, the contribution rate is set annually. Total contributions for this plan approximated 15% of total participants' annual wages and salaries in 2013, 2012 and 2011.

We maintain The Procter & Gamble Profit Sharing Trust (Trust) and Employee Stock Ownership Plan (ESOP) to provide a portion of the funding for the U.S. DC plan and other retiree benefits (described below). Operating details of the ESOP are provided at the end of this Note. The fair value of the ESOP Series A shares allocated to participants

Amounts in millions of dollars except per share amounts or as otherwise specified.

reduces our cash contribution required to fund the U.S. DC plan.

### Defined Benefit Retirement Plans and Other Retiree Benefits

We offer defined benefit retirement pension plans to certain employees. These benefits relate primarily to local plans outside the U.S. and, to a lesser extent, plans assumed in previous acquisitions covering U.S. employees.

We also provide certain other retiree benefits, primarily health care and life insurance, for the majority of our U.S. employees who become eligible for these benefits when they meet minimum age and service requirements. Generally, the health care plans require cost sharing with retirees and pay a stated percentage of expenses, reduced by deductibles and other coverages. These benefits are primarily funded by ESOP Series B shares and certain other assets contributed by the Company.

**Obligation and Funded Status.** The following provides a reconciliation of benefit obligations, plan assets and funded status of these defined benefit plans:

| Years ended June 30                                    | Pension Benefits <sup>(1)</sup> |                | Other Retiree Benefits <sup>(2)</sup> |                |
|--|---------------------------------|----------------|---------------------------------------|----------------|
|  | 2013                            | 2012           | 2013                                  | 2012           |
| <b>CHANGE IN BENEFIT OBLIGATION</b>                    |                                 |                |                                       |                |
| Benefit obligation at beginning of year <sup>(3)</sup> | \$ 13,573                       | \$ 12,229      | \$ 6,006                              | \$ 4,886       |
| Service cost   | 300                             | 267            | 190                                   | 142            |
| Interest cost  | 560                             | 611            | 260                                   | 276            |
| Participants' contributions                            | 20                              | 22             | 66                                    | 68             |
| Amendments   | 104                             | (44)           | —                                     | —              |
| Actuarial loss/(gain)                                  | 473                             | 1,911          | (1,022)                               | 957            |
| Acquisitions/(divestitures)                            | 51                              | (17)           | —                                     | —              |
| Special termination benefits                           | 39                              | —              | 18                                    | 27             |
| Currency translation and other                         | (4)                             | (847)          | 5                                     | (95)           |
| Benefit payments                                       | (602)                           | (559)          | (234)                                 | (255)          |
| <b>BENEFIT OBLIGATION AT END OF YEAR<sup>(3)</sup></b> | <b>14,514</b>                   | <b>13,573</b>  | <b>5,289</b>                          | <b>6,006</b>   |
| <b>CHANGE IN PLAN ASSETS</b>                           |                                 |                |                                       |                |
| Fair value of plan assets at beginning of year         | 7,974                           | 7,962          | 2,713                                 | 2,975          |
| Actual return on plan assets                           | 796                             | 459            | 954                                   | (126)          |
| Acquisitions/(divestitures)                            | 59                              | —              | —                                     | —              |
| Employer contributions                                 | 391                             | 485            | 23                                    | 24             |
| Participants' contributions                            | 20                              | 22             | 66                                    | 68             |
| Currency translation and other                         | (77)                            | (395)          | —                                     | —              |
| ESOP debt impacts <sup>(4)</sup>                       | —                               | —              | 31                                    | 27             |
| Benefit payments                                       | (602)                           | (559)          | (234)                                 | (255)          |
| <b>FAIR VALUE OF PLAN ASSETS AT END OF YEAR</b>        | <b>8,561</b>                    | <b>7,974</b>   | <b>3,553</b>                          | <b>2,713</b>   |
| <b>FUNDED STATUS</b>                                   | <b>(5,953)</b>                  | <b>(5,599)</b> | <b>(1,736)</b>                        | <b>(3,293)</b> |

<sup>(1)</sup> Primarily non-U.S.-based defined benefit retirement plans.

<sup>(2)</sup> Primarily U.S.-based other postretirement benefit plans.

<sup>(3)</sup> For the pension benefit plans, the benefit obligation is the projected benefit obligation. For other retiree benefit plans, the benefit obligation is the accumulated postretirement benefit obligation.

<sup>(4)</sup> Represents the net impact of ESOP debt service requirements, which is netted against plan assets for other retiree benefits.

The underfunding of pension benefits is primarily a function of the different funding incentives that exist outside of the U.S. In certain countries, there are no legal requirements or financial incentives provided to companies to pre-fund pension obligations prior to their due date. In these instances, benefit payments are typically paid directly from the Company's cash as they become due.

Amounts in millions of dollars except per share amounts or as otherwise specified.



| <u>June 30</u>                                 | <u>Pension Benefits</u> |                | <u>Other Retiree Benefits</u> |                |
|--|-------------------------|----------------|-------------------------------|----------------|
|  | <u>2013</u>             | <u>2012</u>    | <u>2013</u>                   | <u>2012</u>    |
| <b>CLASSIFICATION OF NET AMOUNT RECOGNIZED</b> |                         |                |                               |                |
| Noncurrent assets                              | \$ 114                  | \$ 128         | \$ —                          | \$ —           |
| Current liability                              | (40)                    | (43)           | (23)                          | (23)           |
| Noncurrent liability                           | (6,027)                 | (5,684)        | (1,713)                       | (3,270)        |
| <b>NET AMOUNT RECOGNIZED</b>                   | <b>(5,953)</b>          | <b>(5,599)</b> | <b>(1,736)</b>                | <b>(3,293)</b> |

**AMOUNTS RECOGNIZED IN ACCUMULATED OTHER COMPREHENSIVE INCOME (AOCI)**

|                                       |              |              |              |              |
|---------------------------------------|--------------|--------------|--------------|--------------|
| Net actuarial loss                    | \$ 4,049     | \$ 4,010     | \$ 1,772     | \$ 3,565     |
| Prior service cost /(credit)          | 353          | 261          | (54)         | (75)         |
| <b>NET AMOUNTS RECOGNIZED IN AOCI</b> | <b>4,402</b> | <b>4,271</b> | <b>1,718</b> | <b>3,490</b> |

The accumulated benefit obligation for all defined benefit pension plans was \$12,652 and \$11,763 as of June 30, 2013 and 2012, respectively. Pension plans with accumulated benefit obligations in excess of plan assets and plans with projected benefit obligations in excess of plan assets consist of the following:

| <u>June 30</u>                 | <u>Accumulated Benefit<br/>Obligation Exceeds the<br/>Fair Value of Plan Assets</u> |             | <u>Projected Benefit<br/>Obligation Exceeds the<br/>Fair Value of Plan Assets</u> |             |
|--------------------------------|---|-------------|---|-------------|
|                                | <u>2013</u>   | <u>2012</u> | <u>2013</u>   | <u>2012</u> |
| Projected benefit obligation   | \$ 12,024   | \$ 11,623   | \$ 12,962   | \$ 12,310   |
| Accumulated benefit obligation | 10,406  | 10,009      | 11,149  | 10,533      |
| Fair value of plan assets      | 6,086   | 6,013       | 6,895   | 6,583       |

Amounts in millions of dollars except per share amounts or as otherwise specified.

**Net Periodic Benefit Cost.** Components of the net periodic benefit cost were as follows:

| <u>Years ended June 30</u>  | <u>Pension Benefits</u> |              |             | <u>Other Retiree Benefits</u> |              |             |
|---|-------------------------|--------------|-------------|-------------------------------|--------------|-------------|
|   | <u>2013</u>             | <u>2012</u>  | <u>2011</u> | <u>2013</u>                   | <u>2012</u>  | <u>2011</u> |
| <b>AMOUNTS RECOGNIZED IN NET PERIODIC BENEFIT COST</b>                  |                         |              |             |                               |              |             |
| Service cost  | \$ 300                  | \$ 267       | \$ 270      | \$ 190                        | \$ 142       | \$ 146      |
| Interest cost   | 560                     | 611          | 588         | 260                           | 276          | 270         |
| Expected return on plan assets  | (587)                   | (573)        | (492)       | (382)                         | (434)        | (431)       |
| Prior service cost /(credit) amortization                               | 18                      | 21           | 18          | (20)                          | (20)         | (18)        |
| Net actuarial loss amortization   | 213                     | 102          | 154         | 199                           | 99           | 96          |
| Special termination benefits  | 39                      | —            | —           | 18                            | 27           | 3           |
| Curtailments, settlements and other                                     | 4                       | 6            | —           | —                             | —            | —           |
| <b>GROSS BENEFIT COST</b>   | <b>547</b>              | <b>434</b>   | <b>538</b>  | <b>265</b>                    | <b>90</b>    | <b>66</b>   |
| Dividends on ESOP preferred stock                                       | —                       | —            | —           | (70)                          | (74)         | (79)        |
| <b>NET PERIODIC BENEFIT COST/(CREDIT)</b>                               | <b>547</b>              | <b>434</b>   | <b>538</b>  | <b>195</b>                    | <b>16</b>    | <b>(13)</b> |
| <b>CHANGE IN PLAN ASSETS AND BENEFIT OBLIGATIONS RECOGNIZED IN AOCI</b> |                         |              |             |                               |              |             |
| Net actuarial loss /(gain) - current year                               | 264                     | 2,009        |             | (1,594)                       | 1,516        |             |
| Prior service cost/(credit) - current year                              | 104                     | (44)         |             | —                             | —            |             |
| Amortization of net actuarial loss                                      | (213)                   | (102)        |             | (199)                         | (99)         |             |
| Amortization of prior service (cost) / credit                           | (18)                    | (21)         |             | 20                            | 20           |             |
| Settlement / curtailment cost   | (4)                     | (6)          |             | —                             | —            |             |
| Currency translation and other  | (2)                     | (234)        |             | 1                             | (36)         |             |
| <b>TOTAL CHANGE IN AOCI</b>   | <b>131</b>              | <b>1,602</b> |             | <b>(1,772)</b>                | <b>1,401</b> |             |
| <b>NET AMOUNTS RECOGNIZED IN PERIODIC BENEFIT COST AND AOCI</b>         | <b>678</b>              | <b>2,036</b> |             | <b>(1,577)</b>                | <b>1,417</b> |             |

Amounts expected to be amortized from AOCI into net periodic benefit cost during the year ending June 30, 2014, are as follows:

|                             | <u>Pension Benefits</u> | <u>Other Retiree Benefits</u> |
|-----------------------------|-------------------------|-------------------------------|
| Net actuarial loss          | \$ 210                  | \$ 118                        |
| Prior service cost/(credit) | 24                      | (20)                          |

**Assumptions.** We determine our actuarial assumptions on an annual basis. These assumptions are weighted to reflect each country that may have an impact on the cost of providing retirement benefits. The weighted average assumptions for the defined benefit and other retiree benefit calculations, as well as assumed health care trend rates, were as follows:

| <u>Years ended June 30</u>  | <u>Pension Benefits</u> |             | <u>Other Retiree Benefits</u> |             |
|---|-------------------------|-------------|-------------------------------|-------------|
|   | <u>2013</u>             | <u>2012</u> | <u>2013</u>                   | <u>2012</u> |
| <b>ASSUMPTIONS USED TO DETERMINE BENEFIT OBLIGATIONS<sup>(1)</sup></b>                    |                         |             |                               |             |
| Discount rate   | 4.0%                    | 4.2%        | 4.8%                          | 4.3%        |
| Rate of compensation increase   | 3.2%                    | 3.3%        | —%                            | —%          |
| <b>ASSUMPTIONS USED TO DETERMINE NET PERIODIC BENEFIT COST<sup>(2)</sup></b>              |                         |             |                               |             |
| Discount rate   | 4.2%                    | 5.3%        | 4.3%                          | 5.7%        |
| Expected return on plan assets  | 7.3%                    | 7.4%        | 8.3%                          | 9.2%        |
| Rate of compensation increase   | 3.3%                    | 3.5%        | —%                            | —%          |
| <b>ASSUMED HEALTH CARE COST TREND RATES</b>   |                         |             |                               |             |
| Health care cost trend rates assumed for next year  | —%                      | —%          | 7.3%                          | 8.0%        |
| Rate to which the health care cost trend rate is assumed to decline (ultimate trend rate) | —%                      | —%          | 5.0%                          | 5.0%        |
| Year that the rate reaches the ultimate trend rate  | —%                      | —%          | 2020                          | 2019        |

<sup>(1)</sup> Determined as of end of year.

<sup>(2)</sup> Determined as of beginning of year and adjusted for acquisitions.

Amounts in millions of dollars except per share amounts or as otherwise specified.

Several factors are considered in developing the estimate for the long-term expected rate of return on plan assets. For the defined benefit retirement plans, these factors include historical rates of return of broad equity and bond indices and projected long-term rates of return obtained from pension investment consultants. The expected long-term rates of return for plan assets are 8 - 9% for equities and 5 - 6% for bonds. For other retiree benefit plans, the expected long-term rate of return reflects the fact that the assets are comprised primarily of Company stock. The expected rate of return on Company stock is based on the long-term projected return of 8.5% and reflects the historical pattern of returns.

Assumed health care cost trend rates could have a significant effect on the amounts reported for the other retiree benefit plans. A one percentage point change in assumed health care cost trend rates would have the following effects:

|   | One-Percentage<br>Point Increase | One-Percentage<br>Point Decrease |
|---|----------------------------------|----------------------------------|
| Effect on the total service and interest cost components    | \$ 91                            | \$ (70)                          |
| Effect on the accumulated postretirement benefit obligation | 806                              | (643)                            |

**Plan Assets.** Our investment objective for defined benefit retirement plan assets is to meet the plans' benefit obligations, while minimizing the potential for future required Company plan contributions. The investment strategies focus on asset class diversification, liquidity to meet benefit payments and an appropriate balance of long-term investment return and risk. Target ranges for asset allocations are determined by matching the actuarial projections of the plans' future liabilities and benefit payments with expected long-term rates of return on the assets, taking into account investment return volatility and correlations across asset classes. Plan assets are diversified across several investment managers and are generally invested in liquid funds that are selected to track broad market equity and bond indices. Investment risk is carefully controlled with plan assets rebalanced to target allocations on a periodic basis and with continual monitoring of investment managers' performance relative to the investment guidelines established with each investment manager.

Our target asset allocation for the year ended June 30, 2013, and actual asset allocation by asset category as of June 30, 2013 and 2012, were as follows:

| Asset Category    | Target Asset Allocation |                        | Actual Asset Allocation at June 30 |      |                        |      |
|-------------------|-------------------------|------------------------|------------------------------------|------|------------------------|------|
|                   | Pension Benefits        | Other Retiree Benefits | Pension Benefits                   |      | Other Retiree Benefits |      |
|                   |                         |                        | 2013                               | 2012 | 2013                   | 2012 |
| Cash              | 1%                      | 2%                     | 1%                                 | 1%   | 2%                     | 1%   |
| Debt securities   | 54%                     | 8%                     | 52%                                | 52%  | 6%                     | 9%   |
| Equity securities | 45%                     | 90%                    | 47%                                | 47%  | 92%                    | 90%  |
| <b>TOTAL</b>      | <b>100%</b>             | <b>100%</b>            | <b>100%</b>                        | 100% | <b>100%</b>            | 100% |

The following tables set forth the fair value of the Company's plan assets as of June 30, 2013 and 2012 segregated by level within the fair value hierarchy (refer to Note 5 for further discussion on the fair value hierarchy and fair value principles). Common collective funds are valued using the net asset value reported by the managers of the funds and as supported by the unit prices of actual purchase and sale transactions. Company stock listed as Level 2 in the hierarchy represents preferred shares which are valued based on the value of Company common stock. The majority of our Level 3 pension instruments are insurance contracts. Their fair values are based on their cash equivalent or models that project future cash flows and discount the future amounts to a present value using market-based observable inputs including credit risk and interest rate curves.

|                                       | Pension Benefits |           |              |              |            |           |              |              |
|---------------------------------------|------------------|-----------|--------------|--------------|------------|-----------|--------------|--------------|
|                                       | Level 1          |           | Level 2      |              | Level 3    |           | Total        |              |
|                                       | 2013             | 2012      | 2013         | 2012         | 2013       | 2012      | 2013         | 2012         |
| <b>June 30</b>                        |                  |           |              |              |            |           |              |              |
| <b>ASSETS AT FAIR VALUE</b>           |                  |           |              |              |            |           |              |              |
| Cash and cash equivalents             | \$ 71            | \$ 60     | \$ —         | \$ —         | \$ —       | \$ —      | \$ 71        | \$ 60        |
| Common collective fund - equity       | —                | —         | 3,993        | 3,727        | —          | —         | 3,993        | 3,727        |
| Common collective fund - fixed income | —                | —         | 4,361        | 4,112        | —          | —         | 4,361        | 4,112        |
| Other                                 | 4                | 4         | —            | —            | 132        | 71        | 136          | 75           |
| <b>TOTAL ASSETS AT FAIR VALUE</b>     | <b>75</b>        | <b>64</b> | <b>8,354</b> | <b>7,839</b> | <b>132</b> | <b>71</b> | <b>8,561</b> | <b>7,974</b> |

Amounts in millions of dollars except per share amounts or as otherwise specified.

|                                       | Other Retiree Benefits |           |              |              |           |          |              |              |
|---------------------------------------|------------------------|-----------|--------------|--------------|-----------|----------|--------------|--------------|
|                                       | Level 1                |           | Level 2      |              | Level 3   |          | Total        |              |
|                                       | 2013                   | 2012      | 2013         | 2012         | 2013      | 2012     | 2013         | 2012         |
| <b>June 30</b>                        |                        |           |              |              |           |          |              |              |
| <b>ASSETS AT FAIR VALUE</b>           |                        |           |              |              |           |          |              |              |
| Cash and cash equivalents             | \$ 56                  | \$ 16     | \$ —         | \$ —         | \$ —      | \$ —     | \$ 56        | \$ 16        |
| Company stock                         | —                      | —         | 3,270        | 2,418        | —         | —        | 3,270        | 2,418        |
| Common collective fund - equity       | —                      | —         | 16           | 30           | —         | —        | 16           | 30           |
| Common collective fund - fixed income | —                      | —         | 200          | 247          | —         | —        | 200          | 247          |
| Other                                 | —                      | —         | —            | —            | 11        | 2        | 11           | 2            |
| <b>TOTAL ASSETS AT FAIR VALUE</b>     | <b>56</b>              | <b>16</b> | <b>3,486</b> | <b>2,695</b> | <b>11</b> | <b>2</b> | <b>3,553</b> | <b>2,713</b> |

There was no significant activity within the Level 3 pension and other retiree benefits plan assets during the years presented.

**Cash Flows.** Management's best estimate of cash requirements and discretionary contributions for the defined benefit retirement plans and other retiree benefit plans for the year ending June 30, 2014, is approximately \$1,463 and \$31, respectively. For the defined benefit retirement plans, this is comprised of \$90 in expected benefit payments from the Company directly to participants of unfunded plans and \$1,373 of expected contributions to funded plans. This estimate includes a discretionary contribution made to a foreign pension plan for approximately \$1.0 billion in July 2013. For other retiree benefit plans, this is comprised of expected contributions that will be used directly for benefit payments. Expected contributions are dependent on many variables, including the variability of the market value of the plan assets as compared to the benefit obligation and other market or regulatory conditions. In addition, we take into consideration our business investment opportunities and resulting cash requirements. Accordingly, actual funding may differ significantly from current estimates.

Total benefit payments expected to be paid to participants, which include payments funded from the Company's assets, as discussed above, as well as payments from the plans, are as follows:

| Years ending June 30             | Pension Benefits | Other Retiree Benefits |
|----------------------------------|------------------|------------------------|
| <b>EXPECTED BENEFIT PAYMENTS</b> |                  |                        |
| 2014                             | \$ 553           | \$ 208                 |
| 2015                             | 545              | 224                    |
| 2016                             | 568              | 237                    |
| 2017                             | 596              | 251                    |
| 2018                             | 602              | 266                    |
| 2019 - 2023                      | 3,392            | 1,549                  |

#### Employee Stock Ownership Plan

We maintain the ESOP to provide funding for certain employee benefits discussed in the preceding paragraphs.

The ESOP borrowed \$1.0 billion in 1989 and the proceeds were used to purchase Series A ESOP Convertible Class A Preferred Stock to fund a portion of the U.S. DC plan. Principal and interest requirements of the borrowing were paid by the Trust from dividends on the preferred shares and from advances provided by the Company. The original borrowing of \$1.0 billion has been repaid in full, and advances from the Company of \$112 remain outstanding at June 30, 2013. Each share is convertible at the option of the holder into one share of the Company's common stock. The dividend for the current year was equal to the common stock dividend of \$2.29 per share. The liquidation value is \$6.82 per share.

In 1991, the ESOP borrowed an additional \$1.0 billion. The proceeds were used to purchase Series B ESOP Convertible Class A Preferred Stock to fund a portion of retiree health care benefits. These shares, net of the ESOP's debt, are considered plan assets of the other retiree benefits plan discussed above. Debt service requirements are funded by preferred stock dividends, cash contributions and advances provided by the Company, of which \$539 is outstanding at June 30, 2013. Each share is convertible at the option of the holder into one share of the Company's common stock. The dividend for the current year was equal to the common stock dividend of \$2.29 per share. The liquidation value is \$12.96 per share.

Our ESOP accounting practices are consistent with current ESOP accounting guidance, including the permissible continuation of certain provisions from prior accounting guidance. ESOP debt, which is guaranteed by the Company, is recorded as debt (see Note 4) with an offset to the reserve for ESOP debt retirement, which is presented within shareholders' equity. Advances to the ESOP by the Company are recorded as an increase in the reserve for ESOP debt retirement. Interest incurred on the ESOP debt is recorded as interest expense. Dividends on all preferred shares, net of related tax benefits, are charged to retained earnings.

The series A and B preferred shares of the ESOP are allocated to employees based on debt service requirements, net of advances made by the Company to the Trust. The

Amounts in millions of dollars except per share amounts or as otherwise specified.

number of preferred shares outstanding at June 30 was as follows:

| <u>Shares in thousands</u> | <u>2013</u>   | <u>2012</u> | <u>2011</u> |
|----------------------------|---------------|-------------|-------------|
| Allocated                  | <b>45,535</b> | 50,668      | 52,281      |
| Unallocated                | <b>9,843</b>  | 11,348      | 13,006      |
| <b>TOTAL SERIES A</b>      | <b>55,378</b> | 62,016      | 65,287      |
|                            |               |             |             |
| Allocated                  | <b>21,278</b> | 20,802      | 20,759      |
| Unallocated                | <b>37,300</b> | 38,743      | 40,090      |
| <b>TOTAL SERIES B</b>      | <b>58,578</b> | 59,545      | 60,849      |

For purposes of calculating diluted net earnings per common share, the preferred shares held by the ESOP are considered converted from inception.

#### NOTE 10

#### INCOME TAXES

Income taxes are recognized for the amount of taxes payable for the current year and for the impact of deferred tax assets and liabilities, which represent future tax consequences of events that have been recognized differently in the financial statements than for tax purposes. Deferred tax assets and liabilities are established using the enacted statutory tax rates and are adjusted for any changes in such rates in the period of change.

Earnings from continuing operations before income taxes consisted of the following:

| <u>Years ended June 30</u> | <u>2013</u>     | <u>2012</u> | <u>2011</u> |
|----------------------------|-----------------|-------------|-------------|
| United States              | <b>\$ 8,351</b> | \$ 7,584    | \$ 8,858    |
| International              | <b>6,492</b>    | 5,201       | 6,139       |
| <b>TOTAL</b>               | <b>14,843</b>   | 12,785      | 14,997      |

Income taxes on continuing operations consisted of the following:

| <u>Years ended June 30</u>  | <u>2013</u>     | <u>2012</u> | <u>2011</u> |
|-----------------------------|-----------------|-------------|-------------|
| <b>CURRENT TAX EXPENSE</b>  |                 |             |             |
| U.S. federal                | <b>\$ 1,885</b> | \$ 1,913    | \$ 1,770    |
| International               | <b>1,584</b>    | 1,374       | 1,149       |
| U.S. state and local        | <b>279</b>      | 246         | 256         |
|                             | <b>3,748</b>    | 3,533       | 3,175       |
| <b>DEFERRED TAX EXPENSE</b> |                 |             |             |
| U.S. federal                | <b>180</b>      | 83          | 200         |
| International and other     | <b>(487)</b>    | (148)       | (76)        |
|                             | <b>(307)</b>    | (65)        | 124         |
| <b>TOTAL TAX EXPENSE</b>    | <b>3,441</b>    | 3,468       | 3,299       |

A reconciliation of the U.S. federal statutory income tax rate to our actual income tax rate on continuing operations is provided below:

| <u>Years ended June 30</u>                | <u>2013</u>    | <u>2012</u> | <u>2011</u> |
|---|----------------|-------------|-------------|
| U.S. federal statutory income tax rate    | <b>35.0 %</b>  | 35.0 %      | 35.0 %      |
| Country mix impacts of foreign operations | <b>(7.6) %</b> | (8.1) %     | (8.2) %     |
| Changes in uncertain tax positions        | <b>(1.8) %</b> | (1.3) %     | (3.6) %     |
| Impairment adjustments                    | <b>0.6 %</b>   | 3.7 %       | — %         |
| Holding gain on joint venture buy-out     | <b>(1.4) %</b> | — %         | — %         |
| Other                                     | <b>(1.6) %</b> | (2.2) %     | (1.2) %     |
| <b>EFFECTIVE INCOME TAX RATE</b>          | <b>23.2 %</b>  | 27.1 %      | 22.0 %      |

Changes in uncertain tax positions represent changes in our net liability related to prior year tax positions.

Tax costs charged to shareholders' equity totaled \$503 for the year ended June 30, 2013. This primarily relates to the impact of certain adjustments to pension obligations recorded in shareholders' equity, partially offset by excess tax benefits from the exercise of stock options. Tax benefits credited to shareholders' equity totaled \$661 for the year ended June 30, 2012. These primarily relate to the tax effects of net investment hedges, excess tax benefits from the exercise of stock options and the impacts of certain adjustments to pension and other retiree benefit obligations recorded in shareholders' equity.

We have undistributed earnings of foreign subsidiaries of approximately \$42.0 billion at June 30, 2013, for which deferred taxes have not been provided. Such earnings are considered indefinitely invested in the foreign subsidiaries. If such earnings were repatriated, additional tax expense may result. However, the calculation of the amount of deferred U.S. income tax on these earnings is not practicable because of the large number of assumptions necessary to compute the tax.

Amounts in millions of dollars except per share amounts or as otherwise specified.

A reconciliation of the beginning and ending liability for uncertain tax positions is as follows:

| <b>Years ended June 30</b>                  | <b>2013</b>     | <b>2012</b>     | <b>2011</b>     |
|---|-----------------|-----------------|-----------------|
| <b>BEGINNING OF YEAR</b>                    | <b>\$ 1,773</b> | <b>\$ 1,848</b> | <b>\$ 1,797</b> |
| Increases in tax positions for prior years  | <b>162</b>      | 166             | 323             |
| Decreases in tax positions for prior years  | <b>(225)</b>    | (188)           | (388)           |
| Increases in tax positions for current year | <b>188</b>      | 178             | 222             |
| Settlements with taxing authorities         | <b>(195)</b>    | (49)            | (168)           |
| Lapse in statute of limitations             | <b>(98)</b>     | (81)            | (94)            |
| Currency translation                        | <b>(5)</b>      | (101)           | 156             |
| <b>END OF YEAR</b>                          | <b>1,600</b>    | <b>1,773</b>    | <b>1,848</b>    |

The Company is present in approximately 150 taxable jurisdictions and, at any point in time, has 40-50 jurisdictional audits underway at various stages of completion. We evaluate our tax positions and establish liabilities for uncertain tax positions that may be challenged by local authorities and may not be fully sustained, despite our belief that the underlying tax positions are fully supportable. Uncertain tax positions are reviewed on an ongoing basis and are adjusted in light of changing facts and circumstances, including progress of tax audits, developments in case law and closing of statute of limitations. Such adjustments are reflected in the tax provision as appropriate. The Company is making a concerted effort to bring its audit inventory to a more current position. We have done this by working with tax authorities to conduct audits for several open years at once. We have tax years open ranging from 2002 and forward. We are generally not able to reliably estimate the ultimate settlement amounts until the close of the audit. While we do not expect material changes, it is possible that the amount of unrecognized benefit with respect to our uncertain tax positions will significantly increase or decrease within the next 12 months related to the audits described above. At this time, we are not able to make a reasonable estimate of the range of impact on the balance of uncertain tax positions or the impact on the effective tax rate related to these items.

Included in the total liability for uncertain tax positions at June 30, 2013, is \$1.2 billion that, depending on the ultimate resolution, could impact the effective tax rate in future periods.

Accounting pronouncements require that, without discretion, we recognize the additional accrual of any possible related interest and penalties relating to the underlying uncertain tax position in income tax expense, unless the Company qualifies for a specific exception. As of June 30, 2013, 2012 and 2011, we had accrued interest of \$413, \$439 and \$475 and accrued penalties of \$34, \$66 and \$80, respectively, that are not included in the above table. During the fiscal years ended June 30, 2013, 2012 and 2011, we recognized \$24, \$2

and \$197 in interest benefit and \$32, \$10 and \$16 in penalties benefit, respectively. The net benefits recognized resulted primarily from the favorable resolution of tax positions for prior years.

Deferred income tax assets and liabilities were comprised of the following:

| <b>June 30</b>   | <b>2013</b>     | <b>2012</b>  |
|--|-----------------|--------------|
| <b>DEFERRED TAX ASSETS</b>                                     |                 |              |
| Pension and postretirement benefits                            | <b>\$ 1,777</b> | \$ 2,366     |
| Stock-based compensation                                       | <b>1,125</b>    | 1,304        |
| Loss and other carryforwards                                   | <b>1,062</b>    | 853          |
| Goodwill and other intangible assets                           | <b>60</b>       | 78           |
| Accrued marketing and promotion                                | <b>285</b>      | 238          |
| Fixed assets   | <b>135</b>      | 165          |
| Unrealized loss on financial and foreign exchange transactions | <b>324</b>      | 363          |
| Accrued interest and taxes                                     | <b>15</b>       | 28           |
| Inventory  | <b>46</b>       | 58           |
| Other  | <b>879</b>      | 761          |
| Valuation allowances   | <b>(341)</b>    | (375)        |
| <b>TOTAL</b>   | <b>5,367</b>    | <b>5,839</b> |

|                                      |                  |               |
|--------------------------------------|------------------|---------------|
| <b>DEFERRED TAX LIABILITIES</b>      |                  |               |
| Goodwill and other intangible assets | <b>\$ 11,941</b> | \$ 11,816     |
| Fixed assets                         | <b>1,718</b>     | 1,719         |
| Other                                | <b>315</b>       | 286           |
| <b>TOTAL</b>                         | <b>13,974</b>    | <b>13,821</b> |

Net operating loss carryforwards were \$3.1 billion and \$2.8 billion at June 30, 2013 and 2012, respectively. If unused, \$1.4 billion will expire between 2014 and 2033. The remainder, totaling \$1.7 billion at June 30, 2013, may be carried forward indefinitely.

## **NOTE 11**

### **COMMITMENTS AND CONTINGENCIES**

#### **Guarantees**

In conjunction with certain transactions, primarily divestitures, we may provide routine indemnifications (e.g., indemnification for representations and warranties and retention of previously existing environmental, tax and employee liabilities) for which terms range in duration and, in some circumstances, are not explicitly defined. The maximum obligation under some indemnifications is also not explicitly stated and, as a result, the overall amount of these obligations cannot be reasonably estimated. Other than obligations recorded as liabilities at the time of divestiture, we have not made significant payments for these indemnifications. We believe that if we were to incur a loss on any of these matters, the loss would not have a material effect on our financial position, results of operations or cash flows.

Amounts in millions of dollars except per share amounts or as otherwise specified.



In certain situations, we guarantee loans for suppliers and customers. The total amount of guarantees issued under such arrangements is not material.

### Off-Balance Sheet Arrangements

We do not have off-balance sheet financing arrangements, including variable interest entities, that have a material impact on our financial statements.

### Purchase Commitments and Operating Leases

We have purchase commitments for materials, supplies, services and property, plant and equipment as part of the normal course of business. Commitments made under take-or-pay obligations are as follows:

| <u>Years ended</u><br><u>June 30</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> | <u>Thereafter</u> |
|--------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------------|
| Purchase obligations                 | \$ 1,114    | \$ 383      | \$ 242      | \$ 136      | \$ 74       | \$ 234            |

Such amounts represent future purchases in line with expected usage to obtain favorable pricing. Approximately 20% of our purchase commitments relate to service contracts for information technology, human resources management and facilities management activities that have been outsourced to third-party suppliers. Due to the proprietary nature of many of our materials and processes, certain supply contracts contain penalty provisions for early termination. We do not expect to incur penalty payments under these provisions that would materially affect our financial position, results of operations or cash flows.

We also lease certain property and equipment for varying periods. Future minimum rental commitments under non-cancelable operating leases, net of guaranteed sublease income, are as follows:

| <u>Years ended</u><br><u>June 30</u> | <u>2014</u> | <u>2015</u> | <u>2016</u> | <u>2017</u> | <u>2018</u> | <u>Thereafter</u> |
|--------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------------|
| Operating leases                     | \$ 254      | \$ 241      | \$ 196      | \$ 161      | \$ 141      | \$ 519            |

### Litigation

We are subject to various legal proceedings and claims arising out of our business which cover a wide range of matters such as antitrust, trade and other governmental regulations, product liability, patent and trademark matters, advertising, contracts, environmental issues, labor and employments matters and income and other taxes.

As previously disclosed, the Company has had a number of antitrust matters in Europe. These matters involve a number of other consumer products companies and/or retail customers. Several regulatory authorities in Europe have issued separate decisions pursuant to their investigations alleging that the Company, along with several other companies, engaged in violations of competition laws in those countries. The Company has accrued the assessed fines for each of the decisions, of which all but \$16 has been paid as of June 30, 2013. Some of those are on appeal. As a

result of our initial and on-going analyses of other formal complaints, the Company has accrued liabilities for competition law violations totaling \$139 as of June 30, 2013. While the ultimate resolution of these matters may result in fines or costs in excess of the amounts reserved, we do not expect any such incremental losses to materially impact our financial statements in the period in which they are accrued and paid, respectively.

With respect to other litigation and claims, while considerable uncertainty exists, in the opinion of management and our counsel, the ultimate resolution of the various lawsuits and claims will not materially affect our financial position, results of operations or cash flows.

We are also subject to contingencies pursuant to environmental laws and regulations that in the future may require us to take action to correct the effects on the environment of prior manufacturing and waste disposal practices. Based on currently available information, we do not believe the ultimate resolution of environmental remediation will have a material effect on our financial position, results of operations or cash flows.

### NOTE 12

#### SEGMENT INFORMATION

Under U.S. GAAP, the GBUs (Categories) are aggregated into five reportable segments:

- *Beauty*: Beauty Care (Antiperspirant and Deodorant, Cosmetics, Personal Cleansing, Skin Care); Hair Care and Color; Prestige (SKII, fragrances); Salon Professional;
- *Grooming*: Shave Care (Blades and Razors, Pre- and Post-Shave Products); Braun and Appliances;
- *Health Care*: Feminine Care (Feminine Care, Incontinence); Oral Care (Toothbrush, Toothpaste, Other Oral Care); Personal Health Care (Gastrointestinal, Rapid Diagnostics, Respiratory, Other Personal Health Care, Vitamins/Minerals/Supplements);
- *Fabric Care and Home Care*: Fabric Care (Bleach and Laundry Additives, Fabric Enhancers, Laundry Detergents); Home Care (Air Care, Dish Care, Surface Care); Personal Power (Batteries); Pet Care; Professional;
- *Baby Care and Family Care*: Baby Care (Baby Wipes, Diapers and Pants); Family Care (Paper Towels, Tissues, Toilet Paper).

The accounting policies of the businesses are generally the same as those described in Note 1. Differences between these policies and U.S. GAAP primarily reflect income taxes, which are reflected in the businesses using applicable blended statutory rates, and the treatment of certain unconsolidated investees. Certain unconsolidated investees are managed as integral parts of our businesses for

management reporting purposes. Accordingly, these partially owned operations are reflected as consolidated subsidiaries in segment results, with full recognition of the individual income statement line items through before-tax earnings. Eliminations to adjust these line items to U.S. GAAP are included in Corporate. In determining after-tax earnings for the businesses, we eliminate the share of earnings applicable to other ownership interests, in a manner similar to noncontrolling interest, and apply statutory tax rates. Adjustments to arrive at our effective tax rate are also included in Corporate.

Corporate includes certain operating and non-operating activities that are not reflected in the operating results used internally to measure and evaluate the businesses, as well as eliminations to adjust management reporting principles to U.S. GAAP. Operating activities in Corporate include the results of incidental businesses managed at the corporate level along with the elimination of individual revenues and expenses generated by certain unconsolidated investees, discussed in the preceding paragraph, over which we exert significant influence, but do not control. Operating elements also include certain employee benefit costs, the costs of certain restructuring-type activities to maintain a competitive cost structure, including manufacturing and workforce optimization and other general Corporate items. The non-operating elements in Corporate primarily include interest expense, acquisition and divestiture gains and interest and investing income. In addition, Corporate includes the historical results of certain divested businesses.

Total assets for the reportable segments include those assets managed by the reportable segment, primarily inventory, fixed assets and intangible assets. Other assets, primarily including cash, accounts receivable, investment securities and goodwill, are included in Corporate.

Our business units are comprised of similar product categories. In 2013, 2012 and 2011, nine business units individually accounted for 5% or more of consolidated net sales as follows:

| <u>Years ended June 30</u> | <b>% of Sales by Business Unit</b> |             |             |
|----------------------------|------------------------------------|-------------|-------------|
|                            | <b>2013</b>                        | <b>2012</b> | <b>2011</b> |
| Fabric Care                | <b>20%</b>                         | 20%         | 20%         |
| Baby Care                  | <b>13%</b>                         | 13%         | 12%         |
| Hair Care and Color        | <b>11%</b>                         | 11%         | 11%         |
| Shave Care                 | <b>8%</b>                          | 9%          | 9%          |
| Beauty Care                | <b>7%</b>                          | 7%          | 7%          |
| Home Care                  | <b>7%</b>                          | 7%          | 7%          |
| Family Care                | <b>7%</b>                          | 6%          | 7%          |
| Oral Care                  | <b>6%</b>                          | 6%          | 6%          |
| Feminine Care              | <b>6%</b>                          | 6%          | 6%          |
| <i>All Other</i>           | <b>15%</b>                         | 15%         | 15%         |
| <b>Total</b>               | <b>100%</b>                        | 100%        | 100%        |

The Company had net sales in the U.S. of \$30.3 billion, \$29.5 billion and \$29.9 billion for the years ended June 30, 2013, 2012 and 2011, respectively. Assets in the U.S. totaled \$68.3 billion and \$68.0 billion as of June 30, 2013 and 2012, respectively. No other country's net sales or assets exceed 10% of the Company totals.

Our largest customer, Wal-Mart Stores, Inc. and its affiliates, accounted for approximately 14%, 14% and 15% of consolidated net sales in 2013, 2012 and 2011, respectively.

Amounts in millions of dollars except per share amounts or as otherwise specified.



| Global Segment Results           |             | Net Sales        | Earnings from Continuing Operations Before Income Taxes | Net Earnings from Continuing Operations | Depreciation and Amortization | Total Assets    | Capital Expenditures |
|----------------------------------|-------------|------------------|---|---|-------------------------------|-----------------|----------------------|
| <b>BEAUTY</b>                    | <b>2013</b> | <b>\$ 19,956</b> | <b>\$ 3,215</b>   | <b>\$ 2,474</b>                         | <b>\$ 375</b>                 | <b>\$ 8,396</b> | <b>\$ 541</b>        |
|                                  | 2012        | 20,318           | 3,196   | 2,390                                   | 379                           | 8,357           | 569                  |
|                                  | 2011        | 19,937           | 3,415   | 2,542                                   | 387                           | 9,544           | 504                  |
| <b>GROOMING</b>                  | <b>2013</b> | <b>8,038</b>     | <b>2,458</b>  | <b>1,837</b>                            | <b>603</b>                    | <b>23,971</b>   | <b>378</b>           |
|                                  | 2012        | 8,339            | 2,395   | 1,807                                   | 623                           | 24,518          | 392                  |
|                                  | 2011        | 8,245            | 2,375   | 1,775                                   | 645                           | 24,866          | 373                  |
| <b>HEALTH CARE</b>               | <b>2013</b> | <b>12,830</b>    | <b>2,769</b>  | <b>1,898</b>                            | <b>380</b>                    | <b>8,400</b>    | <b>529</b>           |
|                                  | 2012        | 12,421           | 2,718   | 1,826                                   | 353                           | 7,501           | 496                  |
|                                  | 2011        | 12,033           | 2,720   | 1,796                                   | 359                           | 7,796           | 409                  |
| <b>FABRIC CARE AND HOME CARE</b> | <b>2013</b> | <b>27,448</b>    | <b>4,825</b>  | <b>3,126</b>                            | <b>695</b>                    | <b>12,018</b>   | <b>1,115</b>         |
|                                  | 2012        | 27,254           | 4,645   | 2,915                                   | 679                           | 11,419          | 1,036                |
|                                  | 2011        | 26,536           | 4,867   | 3,109                                   | 633                           | 12,060          | 950                  |
| <b>BABY CARE AND FAMILY CARE</b> | <b>2013</b> | <b>16,790</b>    | <b>3,509</b>  | <b>2,242</b>                            | <b>648</b>                    | <b>8,460</b>    | <b>1,278</b>         |
|                                  | 2012        | 16,493           | 3,351   | 2,123                                   | 586                           | 7,535           | 1,250                |
|                                  | 2011        | 15,606           | 3,181   | 1,978                                   | 549                           | 7,184           | 912                  |
| <b>CORPORATE<sup>(1)</sup></b>   | <b>2013</b> | <b>(895)</b>     | <b>(1,933)</b>  | <b>(175)</b>                            | <b>281</b>                    | <b>78,018</b>   | <b>167</b>           |
|                                  | 2012        | (1,145)          | (3,520)   | (1,744)                                 | 584                           | 72,914          | 221                  |
|                                  | 2011        | (1,253)          | (1,561)   | 498                                     | 265                           | 76,904          | 158                  |
| <b>TOTAL COMPANY</b>             | <b>2013</b> | <b>84,167</b>    | <b>14,843</b>   | <b>11,402</b>                           | <b>2,982</b>                  | <b>139,263</b>  | <b>4,008</b>         |
|                                  | 2012        | 83,680           | 12,785  | 9,317                                   | 3,204                         | 132,244         | 3,964                |
|                                  | 2011        | 81,104           | 14,997  | 11,698                                  | 2,838                         | 138,354         | 3,306                |

<sup>(1)</sup> The Corporate reportable segment includes the total assets and capital expenditures of the snacks business prior to its divestiture effective May 31, 2012.

### NOTE 13

#### DISCONTINUED OPERATIONS

In fiscal 2012, the Company completed the divestiture of our global snacks business to The Kellogg Company (Kellogg) for \$2.7 billion of cash. Under the terms of the agreement, Kellogg acquired our branded snacks products, our manufacturing facilities in Belgium and the United States and the majority of the employees working on the snacks business. The Company recorded an after-tax gain on the

transaction of \$1.4 billion, which is included in net earnings from discontinued operations in the Consolidated Statement of Earnings for the year ended June 30, 2012.

The snacks business had historically been part of the Company's Snacks and Pet Care reportable segment. In accordance with the applicable accounting guidance for the disposal of long-lived assets, the results of the snacks business are presented as discontinued operations and, as such, have been excluded from both continuing operations and segment results for all years presented.

Following is selected financial information included in net earnings from discontinued operations for the snacks business:

|        | Net sales  | Earnings from discontinued operations | Income tax expense | Gain on sale of discontinued operations | Income tax benefit/(expense) on sale | Net earnings from discontinued operations |
|--------|------------|---------------------------------------|--------------------|---|--------------------------------------|---|
| Snacks | 2013 \$ —  | \$ —                                  | \$ —               | \$ —                                    | \$ —                                 | \$ —                                      |
|        | 2012 1,440 | 266                                   | (96)               | 1,899                                   | (482)                                | 1,587                                     |
|        | 2011 1,455 | 322                                   | (93)               | —                                       | —                                    | 229                                       |

Amounts in millions of dollars except per share amounts or as otherwise specified.

**NOTE 14****QUARTERLY RESULTS (UNAUDITED)**

| <b>Quarters Ended</b>  |                  | <b>Sept 30</b>   | <b>Dec 31</b>                  | <b>Mar 31</b>    | <b>Jun 30</b>                  | <b>Total Year</b> |
|--|------------------|------------------|--------------------------------|------------------|--------------------------------|-------------------|
| <b>NET SALES</b>   | <b>2012-2013</b> | <b>\$ 20,739</b> | <b>\$ 22,175</b>               | <b>\$ 20,598</b> | <b>\$ 20,655</b>               | <b>\$ 84,167</b>  |
|  | 2011-2012        | 21,530           | 21,744                         | 20,194           | 20,212                         | 83,680            |
| <b>OPERATING INCOME</b>                                      | <b>2012-2013</b> | <b>3,951</b>     | <b>4,492</b>                   | <b>3,405</b>     | <b>2,633</b> <sup>(3)</sup>    | <b>14,481</b>     |
|  | 2011-2012        | 4,250            | 2,680 <sup>(3)</sup>           | 3,299            | 3,063                          | 13,292            |
| <b>GROSS MARGIN</b>  | <b>2012-2013</b> | <b>50.1%</b>     | <b>50.9%</b>                   | <b>49.8%</b>     | <b>47.5%</b>                   | <b>49.6%</b>      |
|  | 2011-2012        | 49.8%            | 50.1%                          | 49.3%            | 48.1%                          | 49.3%             |
| <b>NET EARNINGS:</b>   |                  |                  |                                |                  |                                |                   |
| Net earnings from continuing operations                      | <b>2012-2013</b> | <b>\$ 2,853</b>  | <b>\$ 4,076</b> <sup>(2)</sup> | <b>\$ 2,591</b>  | <b>\$ 1,882</b> <sup>(3)</sup> | <b>\$ 11,402</b>  |
|  | 2011-2012        | 2,999            | 1,672 <sup>(3)</sup>           | 2,433            | 2,213                          | 9,317             |
| Net earnings from discontinued operations                    | <b>2012-2013</b> | <b>—</b>         | <b>—</b>                       | <b>—</b>         | <b>—</b>                       | <b>—</b>          |
|  | 2011-2012        | 58               | 41                             | 34               | 1,454 <sup>(4)</sup>           | 1,587             |
| Net earnings attributable to Procter & Gamble                | <b>2012-2013</b> | <b>2,814</b>     | <b>4,057</b> <sup>(2)</sup>    | <b>2,566</b>     | <b>1,875</b> <sup>(3)</sup>    | <b>11,312</b>     |
|  | 2011-2012        | 3,024            | 1,690 <sup>(3)</sup>           | 2,411            | 3,631                          | 10,756            |
| <b>DILUTED NET EARNINGS PER COMMON SHARE: <sup>(1)</sup></b> |                  |                  |                                |                  |                                |                   |
| Earnings from continuing operations                          | <b>2012-2013</b> | <b>\$ 0.96</b>   | <b>\$ 1.39</b>                 | <b>\$ 0.88</b>   | <b>\$ 0.64</b>                 | <b>\$ 3.86</b>    |
|  | 2011-2012        | 1.01             | 0.56                           | 0.81             | 0.74                           | 3.12              |
| Earnings from discontinued operations                        | <b>2012-2013</b> | <b>—</b>         | <b>—</b>                       | <b>—</b>         | <b>—</b>                       | <b>—</b>          |
|  | 2011-2012        | 0.02             | 0.01                           | 0.01             | 0.50                           | 0.54              |
| Net earnings   | <b>2012-2013</b> | <b>0.96</b>      | <b>1.39</b>                    | <b>0.88</b>      | <b>0.64</b>                    | <b>3.86</b>       |
|  | 2011-2012        | 1.03             | 0.57                           | 0.82             | 1.24                           | 3.66              |

<sup>(1)</sup> Diluted net earnings per share is calculated on earnings attributable to Procter & Gamble.

<sup>(2)</sup> The Company acquired the balance of its Baby Care and Feminine Care joint venture in Iberia in October 2012 resulting in a non-operating gain of \$623.

<sup>(3)</sup> During the fourth quarter of fiscal year 2013 and the second quarter of fiscal year 2012, the Company recorded goodwill and indefinite-lived intangible assets impairment charges of \$308 million and \$1.6 billion, respectively. For additional details, see Note 2.

<sup>(4)</sup> The Company divested its snacks business in May 2012. See Note 13 for details of the transaction.

Amounts in millions of dollars except per share amounts or as otherwise specified.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

Not applicable.

Item 9A. Controls and Procedures.

**Evaluation of Disclosure Controls and Procedures.**

The Company's President and Chief Executive Officer, A. G. Lafley, and the Company's Chief Financial Officer, Jon R. Moeller, performed an evaluation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (Exchange Act)) as of the end of the period covered by this Annual Report on Form 10-K.

Messrs. Lafley and Moeller have concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed

in reports we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (2) accumulated and communicated to our management, including Messrs. Lafley and Moeller, to allow their timely decisions regarding required disclosure.

**Changes in Internal Control over Financial Reporting.**

There were no changes in our internal control over financial reporting that occurred during the Company's fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

Not applicable.

PART IIIItem 10. Directors, Executive Officers and Corporate Governance.

The Board of Directors has determined that the following members of the Audit Committee are independent and are Audit Committee financial experts as defined by SEC rules: Ms. Patricia A. Woertz (Chair) and Mr. Kenneth I. Chenault.

The information required by this item is incorporated by reference to the following sections of the 2013 Proxy Statement filed pursuant to Regulation 14A: the section entitled Election of Directors, up to and including the subsection entitled Nominees for Election of Directors with Terms Expiring in 2014, Corporate Governance, up to but not including the subsection entitled Board Engagement and Attendance; the section entitled Code of Ethics; and the section entitled Section 16 (a) Beneficial Ownership Reporting Compliance. Pursuant to Instruction 3 of Item 401(b) of Regulation S-K, Executive Officers of the Registrant are reported in Part I of this report.

Item 11. Executive Compensation.

The information required by this item is incorporated by reference to the following sections of the 2013 Proxy

Statement filed pursuant to Regulation 14A: the portion of the Corporate Governance section entitled Committees of the Board and the portion beginning with Director Compensation up to but not including the section entitled Security Ownership of Management and Certain Beneficial Owners.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table gives information about the Company's common stock that may be issued upon the exercise of options, warrants and rights under all of the Company's equity compensation plans as of June 30, 2013. The table includes the following plans: The Procter & Gamble 1992 Stock Plan; The Procter & Gamble 1992 Stock Plan (Belgian Version); The Procter & Gamble 1993 Non-Employee Directors' Stock Plan; The Procter & Gamble Future Shares Plan; The Procter & Gamble 2001 Stock and Incentive Compensation Plan; The Procter & Gamble 2003 Non-Employee Directors' Stock Plan; The Gillette Company 1971 Stock Option Plan; The Gillette Company 2004 Long-Term Incentive Plan; and The Procter & Gamble 2009 Stock and Incentive Compensation Plan.

| Plan Category   | (a)<br>Number of securities to<br>be issued upon exercise<br>of outstanding options,<br>warrants and rights | (b)<br>Weighted-<br>average exercise<br>price of outstanding<br>options, warrants and<br>rights | (c)<br>Number of securities<br>remaining available for<br>future issuance under<br>equity compensation plans<br>(excluding securities<br>reflected in column (a)) |
|---|---|---|---|
| <b>Equity compensation plans approved by security holders (1)</b>     |   |   |   |
| Options   | 291,021,000   | \$57.1208   | (2)   |
| Restricted Stock Units (RSUs) / Performance Stock Units (PSUs)        | 10,081,890  | N/A   | (2)   |
| <b>Equity compensation plans not approved by security holders (3)</b> |   |   |   |
| Options   | 15,217,784  | 56.1637   | (4)   |
| Restricted Stock Units (RSUs)   | 42,995  | N/A   | (4)   |
| <b>GRAND TOTAL</b>  | <b>316,363,669</b>  | <b>57.0733</b> (5)  | <b>56,253,893</b>   |

- (1) Includes The Procter & Gamble 1992 Stock Plan; The Procter & Gamble 1993 Non-Employee Directors Stock Plan; The Procter & Gamble 2001 Stock and Incentive Compensation Plan; The Procter & Gamble 2003 Non-Employee Directors Stock Plan; and The Procter & Gamble 2009 Stock and Incentive Compensation Plan.
- (2) Of the plans listed in (1), only The Procter & Gamble 2009 Stock and Incentive Compensation Plan and The 2003 Non-Employee Directors Stock Plan allow for future grants of securities. The maximum number of shares that may be granted under these plans is 180 million shares. Stock options and stock appreciation rights are counted on a one for one basis while full value awards (such as RSUs and PSUs) will be counted as 2.88 shares for each share awarded. Total shares available for future issuance under these plans is 56 million.
- (3) Includes The Procter & Gamble 1992 Stock Plan (Belgian version); The Procter & Gamble Future Shares Plan; and The Gillette Company 2004 Long-Term Incentive Plan.
- (4) None of the plans listed in (3) allow for future grants of securities.
- (5) Weighted average exercise price of outstanding options only.

### The Procter & Gamble 1992 Stock Plan (Belgian Version)

No further grants can be made under the plan, although unexercised stock options previously granted under this plan remain outstanding. This plan was approved by the Company's Board of Directors on February 14, 1997. Although the plan has not been submitted to shareholders for approval, it is nearly identical to The Procter & Gamble 1992 Stock Plan, approved by the Company's shareholders on October 13, 1992, except for a few minor changes designed to comply with the Belgian tax laws.

The plan was designed to attract, retain and motivate key Belgian employees. Under the plan, eligible participants were: (i) granted or offered the right to purchase stock options, (ii) granted stock appreciation rights and/or (iii) granted shares of the Company's common stock. Except in the case of death of the recipient, all stock options and stock appreciation rights must vest in no less than one year from the date of grant and must expire no later than fifteen years from the date of grant. The exercise price for all stock options granted under the plan is the average price of the Company's stock on the date of grant. If a recipient of a grant leaves the Company while holding an unexercised option or right, any unexercisable portions immediately become void, except in the case of death, and any exercisable portions become void within one month of departure, except in the case of death or retirement. Any common stock awarded under the plan may be subject to restrictions on sale or transfer while the recipient is employed, as the committee administering the plan may determine.

### The Procter & Gamble Future Shares Plan

On October 14, 1997, the Company's Board of Directors approved The Procter & Gamble Future Shares Plan pursuant to which options to purchase shares of the Company's common stock may be granted to employees worldwide. The purpose of this plan is to advance the interests of the Company by giving substantially all employees a stake in the Company's future growth and success and to strengthen the alignment of interests between employees and the Company's shareholders through increased ownership of shares of the Company's stock. The plan has not been submitted to shareholders for approval.

Subject to adjustment for changes in the Company's capitalization, the number of shares to be granted under the plan is not to exceed 17 million shares. Under the plan's regulations, recipients are granted options to acquire 100 shares of the Company's common stock at an exercise price equal to the average price of the Company's common stock on the date of the grant. These options vest five years after the date of grant and expire ten years following the date of grant. If a recipient leaves the employ of the Company prior to the vesting date for a reason other than disability, retirement or special separation (as defined in the plan), then the award is forfeited.

At the time of the first grant following Board approval of the plan, each employee of the Company not eligible for an award under the 1992 Stock Plan was granted options for 100 shares. From the date of this first grant through June 30, 2003, each new employee of the Company has also received options for 100 shares. Following the grant of options on June 30, 2003, the Company suspended this part of the plan. The plan terminated on October 13, 2007.

### The Gillette Company 2004 Long-Term Incentive Plan

Shareholders of The Gillette Company approved The Gillette Company 2004 Long-Term Incentive Plan on May 20, 2004, and the plan was assumed by the Company upon the merger between The Procter & Gamble Company and The Gillette Company. All options became immediately vested and exercisable on October 1, 2005 as a result of the merger. After the merger, all outstanding options became options to purchase shares of The Procter & Gamble Company subject to an exchange ratio of .975 shares of P&G stock per share of Gillette stock. Only employees previously employed by The Gillette Company prior to October 1, 2005 are eligible to receive grants under this plan.

The plan was designed to attract, retain and motivate employees of The Gillette Company, and until the effective date of the merger between The Gillette Company and The Procter & Gamble Company, non-employee members of the Gillette Board of Directors. Under the plan, eligible participants are: (i) granted or offered the right to purchase stock options, (ii) granted stock appreciation rights and/or (iii) granted shares of the Company's common stock or restricted stock units (and dividend equivalents). Subject to adjustment for changes in the Company's capitalization and the addition of any shares authorized but not issued or redeemed under The Gillette Company 1971 Stock Option Plan, the number of shares to be granted under the plan is not to exceed 19,000,000 shares.

Except in the case of death of the recipient, all stock options and stock appreciation rights must expire no later than ten years from the date of grant. The exercise price for all stock options granted under the plan must be equal to or greater than the fair market value of the Company's stock on the date of grant. Any common stock awarded under the plan may be subject to restrictions on sale or transfer while the recipient is employed, as the committee administering the plan may determine.

If a recipient of a grant leaves the Company while holding an unexercised option or right: (1) any unexercisable portions immediately become void, except in the case of death, retirement, special separation (as those terms are defined in the plan) or any grants as to which the Compensation Committee of the Board of Directors has waived the termination provisions; and (2) any exercisable portions immediately become void, except in the case of

death, retirement, special separation, voluntary resignation that is not for Good Reason (as those terms are defined in the plan) or any grants as to which the Compensation Committee of the Board of Directors has waived the termination provisions.

Additional information required by this item is incorporated by reference to the 2013 Proxy Statement filed pursuant to Regulation 14A, beginning with the section entitled Security Ownership of Management and Certain Beneficial Owners and up to but not including the section entitled Section 16(a) Beneficial Ownership Reporting Compliance.

Item 13. Certain Relationships and Related Transactions and Director Independence.

The information required by this item is incorporated by reference to the following sections of the 2013 Proxy Statement filed pursuant to Regulation 14A: the sections entitled Director Independence and Review and Approval of Transactions with Related Persons.

Item 14. Principal Accounting Fees and Services.

The information required by this item is incorporated by reference to the 2013 Proxy Statement filed pursuant to Regulation 14A, beginning with the section entitled Report of the Audit Committee and ending with the section entitled Services Provided by Deloitte.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

1. Financial Statements:

The following Consolidated Financial Statements of The Procter & Gamble Company and subsidiaries, management's report and the reports of the independent registered public accounting firm are incorporated by reference in Part II, Item 8 of this Form 10-K.

- Management's Report on Internal Control over Financial Reporting
- Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting
- Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements

- Consolidated Statements of Earnings - for years ended June 30, 2013, 2012 and 2011
- Consolidated Statements of Other Comprehensive Income - for years ended June 30, 2013, 2012 and 2011
- Consolidated Balance Sheets - as of June 30, 2013 and 2012
- Consolidated Statements of Shareholders' Equity - for years ended June 30, 2013, 2012 and 2011
- Consolidated Statements of Cash Flows - for years ended June 30, 2013, 2012 and 2011
- Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

These schedules are omitted because of the absence of the conditions under which they are required or because the information is set forth in the Consolidated Financial Statements or Notes thereto.

Exhibits:

- |         |          |  |
|---------|----------|--|
| Exhibit | (3-1) -  | Amended Articles of Incorporation (as amended by shareholders at the annual meeting on October 11, 2011) (Incorporated by reference to Exhibit (3-1) of the Company's Form 10-Q for the quarter ended September 30, 2011).   |
|         | (3-2) -  | Regulations (as amended by the Board of Directors on January 16, 2012 pursuant to authority granted by shareholders at the annual meeting on October 13, 2009) (Incorporated by reference to Exhibit (3-2) of the Company's Form 10-Q for the quarter ending December 31, 2011).   |
| Exhibit | (4) -    | Registrant agrees to file a copy of documents defining the rights of holders of long-term debt upon request of the Commission.   |
| Exhibit | (10-1) - | The Procter & Gamble 2001 Stock and Incentive Compensation Plan (as amended on August 17, 2007), which was originally adopted by shareholders at the annual meeting on October 9, 2001 (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended March 31, 2013), and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended December 31, 2008).* |
|         | (10-2) - | The Procter & Gamble 1992 Stock Plan (as amended December 11, 2001), which was originally adopted by the shareholders at the annual meeting on October 12, 1992.* +  |
|         | (10-3) - | The Procter & Gamble Executive Group Life Insurance Policy.* +   |

- (10-4) - The Procter & Gamble Deferred Compensation Plan for Directors (as amended December 12, 2006), which was originally adopted by the Board of Directors on September 9, 1980 (Incorporated by reference to Exhibit (10-4) of the Company's Annual Report on Form 10-K for the year ended June 30, 2012).\*
- (10-5) - The Procter & Gamble 1993 Non-Employee Directors' Stock Plan (as amended September 10, 2002), which was originally adopted by the shareholders at the annual meeting on October 11, 1994.\* +
- (10-6) - The Procter & Gamble 1992 Stock Plan (Belgian Version) (as amended December 11, 2001), which was originally adopted by the Board of Directors on February 14, 1997.\* +
- (10-7) - The Procter & Gamble Future Shares Plan (as adjusted for the stock split effective May 21, 2004), which was originally adopted by the Board of Directors on October 14, 1997 (Incorporated by reference to Exhibit (10-7) of the Company's Annual Report on Form 10-K for the year ended June 30, 2010).\*
- (10-8) - The Procter & Gamble 2003 Non-Employee Directors' Stock Plan (as amended in August 2007) which was originally adopted by the shareholders at the annual meeting on October 14, 2003, and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended September 30, 2012).\*
- (10-9) - The Procter & Gamble Company Executive Deferred Compensation Plan (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended December 31, 2008).\*
- (10-10) - Summary of the Company's Short Term Achievement Reward Program (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended September 30, 2012) and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-4) of the Company's Form 10-Q for the quarter ended December 31, 2012).
- (10-11) - Company's Form of Separation Agreement & Release (Incorporated by reference to Exhibit (10-3) of the Company's Form 10-Q for the quarter ended December 31, 2012).
- (10-12) - Summary of personal benefits available to certain officers and non-employee directors (Incorporated by reference to Exhibit (10-3) of the Company's Form 10-Q for the quarter ended September 30, 2008).
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(10-22) - The Procter & Gamble 2009 Stock and Incentive Compensation Plan - Additional terms and conditions (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended December 31, 2012) and related correspondence (Incorporated by reference to Exhibit (10-5) of the Company Form 10-Q for the quarter ended December 31, 2012).\*

(10-23) - The Procter & Gamble Performance Stock Program Summary (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended March 31, 2012) and related terms and conditions (Incorporated by reference to Exhibit (10-24) of the Company's Annual Report on Form 10-K for the year ended June 30, 2012). \*

Exhibit (11) - Computation of Earnings Per Share. +

Exhibit (12) - Computation of Ratio of Earnings to Fixed Charges. +

Exhibit (21) - Subsidiaries of the Registrant. +

Exhibit (23) - Consent of Independent Registered Public Accounting Firm. +

Exhibit (31) - Rule 13a-14(a)/15d-14(a) Certifications. +

Exhibit (32) - Section 1350 Certifications. +

Exhibit (99-1) - Summary of Directors and Officers Insurance Program. +

101.INS (1) XBRL Instance Document

101.SCH (1) XBRL Taxonomy Extension Schema Document

101.CAL (1) XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF (1) XBRL Taxonomy Definition Linkbase Document

101.LAB (1) XBRL Taxonomy Extension Label Linkbase Document

101.PRE (1) XBRL Taxonomy Extension Presentation Linkbase Document

(1) Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

\* Compensatory plan or arrangement

+ Filed herewith.



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 in the city of Cincinnati, State of Ohio.

## THE PROCTER &amp; GAMBLE COMPANY

By /s/ A.G. LAFLEY  
 (A.G. Lafley)  
 Chairman of the Board, President and Chief  
 Executive Officer  
 August 8, 2013

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

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>    |
|---|---|----------------|
| <u>/s/ A.G. LAFLEY</u><br>(A.G. Lafley)                       | Chairman of the Board, President and Chief<br>Executive Officer (Principal Executive Officer) | August 8, 2013 |
| <u>/s/ JON R. MOELLER</u><br>(Jon R. Moeller)                 | Chief Financial Officer<br>(Principal Financial Officer)                                      | August 8, 2013 |
| <u>/s/ VALARIE L. SHEPPARD</u><br>(Valarie L. Sheppard)       | Senior Vice President & Comptroller (Principal<br>Accounting Officer)                         | August 8, 2013 |
| <u>/s/ ANGELA F. BRALY</u><br>(Angela F. Braly)               | Director  | August 8, 2013 |
| <u>/s/ KENNETH I. CHENAULT</u><br>(Kenneth I. Chenault)       | Director  | August 8, 2013 |
| <u>/s/ SCOTT D. COOK</u><br>(Scott D. Cook)                   | Director  | August 8, 2013 |
| <u>/s/ SUSAN DESMOND-HELLMANN</u><br>(Susan Desmond-Hellmann) | Director  | August 8, 2013 |
| <u>/s/ TERRY J. LUNDGREN</u><br>(Terry J. Lundgren)           | Director  | August 8, 2013 |
| <u>/s/ W. JAMES MCNERNEY, JR.</u><br>(W. James McNerney, Jr.) | Director  | August 8, 2013 |
| <u>/s/ JOHNATHAN A. RODGERS</u><br>(Johnathan A. Rodgers)     | Director  | August 8, 2013 |
| <u>/s/ MARGARET C. WHITMAN</u><br>(Margaret C. Whitman)       | Director  | August 8, 2013 |
| <u>/s/ MARY AGNES WILDEROTTER</u><br>(Mary Agnes Wilderotter) | Director  | August 8, 2013 |
| <u>/s/ PATRICIA A. WOERTZ</u><br>(Patricia A. Woertz)         | Director  | August 8, 2013 |
| <u>/s/ ERNESTO ZEDILLO</u><br>(Ernesto Zedillo)               | Director  | August 8, 2013 |

EXHIBIT INDEX

|         |           |   |
|---------|-----------|---|
| Exhibit | (3-1) -   | Amended Articles of Incorporation (as amended by shareholders at the annual meeting on October 11, 2011) (Incorporated by reference to Exhibit (3-1) of the Company's Form 10-Q for the quarter ended September 30, 2011).  |
|         | (3-2) -   | Regulations (as amended by the Board of Directors on January 16, 2012 pursuant to authority granted by shareholders at the annual meeting on October 13, 2009) (Incorporated by reference to Exhibit (3-2) of the Company's Form 10-Q for the quarter ending December 31, 2011).  |
| Exhibit | (4) -     | Registrant agrees to file a copy of documents defining the rights of holders of long-term debt upon request of the Commission.  |
| Exhibit | (10-1) -  | The Procter & Gamble 2001 Stock and Incentive Compensation Plan (as amended on August 17, 2007) which was originally adopted by shareholders at the annual meeting on October 9, 2001 (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended March 31, 2013), and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended December 31, 2008).* |
|         | (10-2) -  | The Procter & Gamble 1992 Stock Plan (as amended December 11, 2001), which was originally adopted by the shareholders at the annual meeting on October 12, 1992.*   |
|         | (10-3) -  | The Procter & Gamble Executive Group Life Insurance Policy.*  |
|         | (10-4) -  | The Procter & Gamble Deferred Compensation Plan for Directors (as amended December 12, 2006), which was originally adopted by the Board of Directors on September 9, 1980 (Incorporated by reference to Exhibit (10-4) of the Company's Annual Report on Form 10-K for the year ended June 30, 2012).*  |
|         | (10-5) -  | The Procter & Gamble 1993 Non-Employee Directors' Stock Plan (as amended September 10, 2002), which was originally adopted by the shareholders at the annual meeting on October 11, 1994.*  |
|         | (10-6) -  | The Procter & Gamble 1992 Stock Plan (Belgian Version) (as amended December 11, 2001), which was originally adopted by the Board of Directors on February 14, 1997.*  |
|         | (10-7) -  | The Procter & Gamble Future Shares Plan (as adjusted for the stock split effective May 21, 2004), which was originally adopted by the Board of Directors on October 14, 1997 (Incorporated by reference to Exhibit (10-7) of the Company's Annual Report on Form 10-K for the year ended June 30, 2010).*   |
|         | (10-8) -  | The Procter & Gamble 2003 Non-Employee Directors' Stock Plan (as amended in August 2007), which was originally adopted by the shareholders at the annual meeting on October 14, 2003, and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-1) of the Company's Form 10-Q for the quarter ended September 30, 2012).*   |
|         | (10-9) -  | The Procter & Gamble Company Executive Deferred Compensation Plan (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended December 31, 2008).*  |
|         | (10-10) - | Summary of the Company's Short Term Achievement Reward Program (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended September 30, 2012) and related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-4) of the Company's Form 10-Q for the quarter ended December 31, 2012).  |
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\* Compensatory plan or arrangement

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## **Section 2: EX-10.2 (THE PROCTER & GAMBLE 1992 STOCK PLAN)**

### **Exhibit 10-2**

THE PROCTER & GAMBLE 1992 STOCK PLAN  
(as amended December 11, 2001)

**THE PROCTER & GAMBLE 1992 STOCK PLAN**  
(as amended December 11, 2001)

**ARTICLE A - Purpose.**

The purpose of The Procter & Gamble 1992 Stock Plan (hereinafter referred to as the "Plan") is to encourage those employees of The Procter & Gamble Company (hereinafter referred to as the "Company") and its subsidiaries who are largely responsible for the long-term success and development of the business to strengthen the alignment of interests between employees and the Company's shareholders through the increased ownership of shares of the Company's Common Stock, and to encourage those employees to remain in the employ of the Company and its subsidiaries. This will be accomplished through the granting to employees of options to purchase shares of the Common Stock of the Company, payment of a portion of the employees' remuneration in shares of the Common Stock, and the granting to them by the Company and a subsidiary, if appropriate, of deferred awards related to the increase in the price of the Common Stock of the Company as provided by the terms and conditions set forth in the Plan.

**ARTICLE B - Administration.**

1. The Plan shall be administered by the Compensation Committee (hereinafter referred to as the "Committee") of the Board of Directors of the Company (hereinafter referred to as the "Board"), or such other committee as may be designated by the Board. The Committee shall consist of not less than three (3) members of the Board who are neither officers nor employees, or members of the Board who are "Non-Employee Directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (hereinafter referred to as the "1934 Act"), or any successor rule or definition adopted by the Securities and Exchange Commission, to be appointed by the Board from time to time and to serve at the discretion of the Board.

2. It shall be the duty of the Committee to administer this Plan in accordance with its provisions, to report thereon not less than once each year to the Board and to make such recommendations of amendments or otherwise as it deems necessary or appropriate. A decision by a majority of the Committee shall govern all actions of the Committee.

3. Subject to the express provisions of this Plan, the Committee shall have authority: to grant nonstatutory and incentive stock options; to grant to recipients stock appreciation rights either freestanding, in tandem with simultaneously granted stock options, or in parallel with simultaneously granted stock options; to award a portion of a recipient's remuneration in shares of Common Stock of the Company subject to such conditions or restrictions, if any, as the Committee may determine; to determine all the terms and provisions of the respective stock option, stock appreciation right, and stock award agreements including setting the dates when each stock option or stock appreciation right or part thereof may be exercised and determining the conditions and restrictions, if any, of any shares of Common Stock acquired through the exercise of any stock option; and to make all other determinations it deems necessary or advisable for administering this Plan; provided, however, the Committee shall have the further authority at time of grant to:

(a) waive the provisions of Article F, paragraph 1(a);

(b) waive the provisions of Article F, paragraph 1(b);

(c) waive the provisions of Article G, paragraph 4(a); and

(d) impose conditions in lieu of those set forth in Article G, paragraphs 4 through 7, for nonstatutory stock options, stock appreciation rights, and stock award grants which do not increase or extend the rights of the recipient,

to take into consideration the differences, limitations, and requirements of foreign laws or conditions including tax regulations, exchange controls or investment restrictions, possible unenforceability of any part of this Plan, or other matters deemed appropriate by it.

4. The Committee may establish from time to time such regulations, provisions, and procedures within the terms of this Plan as, in its opinion, may be advisable in the administration of this Plan.

5. The Committee may designate the Secretary of the Company or other employees of the Company to assist the Committee in the administration of this Plan and may grant authority to such persons to execute documents on behalf of the Committee.

#### **ARTICLE C -- Participation.**

The Committee shall select those employees of the Company and its subsidiaries who, in the opinion of the Committee, have demonstrated a capacity for contributing in a substantial manner to the success of such companies and shall determine the number of shares of the Common Stock of the Company to be transferred under this Plan subject to such conditions or restrictions as the Committee may determine and the number of shares with respect to which stock options or stock appreciation rights will be granted. The Committee may consult with the Chief Executive, but nevertheless the Committee has the full authority to act, and the Committee's actions shall be final.

#### **ARTICLE D -- Limitation on Number of Shares for the Plan.**

1. Unless otherwise authorized by the shareholders, the maximum aggregate number of shares available for award under this Plan for each calendar year the Plan is in effect shall be one percent (1%) of the total issued shares of Common Stock of the Company as of June 30 of the immediately preceding fiscal year.

2. Any of the authorized shares may be used in respect of any of the types of awards described in this Plan, except that no more than twenty-five percent (25%) of the authorized shares in any calendar year may be issued as restricted or unrestricted stock and no more than 50,000,000 of the authorized shares during the term of the Plan may be issued as incentive stock options.

3. Any authorized shares not used in a calendar year shall be available for awards under this Plan in succeeding calendar years.

#### **ARTICLE E -- Shares Subject to Use Under the Plan.**

1. The shares to be delivered by the Company upon exercise of stock options or stock appreciation rights shall be either authorized but unissued shares or treasury shares, as determined by the Board. In the case of redemption of stock appreciation rights by one of the Company's subsidiaries, such shares shall be shares acquired by that subsidiary.

2. For purposes of this Plan, restricted or unrestricted stock awarded under the terms of this Plan shall be authorized but unissued shares, treasury shares, or shares acquired for purposes of the Plan by the Company or a subsidiary, as determined by the Board.

#### **ARTICLE F -- Stock Options and Stock Appreciation Rights.**

1. In addition to such other conditions as may be established by the Committee, in consideration of the granting of stock options or stock appreciation rights under the terms of this Plan, the recipient agrees as follows:

(a) The right to exercise any stock option or stock appreciation right shall be conditional upon certification by the recipient at time of exercise that the recipient intends to remain in the employ of the Company or one of its subsidiaries (except in cases of retirement, disability or Special Separation as defined in section 6 of Article G) for at least one (1) year following the date of the exercise of the stock option or stock appreciation right, and,

(b) In order to better protect the goodwill of the Company and its subsidiaries and to prevent the disclosure of the Company's or its subsidiaries' trade secrets and confidential information and thereby help insure the long-term success of the business, the recipient, without prior written consent of the Company, will not

engage in any activity or provide any services, whether as a director, manager, supervisor, employee, adviser, consultant or otherwise, for a period of three (3) years following the date of the recipient's termination of employment with the Company (except for terminations of employment resulting from retirement or Special Separation), in connection with the manufacture, development, advertising, promotion, or sale of any product which is the same as or similar to or competitive with any products of the Company or its subsidiaries (including both existing products as well as products known to the recipient, as a consequence of the recipient's employment with the Company or one of its subsidiaries, to be in development):

- (1) with respect to which the recipient's work has been directly concerned at any time during the two (2) years preceding termination of employment with the Company or one of its subsidiaries or
- (2) with respect to which during that period of time the recipient, as a consequence of the recipient's job performance and duties, acquired knowledge of trade secrets or other confidential information of the Company or its subsidiaries.

For purposes of this section, it shall be conclusively presumed that recipients have knowledge of information they were directly exposed to through actual receipt or review of memos or documents containing such information, or through actual attendance at meetings at which such information was discussed or disclosed.

(c) The provisions of this Article are not in lieu of, but are in addition to the continuing obligation of the recipient (which recipient hereby acknowledges) to not use or disclose the Company's or its subsidiaries' trade secrets and confidential information known to the recipient until any particular trade secret or confidential information become generally known (through no fault of the recipient), whereupon the restriction on use and disclosure shall cease as to that item. Information regarding products in development, in test marketing or being marketed or promoted in a discrete geographic region, which information the Company or one of its subsidiaries is considering for broader use, shall not be deemed generally known until such broader use is actually commercially implemented. As used in this Article, "generally known" means known throughout the domestic U. S. industry or, in the case of recipients who have job responsibilities outside of the United States, the appropriate foreign country or countries' industry.

(d) By acceptance of any offered stock option or stock appreciation rights granted under the terms of this Plan, the recipient acknowledges that if the recipient were, without authority, to use or disclose the Company's or any of its subsidiaries' trade secrets or confidential information or threaten to do so, the Company or one of its subsidiaries would be entitled to injunctive and other appropriate relief to prevent the recipient from doing so. The recipient acknowledges that the harm caused to the Company by the breach or anticipated breach of this Article is by its nature irreparable because, among other things, it is not readily susceptible of proof as to the monetary harm that would ensue. The recipient consents that any interim or final equitable relief entered by a court of competent jurisdiction shall, at the request of the Company or one of its subsidiaries, be entered on consent and enforced by any court having jurisdiction over the recipient, without prejudice to any rights either party may have to appeal from the proceedings which resulted in any grant of such relief.

(e) If any of the provisions contained in this Article shall for any reason, whether by application of existing law or law which may develop after the recipient's acceptance of an offer of the granting of stock appreciation rights or stock options, be determined by a court of competent jurisdiction to be overly broad as to scope of activity, duration, or territory, the recipient agrees to join the Company or any of its subsidiaries in requesting such court to construe such provision by limiting or reducing it so as to be enforceable to the extent compatible with then applicable law. If any one or more of the terms, provisions, covenants, or restrictions of this Article shall be determined by a court of competent jurisdiction to be invalid, void or unenforceable, then the remainder of the terms, provisions, covenants, and restrictions of this Article shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

2. The fact that an employee has been granted a stock option or a stock appreciation right under this Plan shall not limit the right of the employer to terminate the recipient's employment at any time. The Committee is authorized to suspend or terminate any outstanding stock option or stock appreciation right for actions taken prior to termination of employment if the Committee determines the recipient has acted significantly contrary to the best interests of the Company.

3. More than one stock option or stock appreciation right may be granted to any employee under this Plan but the maximum number of shares with respect to which stock options or stock appreciation rights may be granted to any employee in any calendar year shall not exceed five percent (5%) of the number of shares which can be issued or transferred annually hereunder.

4. The aggregate fair market value (determined at the time when the incentive stock option is exercisable for the first time by an employee during any calendar year) of the shares for which any employee may be granted incentive stock options under this Plan and all other stock option plans of the Company and its subsidiaries in any calendar year shall not exceed \$100,000 (or such other amount as reflected in the limits imposed by Section 422(d) of the Internal Revenue Code of 1986, as it may be amended from time to time).

5. If the Committee grants incentive stock options, all such stock options shall contain such provisions as permit them to qualify as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as may be amended from time to time.

6. With respect to stock options granted in tandem with or parallel to stock appreciation rights, the exercise of either such stock options or such stock appreciation rights will result in the simultaneous cancellation of the same number of tandem or parallel stock appreciation rights or stock options, as the case may be.

7. The exercise price for all stock options and stock appreciation rights shall be established by the Committee at the time of their grant and shall be not less than one hundred percent (100%) of the fair market value of the Common Stock of the Company on the date of grant.

#### **ARTICLE G -- Exercise of Stock Options and Stock Appreciation Rights.**

1. All stock options and stock appreciation rights granted hereunder shall have a maximum life of no more than fifteen (15) years from the date of grant; provided, however, that any stock options or stock appreciation rights with a life of more than ten (10) years from the date of grant that have been conditionally granted to the Chief Executive or to any other executive officer subject to the provisions of Section 162(m) of the Internal Revenue Code and subject to taxation under United States law, as it may be amended from time to time, prior to the annual meeting of shareholders scheduled for October 12, 1999 shall automatically be canceled effective October 12, 1999 if the shareholders do not adopt a resolution at such annual meeting approving grants to such officers with a maximum life of up to fifteen (15) years from the date of grant.

2. No stock options or stock appreciation rights shall be exercisable within one (1) year from their date of grant, except in the case of the death of the recipient.

3. During the lifetime of the recipient, stock options and stock appreciation rights may be exercised only by the recipient personally, or, in the event of the legal incompetence of the recipient, by the recipient's duly appointed legal guardian.

4. In case a recipient of stock options or stock appreciation rights ceases to be an employee of the Company or any of its subsidiaries while holding an unexercised stock option or stock appreciation right:

(a) Any unexercisable portions thereof are then void, except in the case of: (1) death of the recipient; (2) any Special Separation (as defined in section 6 of this Article G) that occurs more than six months from the date the options were granted; or (3) any option as to which the Committee has waived, at the time of



grant, the provisions of this Article G, paragraph 4(a) pursuant to the authority granted by Article B, paragraph 3.

- (b) Any exercisable portions thereof are then void, except in the case of death, retirement in accordance with the provisions of any appropriate profit sharing or retirement plan of the Company or any of its subsidiaries, or Special Separation (as defined in section 6 of this Article G) of the recipient.

5. In the case of the death of a recipient of stock options or stock appreciation rights while an employee of the Company or any of its subsidiaries, the persons to whom the stock options or stock appreciation rights have been transferred by will or the laws of descent and distribution shall have the privilege of exercising remaining stock options, stock appreciation rights or parts thereof, whether or not exercisable on the date of death of such employee, at any time prior to the expiration date of the stock options or stock appreciation rights.

6. Termination of employment under the permanent disability provision of any appropriate profit sharing or retirement plan of the Company or any of its subsidiaries shall be deemed the same as retirement. Special Separation means any termination of employment, except a termination for cause or a voluntary resignation that is not initiated or encouraged by the Company, that occurs prior to the time a recipient is eligible to retire. The death of a recipient of stock options or stock appreciation rights subsequent to retirement or Special Separation shall not render exercisable stock options or stock appreciation rights which were unexercisable at the time of the retirement or Special Separation. The persons to whom the exercisable stock options or stock appreciation rights have been transferred by will or the laws of descent and distribution shall have the privilege of exercising such remaining stock options, stock appreciation rights or parts thereof, at any time prior to the expiration date of the stock options or stock appreciation rights.

7. Stock options and stock appreciation rights are not transferable other than by will or by the laws of descent and distribution. For the purpose of exercising stock options or stock appreciation rights after the death of the recipient, the duly appointed executors and administrators of the estate of the deceased recipient shall have the same rights with respect to the stock options and stock appreciation rights as legatees or distributees would have after distribution to them from the recipient's estate.

8. Upon the exercise of stock appreciation rights, the recipient shall be entitled to receive a redemption differential for each such stock appreciation right which shall be the difference between the then fair market value of one share of the Common Stock of the Company and the exercise price of one stock appreciation right then being exercised. In the case of the redemption of stock appreciation rights by a subsidiary of the Company not located in the United States, the redemption differential shall be calculated in United States dollars and converted to the appropriate local currency on the exercise date. As determined by the Committee, the redemption differential may be paid in cash, Common Stock of the Company to be valued at its fair market value on the date of exercise, any other mode of payment deemed appropriate by the Committee or any combination thereof. The number of shares with respect to which stock appreciation rights are being exercised shall not be available for granting future stock options or stock appreciation rights under this Plan.

9. The Committee may, in its sole discretion, permit a stock option which is being exercised either (a) by an optionee whose retirement is imminent or who has retired or (b) after the death of the optionee, to be surrendered, in lieu of exercise, for an amount equal to the difference between the stock option exercise price and the fair market value of shares of the Common Stock of the Company on the day the stock option is surrendered, payment to be made in shares of the Company's Common Stock which are subject to this Plan valued at their fair market value on such date, cash, or a combination thereof, in such proportion and upon such terms and conditions as shall be determined by the Committee. The difference between the number of shares subject to stock options so surrendered and the number of shares, if any, issued upon such surrender shall represent shares which shall not be available for granting future stock options under this Plan.

10. Time spent on leave of absence shall be considered as employment for the purposes of this Plan. Leave of absence means any period of time away from work granted to any employee by his or her employer because of illness, injury, or other reasons satisfactory to the employer.

11. The Company reserves the right from time to time to suspend the exercise of any stock option or stock appreciation right where such suspension is deemed by it necessary or appropriate for corporate purposes. No such suspension shall extend the life of the stock option or stock appreciation right beyond its expiration date, and in no event will there be a suspension in the five (5) calendar days immediately preceding the expiration date.

#### **ARTICLE H -- Payment for Stock Options.**

Upon the exercise of a stock option, payment in full of the exercise price shall be made by the optionee. As determined by the Committee, the stock option exercise price may be paid for by the optionee either in cash, shares of the Common Stock of the Company to be valued at their fair market value on the date of exercise, a combination thereof, or such other method as determined by the Committee.

#### **ARTICLE I -- Transfer of Shares.**

1. The Committee may transfer Common Stock of the Company under the Plan subject to such conditions or restrictions, if any, as the Committee may determine. The conditions and restrictions may vary from time to time and with respect to particular employees or group of employees and may be set forth in agreements between the Company and the employee or in the awards of stock to them, all as the Committee determines. It is contemplated that the conditions and restrictions established by the Committee will be consistent with the objectives of this Plan and may be of the following types. In giving these examples, it is not intended to restrict the Committee's authority to impose other restrictions or conditions, or to waive restrictions or conditions under circumstances deemed by the Committee to be appropriate and not contrary to the best interests of the Company.

(a) Restrictions

The employee will not be able to sell, pledge, or dispose of the shares during a specified period except in accordance with the agreement or award. Such restrictions will lapse either after a period of, for example, five years, or in fifteen or fewer annual installments following retirement or termination of employment, as the Committee from time to time may determine. However, upon the transfer of shares subject to restrictions, an employee will have all incidents of ownership in the shares, including the right to dividends (unless otherwise restricted by the Committee), to vote the shares, and to make gifts of them to family members (still subject to the restrictions).

(b) Lapse of Restrictions

In order to have the restrictions lapse, an employee may be required to continue in the employ of the Company or a subsidiary for a prescribed period of time. Exemption from this requirement may be prescribed in the case of death, disability, or retirement, or as otherwise prescribed by the Committee.

#### **ARTICLE J -- Adjustments.**

In the event of any future reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering, share exchange, reclassification, distribution, spin-off or other change affecting the corporate structure, capitalization or Common Stock of the Company occurring after the date of approval of the Plan by the Company's shareholders, (i) the amount of shares authorized to be issued under the Plan and (ii) the number of shares and/or the exercise prices covered by outstanding stock options and stock appreciation rights shall be adjusted appropriately and equitably to prevent dilution or enlargement of rights under the Plan. Following any such change, the term "Common Stock" shall be deemed to refer to such class of shares or other securities as may be applicable.

#### **ARTICLE K -- Additional Provisions.**

1. The Board may, at any time, repeal this Plan or may amend it from time to time except that no such amendment may amend this paragraph, increase the annual aggregate number of shares subject to this Plan, reduce the price at which stock options or stock appreciation rights may be granted, exercised, or surrendered, alter the class

of employees eligible to receive stock options, or increase the percentage of shares authorized to be transferred as restricted or unrestricted stock. The recipient of awards under this Plan and the Company shall be bound by any such amendments as of their effective dates, but if any outstanding stock options or stock appreciation rights are affected, notice thereof shall be given to the holders of such stock options and stock appreciation rights and such amendments shall not be applicable to such holder without his or her written consent. If this Plan is repealed in its entirety, all theretofore granted unexercised stock options or stock appreciation rights shall continue to be exercisable in accordance with their terms and shares subject to conditions or restrictions transferred pursuant to this Plan shall continue to be subject to such conditions or restrictions.

2. In the case of an employee of a subsidiary company, performance under this Plan, including the transfer of shares of the Company, may be by the subsidiary. Nothing in this Plan shall affect the right of the Company or any subsidiary to terminate the employment of any employee with or without cause. None of the participants, either individually or as a group, and no beneficiary or other person claiming under or through any participant, shall have any right, title, or interest in any shares of the Company purchased or reserved for the purpose of this Plan except as to such shares, if any, as shall have been granted or transferred to him or her. Nothing in this Plan shall preclude the issuance or transfer of shares of the Company to employees under any other plan or arrangement now or hereafter in effect.

3. "Subsidiary" means any company in which greater than fifty percent (50%) of the total combined voting power of all classes of stock is owned, directly or indirectly, by the Company. In addition, the Board may designate for participation in this Plan as a "subsidiary," except for the granting of incentive stock options, those additional companies affiliated with the Company in which the Company's direct or indirect stock ownership is less than fifty percent (50%) of the total combined voting power of all classes of such company's stock.

4. Notwithstanding anything to the contrary in the this Plan, stock options and stock appreciation rights granted hereunder shall vest immediately and any conditions or restrictions on Common Stock shall lapse upon a "Change in Control." A "Change in Control" shall mean the occurrence of any of the following:

- (a) An acquisition (other than directly from the Company) of any voting securities of the Company (the "Voting Securities") by any "Person" (as the term person is used for purposes of Section 13(d) or 14(d) of the Exchange Act), immediately after which such Person has "Beneficial Ownership" (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of twenty percent (20%) or more of the then outstanding Shares or the combined voting power of the Company's then outstanding Voting Securities; *provided, however*, in determining whether a Change in Control has occurred pursuant to this Section 4(a), Shares or Voting Securities which are acquired in a "Non-Control Acquisition" (as hereinafter defined) shall not constitute an acquisition which would cause a Change in Control. A "Non-Control Acquisition" shall mean an acquisition by (i) an employee benefit plan (or a trust forming a part thereof) maintained by (A) the Company or (B) any corporation or other Person of which a majority of its voting power or its voting equity securities or equity interest is owned, directly or indirectly, by the Company (for purposes of this definition, a "Related Entity"), (ii) the Company or any Related Entity, or (iii) any Person in connection with a "Non-Control Transaction" (as hereinafter defined);
- (b) The individuals who, as of July 11, 2000 are members of the Board (the "Incumbent Board"), cease for any reason to constitute at least half of the members of the Board; or, following a Merger (as hereinafter defined) which results in a Parent Corporation (as hereinafter defined), the board of directors of the ultimate Parent Corporation; *provided, however*, that if the election, or nomination for election by the Company's common stockholders, of any new director was approved by a vote of at least two-thirds of the Incumbent Board, such new director shall, for purposes of this Plan, be considered as a member of the Incumbent Board; *provided further, however*, that no individual shall be considered a member of the Incumbent Board if such individual initially assumed office as a result of either an actual or threatened "Election Contest" (as described in Rule 14a-11 promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board (a "Proxy Contest") including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest; or

(c) The consummation of:

- (i) A merger, consolidation or reorganization with or into the Company or in which securities of the Company are issued (a "Merger"), unless such Merger is a "Non-Control Transaction." A "Non-Control Transaction" shall mean a Merger where:
  - (A) the stockholders of the Company, immediately before such Merger own directly or indirectly immediately following such Merger at least fifty percent (50%) of the combined voting power of the outstanding voting securities of (x) the corporation resulting from such Merger (the "Surviving Corporation") if fifty percent (50%) or more of the combined voting power of the then outstanding voting securities of the Surviving Corporation is not Beneficially Owned, directly or indirectly by another Person (a "Parent Corporation"), or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation;
  - (B) the individuals who were members of the Incumbent Board immediately prior to the execution of the agreement providing for such Merger constitute at least half of the members of the board of directors of (x) the Surviving Corporation, if there is no Parent Corporation, or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation; and
  - (C) no Person other than (1) the Company, (2) any Related Entity, (3) any employee benefit plan (or any trust forming a part thereof) that, immediately prior to such Merger was maintained by the Company or any Related Entity, or (4) any Person who, immediately prior to such merger, consolidation or reorganization had Beneficial Ownership of twenty percent (20%) or more of the then outstanding Voting Securities or Shares, has Beneficial Ownership of twenty percent (20%) or more of the combined voting power of the outstanding voting securities or common stock of (x) the Surviving Corporation if there is no Parent Corporation, or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation;
- (ii) A complete liquidation or dissolution of the Company; or
- (iii) The sale or other disposition of all or substantially all of the assets of the Company to any Person (other than a transfer to a Related Entity or under conditions that would constitute a Non-Control Transaction with the disposition of assets being regarded as a Merger for this purpose or the distribution to the Company's stockholders of the stock of a Related Entity or any other assets).

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because any Person (the "Subject Person") acquired Beneficial Ownership of more than the permitted amount of the then outstanding Shares or Voting Securities as a result of the acquisition of Shares or Voting Securities by the Company which, by reducing the number of Shares or Voting Securities then outstanding, increases the proportional number of shares Beneficially Owned by the Subject Persons, provided that if a Change in Control would occur (but for the operation of this sentence) as a result of the acquisition of Shares or Voting Securities by the Company, and after such share acquisition by the Company, the Subject Person becomes the Beneficial Owner of any additional Shares or Voting Securities which increases the percentage of the then outstanding Shares or Voting Securities Beneficially Owned by the Subject Person, then a Change in Control shall occur.

#### **ARTICLE L -- Consent.**

Every recipient of a stock option, stock appreciation right, or transfer of shares pursuant to this Plan shall be bound by the terms and provisions of this Plan and of the stock option, stock appreciation right, or transfer of shares agreement referable thereto, and the acceptance of any stock option, stock appreciation right, or transfer of shares pursuant to this Plan shall constitute a binding agreement between the recipient and the Company and its subsidiaries and any successors in interest to any of them. This Plan shall be governed by and construed in accordance with the laws of the State of Ohio, United States of America.

## **ARTICLE M -- Duration of Plan.**

This Plan will terminate on July 14, 2002 unless a different termination date is fixed by the shareholders or by action of the Board of Directors, but no such termination shall affect the prior rights under this Plan of the Company (or any subsidiary) or of anyone to whom stock options or stock appreciation rights were granted prior thereto or to whom shares have been transferred prior to such termination.

### **ADDITIONAL INFORMATION**

#### **1. Shares Awarded as a Portion of Remuneration**

Any shares of Common Stock of the Company awarded as a portion of a participant's remuneration shall be valued at not less than one hundred percent (100%) of the fair market value of the Company's Common Stock on the date of the award. These shares may be subject to such conditions or restrictions as the Committee may determine, including a requirement that the participant remain in the employ of the Company or one of its subsidiaries for a set period of time, or until retirement. Failure to abide by any applicable restriction will result in forfeiture of the shares.

#### **2. Tax Effects**

##### ***Incentive Stock Options***

With regard to tax effects which may accrue to the optionee, counsel advises that if the optionee has continuously been an employee from the time an option has been granted until at least three months before it is exercised, under existing law no taxable income results to the optionee from the exercise of an incentive stock option at the time of exercise. However, the spread at exercise is an "adjustment" item for alternative minimum tax purposes.

Any gain realized on the sale or other disposition of stock acquired on exercise of an incentive stock option is considered as long-term capital gain for tax purposes if the stock has been held more than two years after the date the option was granted and more than one year after the date of exercise of the option. If the stock is disposed of within one year after exercise, the lesser of any gain on such disposition or the spread at exercise (i.e., the excess of the fair market value of the stock on the date of exercise over the option price) is treated as ordinary income, and any appreciation after the date of exercise is considered long-term or short-term capital gain to the optionee depending on the holding period prior to sale. However, the spread at exercise (even if greater than the gain on the disposition) is treated as ordinary income if the disposition is one on which a loss, if sustained, is not recognized--e.g., a gift, a "wash" sale or a sale to a related party. The amount of ordinary income recognized by the optionee is treated as a tax deductible expense to the Company. No other amount relative to an incentive stock option is a tax deductible expense to the Company.

##### ***Nonstatutory Stock Options***

With regard to tax effects which may accrue to the optionee, counsel advises that under existing tax law gain taxable as ordinary income to the optionee is deemed to be realized at the date of exercise of the option, the gain on each share being the difference between the market price on the date of exercise and the option price. This amount is treated as a tax deductible expense to the Company at the time of the exercise of the option. Any appreciation in the value of the stock after the date of exercise is considered a long-term or short-term capital gain to the optionee depending on whether or not the stock was held for the appropriate holding period prior to sale.

##### ***Stock Appreciation Rights***

With regard to tax effects which may accrue to the recipient, counsel advises that "United States persons," as defined in the Internal Revenue Code of 1986 (the "I.R.C."), must recognize ordinary income as

of the date of exercise equal to the amount paid to the recipient, i.e., the difference between the grant price and the value of the shares on the date of exercise.

### ***Shares Awarded as a Portion of Remuneration***

With regard to tax effects which may accrue to the recipient, counsel advises that "United States persons" as defined in the Internal Revenue Code of 1986 (the "I.R.C."), must recognize ordinary income in the first taxable year in which the recipient's rights to the stock are transferable or are not subject to a substantial risk of forfeiture, whichever is applicable. Recipients who are "United States persons" may also elect to include the income in their tax returns for the taxable year in which they receive the shares by filing an election to do so with the appropriate office of the Internal Revenue Service within 30 days of the date the shares are transferred to them.

The amount includable in income is the fair market value of the shares as of the day the shares are transferable or not subject to a substantial risk of forfeiture, whichever is applicable; if the recipient has elected to include the income in the year in which the shares are received, the amount of income includable is the fair market value of the shares at the time of transfer.

For non-United States persons, the time when income is realized, its measurement and its taxation, will depend on the laws of the particular countries in which the recipients are residents and/or citizens at the time of transfer or when the shares are first transferable and not subject to a substantial risk of forfeiture, as the case may be. "United States persons" who receive shares awarded as a portion of remuneration may also have tax consequences with respect to the receipt of shares or the expiration of restrictions or substantial risk of forfeiture on such shares under the laws of the particular country other than the United States of which such person is a resident or citizen.

Notwithstanding the above advice received by the Company, it is each individual recipient's responsibility to check with his or her personal tax adviser as to the tax effects and proper handling of stock options, stock appreciation rights and Common Stock acquired. The above advice relates specifically to the U.S. consequences of stock options, stock appreciation rights and Common Stock acquired, including the U.S. consequences to "United States persons" whether or not resident in the U.S. In addition to U.S. tax consequences, for all persons who are not U.S. residents, the time when income, if any, is realized, the measurement of such income and its taxation will also depend on the laws of the particular country other than the U.S. of which such persons are resident and/or citizens at the time of grant or the time of exercise, as the case may be.

The Plan is not subject to the qualification requirements of Section 401(a) of the I.R.C.

### **3. Employee Retirement Income Security Act of 1974**

The Plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

### **4. Incorporation of Certain Documents by Reference**

The following documents filed by the Company with the Securities and Exchange Commission (File No. 1-434) pursuant to the 1934 Act are incorporated into this document by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2001;
2. The Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001; and
3. All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Prospectus and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

The Company will provide without charge to each participant in the Plan, upon oral or written request, a copy of any or all of these documents other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents. In addition, the Company will provide without charge to such participants a copy of the Company's most recent annual report to shareholders, proxy statement, and other communications distributed generally to security holders of the Company. Requests for such copies should be directed to Mr. James C. Ashley, Manager, Shareholder Services, The Procter & Gamble Company, P.O. Box 5572, Cincinnati, Ohio 45201, (513) 983-3413.

## **5. Additional Information**

Additional information about the Plan and its administrators may be obtained from Mr. Terry L. Overbey, Secretary, The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, Ohio 45202, (513) 983-4463.

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## **Section 3: EX-10.3 (THE PROCTER AND GAMBLE EXECUTIVE GROUP LIFE INSURANCE)**

### **EXHIBIT (10-3)**

The Procter & Gamble Executive Group Life Insurance Policy

# 1997 Policy

## MEMORANDUM OF UNDERSTANDING

This memorandum dated as of December 30, 1997, reflects the understanding and agreement between The Procter & Gamble Company as policyholder ("Policyholder/P&G") of a Flexible Premium Group Variable Life Insurance Policy (the "Policy") and Metropolitan Life Insurance Company ("Carrier/Metropolitan").

Policyholder and Carrier understand and agree that the following is in no way inconsistent with the Policy:

### Qualification of the Policy as Life Insurance (IRC Sections 7702 and 101)

Assuming insurable interest by the Policyholder, Carrier will administer the Policy to qualify as a life insurance contract under Section 7702 of the Internal Revenue Code (the "IRC"), to have a bona fide element of risk, and to provide death benefits under the Policy that will be excludible from taxable income to the extent provided under IRC section 101(a). On or before the date of this memorandum, Carrier has provided an opinion from outside counsel addressed to Policyholder that the Policy complies with the requirements of section 7702.

### Qualification of the Policy as a Variable Contract

Subject to the conditions stated below, Carrier will administer the Policy to (a) be a "variable contract" within the meaning of Section 817(d) of the Internal Revenue Code and (b) be based on one or more segregated asset accounts, the assets of which are owned by Carrier and are adequately diversified, as required by Internal Revenue Code Section 817(h).

Policyholder may determine the percentage of premium payments and/or policy cash value that is allocated to a specific separate account and will have the right to reallocate amounts among the separate accounts as provided in the Policy. The Policyholder shall not have the right to manage the assets of the separate accounts or to direct the purchase or sale of specific investment assets and will not communicate directly or in any manner with respect to these separate accounts with any of the managers or sub investment managers of the separate accounts.

Metropolitan will be the investment manager for any Separate Accounts under this Policy. Separate Accounts may have sub-investment managers chosen by Metropolitan.

The Policy will state that the assets held in each Separate Account will be maintained solely for the liabilities of the participants in that Separate Account. The Carrier will make provision that the income, gains and losses of each Separate Account shall be credited to or charged against that Separate Account's assets and none of the assets held in a Separate Account will be charged as chargeable with liabilities arising out of any other business of the Carrier or used for purposes unrelated to the terms and provisions of that Separate Account. On or before the date of this memorandum, Carrier has provided a letter from its counsel addressed to Policyholder on these issues.

### Underwriting

Based on the census in the November 11, 1998 illustrations, current participants who are domestic actives and retirees will be covered under Carrier's Guaranteed Issue program for the plan benefit and cost recovery amounts in effect on the date the Policy is issued.

Future new participants will be subject to the following "Active at Work" criteria:

not been absent from work due to illness or medical treatment for a period of more than 5 consecutive days in the last 3 months; and

are actively at work, full time performing all duties of regular occupation, at customary place of employment.

The guaranteed issue limit upon entry into the plan by new participants will be \$2 million. Based on the current plan design, death benefits under the Policy may be increased without additional underwriting:

by reason of promotional increases verified by P&G, and

by up to 15% per year (with any unused portion of such increment rolling forward for five years on a cumulative basis) to reflect compensation (salary and bonus) increases,

subject to a lifetime guaranteed issue limit of \$5,000,000 per life, which limit will be reviewed at least every five years and



(absent retention, reinsurance or adverse selection constraints) adjusted to accommodate anticipated plan benefit and cost recovery amounts. Amounts in excess of the guaranteed issue limits will, at Carrier's request, be subject to underwriting.

Carrier will not deny claims by reason of the suicide exclusion provision of the Policy. Carrier acknowledges, accepts and agrees to be bound by consents to insurance, beneficiary designations and assignments in effect under P&G's executive life insurance program.

### **Cost of Term Insurance Charges**

The Cost of Term Insurance charges ("COI") for the current active population and new entrants (meeting the "active at work" requirements) will be based on 90% of Carrier's current Corporate Universal Life Guaranteed Issue, Sex Distinct, Unismoker rates. The current retirees will have rates equal to 120% of Carrier's Corporate Universal Life Guaranteed Issue, Sex Distinct, Unismoker rates.

P & G will have COI rates equal to the foregoing unless Carrier's Corporate Universal Life Guaranteed Issue, Sex Distinct, Unismoker rates are increased to the maximum rates of 1980 CSO table (Table A for males and Table G for females). Only at that time will the rates under this Policy for actives and new entrants be increased to up to 100% of Corporate Universal Life Guaranteed Issue, Sex Distinct, Unismoker rates, with a corresponding change in the COI for current retirees. Any future changes in COI rates will be determined based on changes in Corporate Universal Life Guaranteed Issue Rates. Metropolitan shall inform the Policyholder in writing at least 60 days in advance of any changes in such rates.

The Guaranteed Issue, Sex Distinct COI rates are the rates that Metropolitan charges in Individual Executive Pooled Policies which are selected by the Guaranteed Issue Underwriting procedure and are filed with the state Insurance Departments. The Corporate Universal Life Product is one of those policies included in this pool. Any changes in these rates are required to be filed with the state Insurance Departments and must be justifiable in terms of experience of the Guaranteed Issue mortality pool. Therefore, the insured employees of this Policy join the mortality pool which is the aggregate of all insured executives who are selected by the Guaranteed Issue Underwriting procedure. The future determination of the COI of this pool is by the mortality experience of the pool in total and is not by the mortality experience of each case or a subgroup of insured lives of the pool. Any changes in these rates must apply to all policies which are charged the Guaranteed Issue COI rates, including the Policy.

Upon reasonable notice from Policyholder, Metropolitan will develop COI charges, retention and retrospective deductions based on the demographics of insured lives in the plan at that time.

The guaranteed maximum COI will never exceed those based on the 1980 CSO Table (Table A for males and Table G for females).

### **Enhanced Policy Administration**

At Policyholder's request, Carrier will provide enhanced administrative services with respect to the Policy. Such services will include:

#### **A. Program Analysis**

1. Prepare feasibility studies and recommendations of various funding level alternatives.
2. Provide financial analysis of the program.

#### **B. Program Establishment**

1. Provide specimen documents to and reviewing specimen documents with Policyholder's legal counsel and auditors.
2. Prepare financial projections and, where applicable, proxy statement text with respect to the program.
3. Coordinate and establish program implementation and administration, and set up records and other systems for the program.
4. Process section 1035 exchange.

C. Program Documentation. Provide program documentation, including:

1. Program explanation (including original assumptions).
2. Insurance schedule.
3. Funding assumptions and corporate composite projections.
4. Participant census.
5. Individual participant information.
6. Definition of Payment procedures.
  - a. Premiums
  - b. Death benefits.
  - c. Withdrawals/surrenders.
  - d. Loans

D. Program Servicing

1. Provide periodic reports on program and policy financial status.
2. Provide information for possible program modifications.
3. Provide ongoing program coordination.
4. Compile updated program data with assistance from Policyholder.
  - a. New participants
  - b. Terminations
  - c. Retirees
  - d. Deaths

5. Determine current and ongoing funding requirements.
6. Assist with enrollment of new participants.
7. Prepare detailed annual reviews of program experience to include:
  - a. Corporate composite projections
  - b. Program participant census including insurance amount

8. Compile composite billing for program.

9. Timely provide assistance to accountants and auditors for reporting program transactions on financial statements and/or tax return and other reports or analyses as reasonably required from time to time by Policyholder.

10. Advise the Policyholder of transactions necessary or desirable to meet program goals and commitments.

11. Execute quarterly social security sweeps.

12. Annually determine and provide to Policyholder the amount of imputed taxable income for each participant.

13. Conduct annual performance review.

E. Performance Criteria

Carrier's enhanced policy administration will be subject to performance criteria mutually agreed by Carrier and Policyholder from time to time.

F. Termination of Enhanced Policy Administration.

Policyholder may terminate Carrier's enhanced policy administration at any time on written notice.

**Policy Expenses**

*Front End Load Charges*

1. State Premium Tax - state premium tax will be handled as a pass-through. Taxes will be assessed based upon the Insureds' state of residence as of the date of issue of the Policy.
2. Policy DAC Tax -1.20%
3. Other Charge - if enhanced policy administration is in effect, a one time set-up charge of \$100,000 in the aggregate for all Policies in the program, in the first policy year.

### *Mortality and Expense (M&E) Charge*

The M&E risk charge is assessed against the average monthly value of the total policy cash value in all separate accounts and is deducted monthly. The following M&E risk charge is based upon a 4-tier sliding scale and applies for any period when enhanced policy administration is in effect:

|                    |         |
|--------------------|---------|
| First \$50 million | 0.250 % |
| Next \$200 million | 0.150 % |
| Next \$250 million | 0.125 % |
| Over \$500 million | 0.100 % |

Under the foregoing schedule, Carrier will not take into consideration the combined assets in both policies (VEBA Plan and the Split Dollar Plan) for purposes of calculating the monthly M&E expenses for this Policy. Carrier would, however, take the assets under this Policy into consideration when determining the M&E under the VEBA policy.

For any period when enhanced policy administration is not in effect, the M&E risk charge is as follows:

|                     |         |
|---------------------|---------|
| First \$250 million | 0.175 % |
| Next \$500 million  | 0.150 % |
| Next \$250 million  | 0.125 % |
| Over \$1000 million | 0.100 % |

Under this schedule, Carrier will take into consideration the combined assets on both policies (VEBA Plan and the Split Dollar Plan) in calculating the monthly M&E risk charge for both policies.

### *Investment Management Fees*

Investment management fees for each separate account are assessed against the average monthly value of the policy cash value in a separate account. In calculating the monthly fee per separate account Carrier will take into consideration the combined assets in both policies (VEBA Plan and the Split Dollar Plan) which are invested in the same separate account(s). The investment management fees for the current commingled separate accounts can be found in the Offering Memorandum.

### *Custody and Securities Accounting/Valuation*

There are no separate charges for these functions for the commingled separate accounts. However, there are pass through charges for these functions for single customer accounts.

### *Policy Administration Charge*

Currently, and as illustrated, the Policy Administration Charge is a per insured life charge of \$5.00 per month in all policy years. The current charge may be reduced by the Carrier from time to time, and reductions in the Carrier's costs incurred to service the Policy will be commensurately reflected in the current charge. The guaranteed maximum monthly charge for administration is \$5.00 per insured.

#### **Changes in Pricing for Other Than the Cost of Insurance Charges**

Carrier will not change the charges or fees related to factors under its control. Changes based on external factors may be reflected in the Policy.

For purposes of this paragraph, Carrier's profit goals and the contribution of Specialized Benefit Resources organization to overhead are not external factors. The external factors that may be reflected include (i) Federal and State legislation and state insurance statutory and regulatory changes, and (ii) after the first three policy years, increase in investment management, custody and securities accounting/valuation charges pertaining to P&G single-customer accounts by the providers of these services.

Any increase in price due to external factors will be documented and the price increase, if appropriate, will be only to recover the increased cost of the Carrier. With respect to any increase in charges pursuant to this section, P&G may audit the relevant records of Metropolitan pursuant to an appropriate nondisclosure document.

#### **Governing Law**

The validity, construction, interpretation, and effect of this memorandum of understanding and the Policy shall be governed by the laws of the state of Ohio, without regard to Ohio's choice of law rules.

#### **Changes to this Memorandum**

Except with respect to changes mandated by state and federal law and as otherwise specifically provided in this Memorandum or the Policy, this Memorandum may be changed only by mutual agreement among the affected parties.

#### **Notices**

Unless and until the parties give written notice otherwise, whenever this Memorandum provides for notices or consents in writing to be given by one of the parties hereto to the other, such notices or consent will be given when addressed and delivered to the following or their successors:

(1)       The Procter & Gamble Company  
          Global Pensions  
          Two Procter & Gamble Plaza  
          Cincinnati, Ohio 45202-3315  
          Attn: [name]

(2)       Metropolitan Life Insurance Co.  
          Specialized Benefit Resources  
          485B Route One South, Suite 420  
          Iselin, New Jersey 08830  
          Attn: [name]

All such notices or consents must be sent by U.S. Certified Mail, Return Receipt Requested.

Agreed:

**THE PROCTER & GAMBLE COMPANY**

By: /s/ C. S. Clark

Group Manager Global Pensions

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(Title)

C. S. Clark

---

(Print or Type Name)

Dec. 30, 1997

---

(Date)

**METROPOLITAN LIFE  
INSURANCE COMPANY**

By: /s/ John J. Ryan

Vice President

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(Title)

John J. Ryan

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(Print or Type Name)

Dec. 30, 1997

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(Date)

## **AMENDMENT TO MEMORANDUM OF UNDERSTANDING**

Any references to the Cost of Tenn Insurance charges in the Memorandum of Understanding dated December 30, 1997 should be amended to read Carrier's current Corporate Universal Life Guaranteed Issue, Unisex, Unismoke rates.  
Agreed:

**THE PROCTER & GAMBLE COMPANY**

**METROPOLITAN LIFE  
INSURANCE COMPANY**

March 30, 1998

## **AMENDMENT TO MEMORANDUM OF UNDERSTANDING**

The following amends the Memorandum of Understanding between The Procter & Gamble Company as policyholder ("Policyholder") and Metropolitan Life Insurance Company ("Carrier") dated December 30, 1997, as amended March 30, 1998.

All defined terms in this Amendment have the same meaning as in the Memorandum of Understanding.

**Underwriting** - this section is removed in its entirety from the Memorandum of Understanding and is substituted as follows:

### **New Participants**

New participants eligible for insurance on or after January 1, 2009 ("New Participants") will be covered under Group Policy 191526-G (the "New Policy"). New Participants will be subject to the following "Active at Work" criteria:

- not been absent from work due to illness or medical treatment for a period of more than 5 consecutive days in the last 3 months; and
- are actively at work, full time performing all duties of regular occupation, at customary place of employment.

The guaranteed issue limit upon entry into the plan by New Participants will be \$2 million of Specified Face Amount.

### **Increases in Specified Face Amounts**

Based upon current plan design and consistent with our underwriting criteria since 2002, the Specified Face Amounts may be increased without additional underwriting:

- For Active Employees, by up to 25% per year (any unused portion will not be cumulative) to reflect compensation increases, promotional increases and corporate cost recovery amounts.
- For Retired Employees, by up to 25% per year (any unused portion will not be cumulative) to reflect corporate cost recovery amounts.
- For Active and Retired Employees whose compensation is not denominated in U.S. dollar, the Specified Face Amounts may be adjusted to reflect the foreign exchange rate of their home currency.

Increases in Specified Face Amount issued on a Guaranteed Issue basis will be allowed up to maximum total coverage of \$5,000,000. For Active Employees, these Guaranteed Issue increases will be applicable so long as the insured meets the "Active at Work" criteria described under New Participants and is still eligible for the plan and the plan is still in effect. For Retired Employees, these Guaranteed Issue increases will be applicable if the insured is still eligible for the plan and the plan is still in effect. For the Retired Employees, these Guaranteed Issue increases are not subject to the "Active at Work" criteria described under New Participants.

Annual increases in excess of 25% will require documentation explaining the reason for the increase, in a letter endorsed by a representative of the company who has been designated by a Procter & Gamble Company Officer as an authorized signor for such purposes, for review and consideration by MetLife's underwriters and may require supporting evidence of insurability. These types of increases are subject to the Carrier's current underwriting requirements. In no instance may the total coverage in force exceed \$5,000,000.

Carrier will not deny claims by reason of suicide exclusion provision of the Policy. Carrier acknowledges, accepts and agrees to be bound by consents to insurance, beneficiary designations and assignments in effect under Policyholders executive life insurance program.

### **2. Cost of Term Insurance**

The Cost of Term Insurance charges ("COI") for all participants under the New Policy (meeting the "Active at Work" requirements) will be based on 100% of Carrier's current Corporate Universal Life Guaranteed Issue, Unisex, Unismoke rates. The guaranteed maximum COI under the New Policy will never exceed those based on the



2001 CSO (60) Composite U ALB Table.

**THE PROCTER & GAMBLE COMPANY**

**METROPOLITAN LIFE  
INSURANCE COMPANY**

## 2009 Policy

**Policyholder: The Procter & Gamble Company**

**Group Policy No: 191526-G**

**Date of Issue: January 30, 2009**

In consideration of the application of the Policyholder and the payment of contributions as provided herein,

# Metlife

Metropolitan Life Insurance Company

New York, New York 10166

**(Herein called MetLife)**

certifies that the benefits as described herein are provided under and subject to the terms and provisions of this Policy. The Schedule of Exhibits sets forth each Exhibit, which is to be attached to and made a part of this Policy.

/s/Gwenn L. Carr

/s/Robert Henrikson

Vice-President and Secretary

President and Chief Executive Officer

Flexible Premium Group Variable Life Insurance Policy

NON-DIVIDEND PAYING

THE BENEFITS IN THIS POLICY ARE ON A VARIABLE BASIS.

THE AMOUNT OR DURATION OF THE DEATH BENEFIT MAY BE FIXED OR VARIABLE UNDER SPECIFIED CONDITIONS.

CASH VALUES MAY INCREASE OR DECREASE IN ACCORDANCE WITH THE EXPERIENCE OF THE SEPARATE ACCOUNTS.

THE DEATH BENEFIT APPLICABLE TO EACH EMPLOYEE COVERED HEREIN MAY BE DETERMINED IN ACCORDANCE WITH THE PROVISIONS OF SECTION 12 OF THIS POLICY.

### **Section 1. DEFINITIONS**

### **Section 2. ELIGIBILITY AND EFFECTIVE DATES OF INSURANCE**

A. ELIGIBILITY FOR INSURANCE

B. EFFECTIVE DATES OF INSURANCE

**Section 3. PLAN DEDUCTIONS**

**Section 4. INVESTMENT MANAGEMENT FEES**

**Section 5. MORTALITY AND EXPENSE RISK CHARGE**

**Section 6. COST OF TERM INSURANCE**

**Section 7. RETROSPECTIVE DEDUCTIONS**

**Section 8. CONTRIBUTION PAYMENTS**

**Section 9. FAILURE OF THE POLICYHOLDER TO MAKE CONTRIBUTION PAYMENTS**

**Section 10. FIXED ACCOUNT**

A. VALUE

B. INTEREST RATE

**Section 11. SEPARATE ACCOUNTS**

A. DESCRIPTION

B. VALUE

**Section 12. RIGHT TO CHANGE ALLOCATION**

**Section 13. DEATH BENEFIT**

A. DESCRIPTION

B. MINIMUM DEATH BENEFIT

**Section 14. PAYMENTS DURING AN EMPLOYEE'S LIFETIME**

A. MATURITY DATE

B. PARTIAL CASH WITHDRAWAL

C. LOAN

D. LOAN REPAYMENT

E. EFFECT OF A LOAN ON THE CASH SURRENDER VALUE

F. DEFERMENT

G. RESTRICTIONS ON ACCOUNT REDUCTIONS

**Section 15. POLICYHOLDER'S GENERAL RIGHTS**

**Section 16. RECORDS TO BE MAINTAINED**

**Section 17. INFORMATION TO BE FURNISHED**

**Section 18. ENTIRE CONTRACT**

**Section 19. INCONTESTABILITY; STATEMENTS**

**Section 20. MISSTATEMENT OF AGE**

**Section 21. CHANGES IN THE POLICY**

**Section 22. CHANGES IN POLICY COST FACTORS**

**Section 23. REPORTS**

**Section 24. RIGHT TO CHANGE THIS POLICY**

**Section 25. TERMINATION OF AN EMPLOYEE'S COVERAGE**

**Section 26. DISCONTINUANCE OF THE POLICY**

**Section 27. ADDITIONAL PROVISIONS**

**SCHEDULE OF EXHIBITS**

## **Section 1. DEFINITIONS**

1. "Policyholder" is as shown on the first page of this Group Policy.
2. "Employer" is as shown in the Policy Rider attached.
3. "This Plan" means the group insurance plan for insured Employees of the Employer under this Group Policy.
4. "Employee" means a person who is in a class designated as eligible for insurance as described in the Policy Rider attached to this Group Policy as a part hereof.
5. "Specified Face Amount of Insurance" for each Employee is the amount of insurance as filed with the records for the insurance provided under this Group Policy.
6. "Anniversary Date" is the date indicated in the Policy Rider attached.
7. "Monthly Date" means a monthly anniversary date of the Anniversary Date.
8. "Net Contribution" means the contribution received by MetLife on behalf of Employees who are covered under This Plan minus any Front End Load Charge indicated in the Policy Rider attached. The Net Contribution is allocated by the Policyholder to either the Fixed Account, the Separate Account(s), or a combination thereof.
9. "Fixed Account" is the account under this Group Policy to which MetLife will add the payments that the Policyholder allocates thereto. The Fixed Account is part of MetLife's general account.
10. "Separate Account(s)" as described in the Exhibits attached are the investment account(s) under this Group Policy to which MetLife will add the payments that the Policyholder allocates thereto.
11. "Variable Account" is the account under this Group Policy that consists of the Separate Account(s) that are described in the Exhibits attached.
12. "Policy Loan Account" is the account to which MetLife will transfer the amount of any policy loan from the Fixed Account and any Separate Account(s).
13. "Business Day" means a day on which both the New York Stock Exchange and MetLife's Home Office are open for business.
14. "Plan Year" means a period from one Anniversary Date to the following Anniversary Date.
15. "Policy Cash Value" is the sum of: (a) the total cash value in the Fixed Account; (b) the total cash value in the Variable Account; and the total cash value in the Policy Loan Account.
16. "Cash Surrender Value" is the Policy Cash Value, less any Loan and Loan Interest.
17. "Loan and Loan Interest" means the total amount of money borrowed by the Policyholder and the interest due on that borrowed amount.
18. "Account Value" means the part of the Policy Cash Value applicable to an Employee.
19. "Loan Amount" means the part of the Loan and Loan Interest applicable to an Employee.
20. "Cash Amount" means the part of a Cash Withdrawal applicable to an Employee.
21. "Cash Withdrawal" means a full or partial withdrawal of the Cash Surrender Value by the Policyholder.

## **Section 2. ELIGIBILITY AND EFFECTIVE DATES OF INSURANCE**

### **A. ELIGIBILITY FOR INSURANCE**

Each Employee will be eligible for insurance in accordance with the requirements of the Employer. In no event will any Employee become eligible for insurance prior to the Date of Issue.

### **B. EFFECTIVE DATES OF INSURANCE**

#### **Active Work Requirement**

The Employee must be Actively at Work in the employ of the Employer in order for the insurance to be effective.

"Actively at Work" means that the Employee is actively at work and physically able to perform all the duties of his occupation.

MetLife reserves the right to change this provision by giving written notice of such change to the Policyholder at least 31 days prior to the date such change is to become effective.

If retirees of an Employer are insured under this Group Policy, the above active work requirement will not apply to such retirees.

Once a year on the Anniversary Date, the Policyholder may add additional Employees to This Plan. These employees must be Actively at Work on such Anniversary Date.

## **Section 3. PLAN DEDUCTIONS**

Plan Deductions are made from each Employee's Account Value for:

the Investment Management Fees, if applicable (see Investment Management Fees below);

the Mortality and Expense Risk Charge, if applicable (see Mortality and Expense Risk Charge below);

the Administration Charge indicated in the Policy Rider attached;

the Cost of Term Insurance for each Employee (See Cost of Term Insurance below); and

the Retrospective Deduction (See Retrospective Deductions below); for the insurance applicable to each of the Employees insured under This Plan.

The Plan Deductions stated above will be charged proportionately to the Fixed Account and/or the Separate Account(s) in which the Policyholder participates. Plan Deductions are made periodically. The Mode of Plan Deduction indicated in the Policy Rider attached will be used.

#### **Section 4. INVESTMENT MANAGEMENT FEES**

If the Policyholder participates in one or more Separate Accounts an Investment Management Fee will be charged based upon the Policyholder's participation in the particular Separate Account(s).

The Investment Management Fees are indicated in the Policy Rider attached.

This fee will be deducted periodically by canceling investment units from the Separate Account(s) in which the Policyholder participates. The Mode of Plan Deduction indicated in the Policy Rider attached will be used.

#### **Section 5. MORTALITY AND EXPENSE RISK CHARGE**

If the Policyholder participates in one or more Separate Accounts the Mortality and Expense Risk Charge will be charged based upon the gross asset value of the Separate Account(s) in which the Policyholder participates. The Mortality and Expense Risk Charge are indicated in the Policy Rider attached.

This charge will be deducted periodically by canceling investment units from the Separate Account(s) in which the Policyholder participates. The Mode of Plan Deduction indicated in the Policy Rider attached will be used.

#### **Section 6. COST OF TERM INSURANCE**

The Cost of Term Insurance on the life of an Employee is equal to the term insurance rate multiplied by each \$1,000 of the amount of term insurance for which the Employee is insured. Term insurance rates will be set by MetLife from time to time based on the Employee's age. The Table of Guaranteed Maximum Rates are shown below. The rates charged will never be more than the maximum rates listed in such Table.

#### **Section 7. RETROSPECTIVE DEDUCTIONS**

If the Plan Deductions for the Cost of Term Insurance for each Employee during a Plan Year, are less than the Charges applicable for that time period, a Retrospective Deduction will be made. The Retrospective Deduction will not be more than the Retrospective Deduction Percentage indicated in the Policy Rider attached multiplied by the Cost of Term Insurance. Charges will be determined by Metropolitan and will include items such as claims paid from Metropolitan's funds (including interest thereon), open and unreported claim reserves, approved claim reserves, taxes, pooling, expenses, cash flow and risk charges.

#### **Section 8. CONTRIBUTION PAYMENTS**

Planned Contributions as shown in the Policy Rider attached will be payable to MetLife, according to a mode of contribution payments that has been selected by the Policyholder.

The amount of the Planned Contributions may be changed by the Policyholder from time to time. The Policyholder may skip Planned Contribution payments or change their frequency and amount if the Cash Surrender Value is large enough to pay the next Plan Deduction due.

## LIMITS

The Policyholder's first contribution may not be less than the Planned Contribution.

Any contribution that is not a Planned Contribution is an Unplanned Contribution. Unplanned Contributions by the Policyholder cannot be less than the Minimum Unplanned Contribution indicated in the Policy Rider attached.

MetLife reserves the right not to accept an Unplanned Contribution to the Fixed Account for up to 6 months from the date a partial Cash Withdrawal is paid from the Fixed Account to the Policyholder; however MetLife will accept an Unplanned Contribution if such Contribution is needed to keep the insurance coverage in force. See the Partial Cash Withdrawal provision.

### Section 9. FAILURE OF THE POLICYHOLDER TO MAKE CONTRIBUTION PAYMENTS

If an Employee's Account Value reduced by any Loan Amount is less than the Plan Deduction due for that Employee, there will be a grace period of 60 days after such date to pay an amount that will cover the Plan Deduction due for that Employee. MetLife will send the Policyholder a notice at the start of the grace period.

If MetLife does not receive a sufficient amount by the end of the grace period, the insurance applicable to such Employee will terminate. If such Employee dies during the grace period, MetLife will pay the Death Benefit applicable to such Employee minus (i) the Loan Amount for such Employee and (ii) the due and unpaid Plan Deduction applicable to such Employee.

If the Cash Surrender Value is less than the Plan Deduction due, there will be a grace period of 60 days after such date to pay an amount that will cover the Plan Deduction due. MetLife will send the Policyholder a notice at the start of the grace period.

If MetLife does not receive a sufficient amount by the end of the grace period, MetLife may discontinue this Group Policy on or after the last day of the grace period. (See the Discontinuance of the Policy provision.) If an insured Employee dies during the grace period, MetLife will pay the Death Benefit minus (i) the Loan Amount for such Employee and (ii) the due and unpaid Plan Deduction applicable to all Employees.

### Section 10. FIXED ACCOUNT

#### A. VALUE

On the Date of Issue the cash value in the Fixed Account applicable to an Employee covered under This Plan is equal to:

1. The portion of the Net Contributions applicable to such Employee which have been paid by the Policyholder and allocated to the Fixed Account;

MINUS

2. The portion of the Plan Deduction applicable to such Employee charged to the Fixed Account on the Date of Issue.

The cash value in the Fixed Account applicable to an Employee covered under This Plan on any day after the Date of Issue is equal to:

1. The portion of the cash value in the Fixed Account applicable to such Employee on the preceding day, with interest on such value at the currently applicable rates;

PLUS

2. Any portion of the Net Contributions applicable to such Employee paid and allocated to the Fixed Account on that day;

PLUS



3. Any amounts applicable to such Employee transferred by the Policyholder from the Variable Account to the Fixed Account on that day;

PLUS

4. Any loan repayments applicable to such Employee allocated by the Policyholder to the Fixed Account on that day;

PLUS

5. That portion of any interest credited on outstanding loans taken by the Policyholder applicable to such Employee which is allocated to the Fixed Account on that day;

MINUS

6. Any amounts applicable to such Employee transferred by the Policyholder from the Fixed Account to the Variable Account on that day;

MINUS

7. Any Cash Withdrawals applicable to such Employee made by the Policyholder from the Fixed Account on that day;

MINUS

8. Any amounts applicable to such Employee transferred from the Fixed Account to the Policy Loan Account on that day;

MINUS

9. Any Plan Deductions applicable to such Employee which are charged to the Fixed Account on that day.

The cash value in the Fixed Account is equal to the sum of the cash values in the Fixed Account applicable to each Employee covered under This Plan Minus any Death Benefits paid to the Policyholder (see the Death Benefit provision).

## **B. INTEREST RATE**

The Guaranteed Interest Rate for the Fixed Account is at the effective rate of 3% a year.

Interest will be credited to the Fixed Account in the manner and at the rates MetLife sets from time to time. Any rates MetLife sets will never be less than the Guaranteed Interest Rate.

## **Section 11. SEPARATE ACCOUNTS**

### **A. DESCRIPTION**

Separate Accounts are investment accounts established and maintained by MetLife, separate from MetLife's general account and other separate investment accounts.

MetLife owns the assets in the Separate Accounts. Assets equal to the reserves and other liabilities of the Separate Accounts will not be charged with liabilities that arise from any other business MetLife conducts. MetLife may from time to time transfer to its general account cash in excess of such reserves and liabilities.

Income and realized and unrealized gains and losses from assets in the Separate Accounts are credited to or charged against the Separate Accounts without regard to MetLife's other income, gains or losses.

The Separate Accounts may be valued at the end of each Business Day or less frequently. In any event, a valuation will be determined as described in the Exhibits attached to this Group Policy.

The Separate Accounts available on the Date of Issue are described in the Exhibits attached as of such date. The initial Separate Account(s) selected by the Policyholder are shown in the Policy Rider attached. MetLife may from time to time make other Separate Accounts available

to the Policyholder. MetLife will provide the Policyholder with written notice of all material details including investment objectives and all charges.

Each Separate Account is established and maintained pursuant to the Insurance Law of the State of New York.

## **B. VALUE**

The total cash value in the Variable Account is equal to the sum of the Policyholder's Cash Value in each of the Separate Accounts.

The Policyholder's Cash Value in a Separate Account will be determined by multiplying the number of units owned by the Policyholder in such Separate Account by the unit value of such Separate Account. The unit value of the Separate Account is determined as described in the Exhibits attached to this Group Policy.

## **Section 12. RIGHT TO CHANGE ALLOCATION**

The Policyholder can change the allocation of future Net Contributions among the Fixed Account and/or Separate Account(s). The Policyholder must allocate a minimum amount of Net Contributions to each alternative chosen. Such minimum amount is on file with the records for the insurance provided under this Group Policy. Percentages must be in whole numbers. For example, 33 1/3% may not be chosen. The Policyholder must notify MetLife in writing of a change in the allocation percentages. The change will take effect on the date MetLife receives written notice from the Policyholder at MetLife's Home Office or Administrative Office.

The Policyholder may also change the allocation of the Policy Cash Value. To do this, the Policyholder may transfer amounts among the Fixed Account and/or the Separate Account(s) up to four times in a Plan Year without paying a transfer fee. Any additional transfer will be subject to the Transfer Charge indicated in the Policy Rider attached.

Transfers must be in either dollar amounts or a percentage in whole numbers. The minimum amount that may be transferred is the amount indicated in the Policy Rider attached or, if less, the Cash Value in a Separate Account or the Cash Value in the Fixed Account.

Transfers to or from any part of the Variable Account are subject to the following conditions:

- (1) Unless MetLife agrees otherwise, no transfer will be made sooner than 10 Business Days after the date MetLife receives the written request of transfer, or within 10 Business Days after any prior transfer.
- (2) Any transfer to or from a Separate Account is subject to any restrictions set out in the applicable Separate Account Exhibit relating to additions thereto or withdrawals there from.
- (3) If in MetLife's reasonable judgment any transfer would involve the sale of Separate Account assets for which there is no readily available market, MetLife will defer the withdrawal of all or part of the transfer amount for such period as it deems necessary.
- (4) Any transfer to or from any part of the Variable Account will be made in cash.
- (5) No transfer to or from any part of the Variable Account will be made on or after the Discontinuance of the Policy. (See the Discontinuance of the Policy provision.)

Transfers may be subject to certain restrictions. (See the Restrictions on Reductions in the Fixed Account provision .)

## **Section 13. DEATH BENEFIT**

### **A. DESCRIPTION**

When MetLife receives satisfactory proof that an Employee whose life is insured under the Group Policy has died, MetLife will pay to the Policyholder:

The Death Benefit in effect on the life of such Employee at the time of death;  
MINUS

The Loan Amount.

The amount of Death Benefit on the life of an Employee is the Specified Face Amount of Insurance as filed with the records for insurance provided under this Group Policy, less any Cash Amount taken by the Policyholder. See the Partial Cash Withdrawal provision. The Death Benefit is composed of two parts - Term Insurance and an Account Value. The amount of Term Insurance varies depending upon the amount of the Account Value. The amount of Term Insurance is determined by subtracting the amount of the Account Value from the amount of Death Benefit.

## **B. MINIMUM DEATH BENEFIT**

Notwithstanding any other provision of the Policy, the amount to be paid as a Death Benefit on each insured's life shall never be less than an amount which would allow the portion of the policy attributable to such insured life, and the entire Policy, to be treated as life insurance for federal income tax purposes. In no event will the Death Benefit be less than the amount calculated by multiplying the Account Value applicable to the deceased Employee by the applicable Minimum Death Benefit Factor listed in Section 28 of this Group Policy based on the deceased Employee's attained age as of the most recent Anniversary Date.

## **Section 14. PAYMENTS DURING AN EMPLOYEE'S LIFETIME**

### **A. MATURITY DATE**

If an Employee is alive on the Maturity Date as described in the Policy Rider attached, MetLife will pay to the Policyholder the Account Value applicable to such Employee minus any Loan Amount.

### **B. PARTIAL CASH WITHDRAWAL**

The Policyholder may request a partial Cash Withdrawal. Only four partial Cash Withdrawals each Plan Year may be taken without paying a fee. Any additional partial withdrawals will be subject to the Partial Cash Withdrawal Charge indicated in the Policy Rider attached. Each partial Cash Withdrawal must be at least the Minimum Partial Cash Withdrawal indicated in the Policy Rider attached. The available Cash Surrender Value will be determined as of the date MetLife receives the request. When a partial Cash Withdrawal is made, it will reduce the Cash Surrender Value by the amount of the partial Cash Withdrawal. The withdrawal will be allocated from the Fixed Account and/or any Separate Account(s) in accordance with the Policyholder's request. If no allocation is made, the withdrawal will be allocated proportionately from the Fixed Account and/or any Separate Account(s).

The Maximum Partial Cash Withdrawal during the first Plan Year is the Policyholder's current Cash Surrender Value less the Plan Deduction due in the first Plan Year.

The Maximum Partial Cash Withdrawal at any time after the first Plan Year is the current Cash Surrender Value less the Plan Deductions made for the year preceding the last Anniversary Date.

Cash Withdrawals from the Fixed Account are subject to certain restrictions. (See the Restrictions In The Fixed Account provision.)

The total Specified Face Amounts of Insurance on the lives of all Employees covered under This Plan will be concurrently reduced by the total of the amounts withdrawn above, proportionately for each such Employee. However, the Policyholder may request that the partial Cash Withdrawal be made on a basis other than proportionately. MetLife will reduce

the Account Values of the affected Employees in accordance with the Policyholder's request. If the Policyholder requests that the partial Cash Withdrawal be made other than proportionately for each Employee covered under This Plan, MetLife will charge the Policyholder an administrative fee.

### **C. LOAN**

The Policyholder may take a loan as described below. The maximum amount available is the Cash Surrender Value less the Plan Deductions made for the year preceding the last Anniversary Date (except in the first Plan Year where the Plan Deductions due in the first Plan Year will be used) and less interest on such loan to the next Plan Anniversary Date at the current loan interest rate. The loan must be for at least the Minimum Loan Amount indicated in the Policy Rider attached.

The loan will be allocated from the Fixed Account and/or the Separate Account(s) in accordance with the Policyholder's request. If no allocation is made, the loan will be allocated proportionately from the Fixed Account and/or the Separate Account(s). Loans from the Fixed Account are subject to certain restrictions. (See the Restrictions On Reductions in the Fixed Account provision.) The Policyholder may request that the loan be made on a basis other than proportionately. MetLife will reduce the Account Values of the affected Employees in accordance with the Policyholder's request. If the Policyholder requests that the loan be made other than proportionately for each Employee covered under This Plan, MetLife may charge the Policyholder an administrative fee.

Loan interest is charged at an adjustable interest rate. This rate will never be more than the maximum permitted by law and will not change more often than once a year on the Anniversary Date.

The rate of interest MetLife sets for a Plan Year may not exceed a maximum limit which is the higher of:

- (a) The Published Monthly Average for the calendar month ending 2 months before the Anniversary Date at the beginning of the Plan Year; or
- (b) The Guaranteed Interest Rate, plus 1%.

The Published Monthly Average means:

- (a) Moody's Corporate Bond Yield Average-Monthly Average Corporates, as published by Moody's Investors Service, Inc. or any successor to that service; or
- (b) if that average is no longer published, a substantially similar average, established by regulation issued by the insurance supervisory official of the state in which the Group Policy is delivered.

If the Published Monthly Average rate is erroneously reported, the corrected rate will be used.

If the maximum limit for a Plan Year is at least 112% higher than the rate set for the previous Plan Year, MetLife may increase the rate to no more than that limit. If the maximum limit for a Plan Year is at least 1/2% lower than the rate set for the previous Plan Year, MetLife will reduce the rate to at least that limit.

When a loan is made, the Policyholder will be informed of the initial rate applicable to that loan. Advance notice will be given to the Policyholder if there is to be an increase in the rate applicable to an existing loan.

Loan interest is due on each Anniversary Date. Interest not paid when due will be deducted proportionately from the Cash Surrender Value in the Fixed Account and/or the Separate Account(s) and will be transferred to the Policy Loan Account. The amount transferred will be treated as an increase to the loan and will be subject to applicable

interest rates.

#### **D. LOAN REPAYMENT**

The Policyholder may repay all or part (but not less than the Minimum Loan Repayment indicated in the Policy Rider attached) of a loan while the insurance is in force. MetLife must be notified if the payment is intended as a loan repayment. Otherwise, it will be treated as a Contribution. Loan repayments on loans made on a proportionate basis will be allocated in the same manner as Net Contributions. Loan repayments on loans made on other than a proportionate basis will be allocated as directed by the Policyholder.

Failure to repay a loan or to pay loan interest will not result in Discontinuance Of The Policy unless the Cash Surrender Value is less than the Plan Deduction due. In that case, the provisions in Failure Of The Policyholder To Make Contribution Payments will apply.

If a loan amount is deducted from the Fixed and Separate Accounts applicable to a specific Employee, failure to repay the loan or loan interest will not result in the termination of such Employee's coverage unless the Cash Surrender Value applicable to such Employee is less than the Plan Deduction due for that Employee.

#### **E. EFFECT OF A LOAN ON THE CASH SURRENDER VALUE**

When the Policyholder takes a loan, the Cash Surrender Value in the Separate Account(s) equal to the portion of the policy loan allocated to such Separate Account(s), will be transferred to the Policy Loan Account. The Cash Surrender Value in the Fixed Account equal to the portion of the policy loan allocated to that Account will also be transferred to the Policy Loan Account. A proportionate amount of the loan will be applicable to the Fixed and Separate of each Employee who is covered under This Plan. If a loan amount is deducted from the Fixed and Separate Accounts of a specific Employee, the amount of the policy loan applicable to such Employee will be transferred to the Policy Loan Account of that Employee.

Amounts in the Policy Loan Account will be credited with interest at the rate MetLife sets. That rate will be based on the rate charged on policy loans, less expenses for such loans, but will never be less than the Guaranteed Interest Rate for the Fixed Account. Interest credited to amounts in the Policy Loan Account will be allocated at least once a year among the Fixed Account and the Separate Account(s) in the same proportions as Net Contributions are then being allocated.

#### **F. DEFERMENT**

MetLife reserves the right to defer calculation and payment in the following circumstances:

1. If insurance is in force with a portion of the Cash Surrender Value in a Separate Account, it will generally not be practical to determine the investment experience of such Separate Account during any period when the New York Stock Exchange is closed for trading, or when the Securities and Exchange Commission restricts trading or determines that an emergency exists. In such a case and with respect to such Separate Account, MetLife reserves the right to defer: (a) a change in the allocation among the Separate Accounts; and (b) payment of (i) a Cash Withdrawal, (ii) policy loans and (iii) the Death Benefit.
2. If insurance is in force with a portion of the Cash Surrender Value in the Fixed Account, MetLife may defer paying a Cash Withdrawal from the Fixed Account for up to 6 months from the date MetLife receives a request for payment. If MetLife delays payment for 30 days or more, interest will be paid at a rate not less than 3% a year.
3. MetLife may delay making a loan from the Fixed Account for up to 6 months from the date a loan is requested.

#### **G. RESTRICTIONS ON ACCOUNT REDUCTIONS**

The maximum reduction in the portion of the Policy Cash Value in the Fixed Account due to

any combination of loans, cash withdrawals or transfers by the Policyholder during a Plan Year is limited to the Maximum Fixed Account Reduction Percentage indicated in the Policy Rider multiplied by the Policy Cash Value in the Fixed Account at the beginning of such period; however, a different maximum fixed account reduction percentage may be used if agreed upon by MetLife and the Policyholder.

#### **Section 15. POLICYHOLDER'S GENERAL RIGHTS**

These are the Policyholder's general rights with respect to coverage on Employees' lives under the Group Policy, subject to the provisions of this Group Policy:

- (a) Right to discontinue coverage;
- (b) Right to make Cash Withdrawals;
- (c) Right to obtain loans;
- (d) Right to pay contributions;
- (e) Right to select and to change the allocation of Net Contributions and to transfer the Policy Cash Value between the Fixed Account and the Variable Account.

#### **Section 16. RECORDS TO BE MAINTAINED**

Records which relate to the insurance under this Policy will be maintained. Such records will include at least the following:

- (a) The names and ages of all Employees who are insured.
- (b) The amount of insurance in force on each Employee.
- (c) The effective date of each Employee's insurance.
- (d) The effective date of any change in an amount of an Employee's insurance.
- (e) The Policyholder's allocation of Net Contributions.

Such records will be maintained by MetLife; the records may, with the consent of MetLife, be maintained by the Policyholder.

#### **Section 17. INFORMATION TO BE FURNISHED**

The Policyholder will furnish to MetLife all of the information which MetLife may reasonably require with regard to the matters which relate to the insurance. The Policyholder will allow MetLife to inspect all documents, books and records of the Policyholder which relate to the insurance or to the contributions.

#### **Section 18. ENTIRE CONTRACT**

This Policy including all Policy Riders and Exhibits attached hereto, and the application of the Policyholder constitute the entire contract between the parties. A copy of the application is attached to this Policy.

#### **Section 19. INCONTESTABILITY; STATEMENTS**

Any statement made by the Policyholder or by an Employee will be deemed a representation and not a warranty. No such statement will avoid the insurance or reduce the benefits under this Policy or be used in defense to a claim under this Policy unless it is contained in a written application. No such statement of the Policyholder will be used at all after two years from the Date of Issue.

No such statement made by an Employee which relates to insurability will be used in contesting the validity of the insurance with respect to which such statement was made or to reduce the benefits unless the conditions listed in items (1) and (2) below have been met:

- (1) The statement must be contained in a written application which has been signed by the Employee.

(2) A copy of the application has been furnished to the Employee or to the Policyholder.

No such statement of the Employee will be used at all after such insurance has been in force prior to the contest for a period of two years during the lifetime of the person to whom the statement applies.

#### **Section 20. MISSTATEMENT OF AGE**

In the case of the misstatement of the age of an Employee, an adjustment of the Death Benefit will be made, if appropriate. The adjusted Death Benefit will be that which the Plan Deductions paid would have provided at the correct age.

#### **Section 21. CHANGES IN THE POLICY**

No change in this Policy will be valid unless it is approved by an authorized officer of MetLife. Each such change must be evidenced by an amendment signed by both the Policyholder and by MetLife or by an endorsement signed by MetLife.

No agent may make a change in this Policy or waive any of its provisions.

#### **Section 22. CHANGES IN POLICY COST FACTORS**

Policy cost factors are interest rates, cost of term insurance rates, expense charges and administrative charges. Changes in policy cost factors will be by class and based on changes in future expectations for such elements as investment earnings, mortality, persistency, expenses and taxes. Any change in policy cost factors will be determined in accordance with procedures and standards on file, if required, with the insurance supervisory official of the jurisdiction in which the Group Policy is delivered. Policy cost factors for in-force insurance coverage will be reviewed at least once every five years to determine whether an adjustment in policy cost factors should be made.

#### **Section 23. REPORTS**

Each year, MetLife will send the Policyholder a report showing the current death benefit, Cash Surrender Value, and any outstanding policy loans.

It will also show the amount and type of credits to and deductions from the Cash Surrender Value during the past policy year.

The report will also include any other information required by the insurance supervisory official of the jurisdiction in which the Group Policy is delivered.

MetLife will also provide any reports required pursuant to the Federal Securities laws or any regulations thereunder.

Upon payment of a fee determined by MetLife, the Policyholder may request MetLife to prepare any special reports.

#### **Section 24. RIGHT TO CHANGE THIS POLICY**

MetLife reserves the right to make changes in this Group Policy in order to continue to qualify this coverage with respect to each Employee as life insurance under the Internal Revenue Code Section 7702 or successor law. MetLife will give the Policyholder written notice of any such change.

MetLife also reserves the right to make certain changes if, in its judgment, they would best serve the interests of the Policyholder. Any changes will be made only to the extent and in the manner permitted by applicable laws. Also, when required by law, MetLife will obtain approval of the changes from the Policyholder and the approval of any appropriate regulatory authority.

Examples of the changes MetLife may make include:

To operate the Separate Accounts in any form permitted by law.

To take any action necessary to comply with or obtain and continue any exemptions from the Investment Company Act of 1940.

To transfer in cash any assets in a Separate Account to another Separate Account or to one or more Separate Accounts, or to MetLife's general account; or to add, combine, or remove Separate Accounts.

To change the way MetLife assesses charges.

To make any other necessary technical changes in this Group Policy in order to conform with any action this provision permits MetLife to take.

If any of these changes result in a material change in the underlying investments of a Separate Account, MetLife will notify the Policyholder of such change. If the Policyholder has funds allocated to that Separate Account, the Policyholder may then make a new choice of Separate Accounts.

## **Section 25. TERMINATION OF AN EMPLOYEE'S COVERAGE**

The insurance on the life of an Employee will terminate on the earliest of these dates:

- (a) The date of Discontinuance of the Policy.
- (b) The date the Employee dies.
- (c) The Maturity Date as described in the Policy Rider attached.
- (d) The Monthly Date after the Policyholder requests to terminate the Account Value applicable to that Employee.

## **Section 26. DISCONTINUANCE OF THE POLICY**

MetLife will have the right to discontinue this Group Policy at the end of the grace period. (See Failure Of The Policyholder To Make Contribution Payments.) Notice, in writing, that this Policy is to be discontinued must be given to the Policyholder by MetLife. The notice must be given at least sixty days prior to the last day of the grace period.

The Policyholder will have the right to discontinue this Policy. Notice, in writing, that this Policy is to be discontinued must be given to MetLife by the Policyholder. The notice must be given at least sixty days prior to the date this Policy is to be discontinued.

If this Policy is discontinued, the Cash Surrender Value minus a pro-rata share of any Plan Deduction which has not been made in the current Plan Year will be payable by MetLife to such Policyholder as follows:

- (a) If any of the Policy Cash Value is in a Separate Account, MetLife will pay the Cash Surrender Value of such Account. If in MetLife's reasonable judgment any such payment would involve the sale of Separate Account assets for which there is then no readily available market, MetLife will defer all or a portion of such payment for such time as it deems necessary.
- (b) If any of the Policy Cash Value is in the Fixed Account, MetLife will pay, over the Cancellation Period indicated in the Policy Rider attached, the Cash Surrender Value divided into equal monthly installments. If the payout is delayed in excess of thirty days, MetLife will credit interest on any unpaid balance at the Payout Interest Rate indicated in the Policy Rider attached.

The Cash Surrender Value will be determined as of the date this Policy is discontinued.

## **Section 27. ADDITIONAL PROVISIONS**

None.

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# **Section 4: EX-10.5 (THE PROCTER & GAMBLE 1993 NON-EMPLOYEE**



# **DIRECTORS' STOCK PLAN)**

## **EXHIBIT 10-5**

### **THE PROCTER & GAMBLE 1993 NON-EMPLOYEE DIRECTORS' STOCK PLAN**

(as amended September 10, 2002)

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**THE PROCTER & GAMBLE 1993 NON-EMPLOYEE DIRECTORS'  
STOCK PLAN  
(as amended September 10, 2002)**

**ARTICLE A -- Purpose.**

The purpose of The Procter & Gamble 1993 Non-Employee Directors' Stock Plan (hereinafter referred to as the "Plan") is to strengthen the alignment of interests between non-employee Directors (hereinafter referred to as "Participants") and the shareholders of The Procter & Gamble Company (hereinafter referred to as the "Company") through the increased ownership of shares of the Company's Common Stock. This will be accomplished by allowing Participants to elect voluntarily to convert a portion or all of their cash fees for services as a Director into Common Stock, by granting Participants a fixed value of shares of Common Stock restricted until retirement (hereinafter referred to as "Retirement Shares") and by granting Participants non-qualified options to purchase shares of Common Stock (hereinafter referred to as "Stock Options").

**ARTICLE B -- Administration.**

1. The Plan shall be administered by the Compensation Committee (hereinafter referred to as the "Committee") of the Board of Directors of the Company (hereinafter referred to as the "Board"), or such other committee as may be designated by the Board. The Committee shall consist of not less than three (3) members of the Board who are "Non-Employee Directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, or any successor rule or definition adopted by the Securities and Exchange Commission, to be appointed by the Board from time to time and to serve at the discretion of the Board.

2. It shall be the duty of the Committee to administer this Plan in accordance with its provisions and to make such recommendations of amendments or otherwise as it deems necessary or appropriate. A decision by a majority of the Committee shall govern all actions of the Committee.

3. Subject to the express provisions of this Plan, the Committee shall have authority to allow Participants the right to elect to receive fees for services as a director in either cash or an equivalent amount of whole shares of Common Stock of the Company, or partly in cash and partly in whole shares of the Common Stock of the Company, subject to such conditions or restrictions, if any, as the Committee may determine. The Committee also has the authority to make all other determinations it deems necessary or advisable for administering this Plan.

4. The Committee may establish from time to time such regulations, provisions, and procedures within the terms of this Plan as, in its opinion, may be advisable in the administration of this Plan.

5. The Committee may designate the Secretary of the Company or other employees of the Company to assist the Committee in the administration of this Plan and may grant authority to such persons to execute documents on behalf of the Committee.

**ARTICLE C -- Participation.**

Participation in the Plan shall be limited to all non-employee Directors of the Company.

**ARTICLE D -- Limitation on Number of Shares for the Plan.**

The total number of shares of Common Stock of the Company that may be awarded each year shall not exceed 50,000 shares.

## **ARTICLE E -- Shares Subject to Use Under the Plan.**

Shares of Common Stock to be awarded under the terms of this Plan shall be treasury shares.

## **ARTICLE F -- Retirement Shares**

1. On the first business day in January, each Participant shall receive Retirement Shares with a fair market value of \$45,000 on the date of grant.
2. All shares awarded under this Article shall be valued as set forth in Article I.

## **ARTICLE G -- Stock Options.**

1. The Committee may, from time to time, grant Participants a Stock Option to purchase shares of Common Stock having an exercise price of one hundred percent (100%) of the fair market value of the Common Stock on the date of the grant.

2. The Stock Options shall have a term of ten (10) years from the date of grant, subject to earlier termination as provided herein, and shall be exercisable 100% three (3) years from the date of grant, except in the case of death, in which case the Stock Options shall be immediately exercisable.

3. Stock Options are not transferable other than by will or by the laws of descent and distribution. Legatees, distributees and duly appointed executors and administrators of the estate of a deceased Participant shall have the right to exercise such Stock Options at any time prior to the expiration date of the Stock Options.

4. If a Participant ceases to be a Director while holding unexercised Stock Options, such stock options are then void, except in the case of (i) death, (ii) disability, (iii) retirement at the end of a term, (iv) retirement after attaining the age of sixty-nine (69), (v) resignation from the Board following the Participant's retirement from a principal employer under the terms of an appropriate retirement plan or (vi) resignation from the Board for reasons of the antitrust laws or the conflict of interest, corporate governance or continued service policies.

5. Upon the exercise of a Stock Option, payment in full of the exercise price shall be made by the Participant. The exercise price may be paid for by the Participant either in cash, shares of the Common Stock of the Company to be valued at their fair market value on the date of exercise, or a combination thereof.

## **ARTICLE H -- Adjustments.**

In the event of any future reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering, share exchange, reclassification, distribution, spin-off or other change affecting the corporate structure, capitalization or Common Stock of the Company occurring after the date of approval of the Plan by the Company's shareholders, (i) the amount of shares authorized to be issued under the Plan and (ii) the number of shares and/or the exercise prices covered by outstanding stock options and stock appreciation rights shall be adjusted appropriately and equitably to prevent dilution or enlargement of rights under the Plan. Following any such change, the term "Common Stock" shall be deemed to refer to such class of shares or other securities as may be applicable.

## **ARTICLE I -- Transfer of Shares.**

1. The Committee may transfer Common Stock of the Company under the Plan subject to such conditions or restrictions, if any, as the Committee may determine. The conditions and restrictions may vary from time to time and may be set forth in agreements between the Company and the Participant or in the awards of stock to them, all as the Committee determines.

2. The shares awarded shall be valued at the average of the high and low quotations for Common Stock of the Company on the New York Stock Exchange on the day of the transfer to a Participant. All shares awarded shall be full shares, rounded up to the nearest whole share.

#### **ARTICLE J -- Additional Provisions.**

1. The Board may, at any time, repeal this Plan or may amend it from time to time except that no such amendment may amend this paragraph, increase the annual aggregate number of shares subject to this Plan, or alter the persons eligible to participate in this Plan. The Participants and the Company shall be bound by any such amendments as of their effective dates, but if any outstanding awards are affected, notice thereof shall be given to the holders of such awards and such amendments shall not be applicable to such holder without his or her written consent. If this Plan is repealed in its entirety, all theretofore awarded shares subject to conditions or restrictions transferred pursuant to this Plan shall continue to be subject to such conditions or restrictions.

2. Every recipient of shares pursuant to this Plan shall be bound by the terms and provisions of this Plan and of the transfer of shares agreement referable thereto, and the acceptance of any transfer of shares pursuant to this Plan shall constitute a binding agreement between the recipient and the Company.

3. Notwithstanding anything to the contrary in the this Plan, stock options and stock appreciation rights granted hereunder shall vest immediately and any conditions or restrictions on Common Stock shall lapse upon a "Change in Control." A "Change in Control" shall mean the occurrence of any of the following:

- (a) An acquisition (other than directly from the Company) of any voting securities of the Company (the "Voting Securities") by any "Person" (as the term person is used for purposes of Section 13(d) or 14(d) of the Exchange Act), immediately after which such Person has "Beneficial Ownership" (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of twenty percent (20%) or more of the then outstanding Shares or the combined voting power of the Company's then outstanding Voting Securities; *provided, however*, in determining whether a Change in Control has occurred pursuant to this Section 4(a), Shares or Voting Securities which are acquired in a "Non-Control Acquisition" (as hereinafter defined) shall not constitute an acquisition which would cause a Change in Control. A "Non-Control Acquisition" shall mean an acquisition by (i) an employee benefit plan (or a trust forming a part thereof) maintained by (A) the Company or (B) any corporation or other Person of which a majority of its voting power or its voting equity securities or equity interest is owned, directly or indirectly, by the Company (for purposes of this definition, a "Related Entity"), (ii) the Company or any Related Entity, or (iii) any Person in connection with a "Non-Control Transaction" (as hereinafter defined);
- (b) The individuals who, as of July 11, 2000 are members of the Board (the "Incumbent Board"), cease for any reason to constitute at least half of the members of the Board; or, following a Merger (as hereinafter defined) which results in a Parent Corporation (as hereinafter defined), the board of directors of the ultimate Parent Corporation; *provided, however*, that if the election, or nomination for election by the Company's common stockholders, of any new director was approved by a vote of at least two-thirds of the Incumbent Board, such new director shall, for purposes of this Plan, be considered as a member of the Incumbent Board; *provided further, however*, that no individual shall be considered a member of the Incumbent Board if such individual initially assumed office as a result of either an actual or threatened "Election Contest" (as described in Rule 14a-11 promulgated under the Exchange Act) or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board (a "Proxy Contest") including by reason of any agreement intended to avoid or settle any Election Contest or Proxy Contest; or
- (c) The consummation of:

- (i) A merger, consolidation or reorganization with or into the Company or in which securities of the Company are issued (a "Merger"), unless such Merger is a "Non-Control Transaction." A "Non-Control Transaction" shall mean a Merger where:
  - (A) the stockholders of the Company, immediately before such Merger own directly or indirectly immediately following such Merger at least fifty percent (50%) of the combined voting power of the outstanding voting securities of (x) the corporation resulting from such Merger (the "Surviving Corporation") if fifty percent (50%) or more of the combined voting power of the then outstanding voting securities of the Surviving Corporation is not Beneficially Owned, directly or indirectly by another Person (a "Parent Corporation"), or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation;
  - (B) the individuals who were members of the Incumbent Board immediately prior to the execution of the agreement providing for such Merger constitute at least half of the members of the board of directors of (x) the Surviving Corporation, if there is no Parent Corporation, or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation; and
  - (C) no Person other than (1) the Company, (2) any Related Entity, (3) any employee benefit plan (or any trust forming a part thereof) that, immediately prior to such Merger was maintained by the Company or any Related Entity, or (4) any Person who, immediately prior to such merger, consolidation or reorganization had Beneficial Ownership of twenty percent (20%) or more of the then outstanding Voting Securities or Shares, has Beneficial Ownership of twenty percent (20%) or more of the combined voting power of the outstanding voting securities or common stock of (x) the Surviving Corporation if there is no Parent Corporation, or (y) if there is one or more Parent Corporations, the ultimate Parent Corporation;
- (ii) A complete liquidation or dissolution of the Company; or
- (iii) The sale or other disposition of all or substantially all of the assets of the Company to any Person (other than a transfer to a Related Entity or under conditions that would constitute a Non-Control Transaction with the disposition of assets being regarded as a Merger for this purpose or the distribution to the Company's stockholders of the stock of a Related Entity or any other assets).

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because any Person (the "Subject Person") acquired Beneficial Ownership of more than the permitted amount of the then outstanding Shares or Voting Securities as a result of the acquisition of Shares or Voting Securities by the Company which, by reducing the number of Shares or Voting Securities then outstanding, increases the proportional number of shares Beneficially Owned by the Subject Persons, provided that if a Change in Control would occur (but for the operation of this sentence) as a result of the acquisition of Shares or Voting Securities by the Company, and after such share acquisition by the Company, the Subject Person becomes the Beneficial Owner of any additional Shares or Voting Securities which increases the percentage of the then outstanding Shares or Voting Securities Beneficially Owned by the Subject Person, then a Change in Control shall occur.

#### **ARTICLE K -- Duration of Plan.**

This Plan shall be effective as of January 1, 1994. This Plan will terminate on December 31, 2003 unless a different termination date is fixed by the shareholders or by action of the Board but no such termination shall affect the prior rights under this Plan of the Company or of anyone to whom shares have been transferred prior to such termination.

Plan adopted November 9, 1993  
Plan approved by shareholders on October 11, 1994  
Plan Amended January 10, 1995  
Plan Amended June 11, 1996  
Adjusted for August 22, 1997 stock split  
Plan amended January 12, 1999  
Plan amended July 11, 2000  
Plan amended December 12, 2000  
Plan amended December 11, 2001  
Plan amended September 10, 2002

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## **Section 5: EX-10.6 (THE PROCTER & GAMBLE 1992 STOCK PLAN ( BELGIAN VERSION))**

### **EXHIBIT (10-6)**

THE PROCTER & GAMBLE 1992 STOCK PLAN (BELGIAN VERSION)  
(as amended December 11, 2001)

# **THE PROCTER & GAMBLE 1992 STOCK PLAN (BELGIAN VERSION)**

(as amended December 11, 2001)

1,000,000 Shares of Common Stock of The Procter & Gamble Company  
and  
1,000,000 Options to Purchase Common Stock of The Procter & Gamble Company

## **ARTICLE A --Purpose.**

The purpose of The Procter & Gamble 1992 Stock Plan (Belgian Version) (hereinafter referred to as the "Plan") is to encourage those employees of The Procter & Gamble Company (hereinafter referred to as the "Company") and its subsidiaries who are largely responsible for the long-term success and development of the business to strengthen the alignment of interests between employees and the Company's shareholders through the increased ownership of shares of the Company's Common Stock, and to encourage those employees to remain in the employ of the Company and its subsidiaries. This will be accomplished through the granting or sale to employees of options to purchase shares of the Common Stock of the Company, payment of a portion of the employees' remuneration in shares of the Common Stock, and the granting to them by the Company and a subsidiary, if appropriate, of deferred awards related to the increase in the price of the Common Stock of the Company as provided by the terms and conditions set forth in the Plan."

## **ARTICLE B -Administration.**

1. The Plan shall be administered by the Compensation Committee (hereinafter referred to as the "Committee") of the Board of Directors of the Company (hereinafter referred to as the "Board"), or such other committee as may be designated by the Board. The Committee shall consist of not less than three (3) members of the Board who are neither officers nor employees, or members of the Board who are "Non-Employee Directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (hereinafter referred to as the "1934 Act"), or any successor rule or definition adopted by the Securities and Exchange Commission, to be appointed by the Board from time to time and to serve at the discretion of the Board.

2. It shall be the duty of the Committee to administer this Plan in accordance with its provisions, to report thereon not less than once each year to the Board and to make such recommendations of amendments or otherwise as it deem necessary or appropriate. A decision by a majority of the Committee shall govern all actions of the Committee.

3. Subject to the express provisions of this Plan, the Committee shall have authority: to grant or offer for sale nonstatutory and incentive stock options; to grant to recipients stock appreciation rights either freestanding, in tandem with simultaneously granted or sold stock options, or in parallel with simultaneously granted or sold stock options; to award a portion of a recipient's remuneration in shares of Common Stock of the Company subject to such conditions or restrictions, if any, as the Committee may determine; to determine all the terms and provisions of the respective stock option, stock appreciation right, and stock award agreements including setting the dates when each stock option or stock appreciation right or part thereof may be exercised and determining the conditions and restrictions, if any, of any shares of Common Stock acquired through the exercise of any stock option; and to make all other determinations it deems necessary or advisable for administering this Plan; provided, however, the Committee shall have the further authority at time of grant to:

- (a) waive the provisions of Article F, paragraph I(a);
- (b) waive the provisions of Article F, paragraph I(b);
- (c) waive the provisions of Article G, paragraph 4(a) and (b); and
- (d) impose conditions in lieu of those set forth in Article G, paragraphs 4 through 7, for nonstatutory stock options, stock appreciation rights, and stock award grants which do not increase or extend the rights of the recipient,

to take into consideration the differences, limitations, and requirements of non-United States laws or conditions including tax regulations, exchange controls or investment restrictions, possible unenforceability of any part of this Plan, or other matters deemed appropriate by it.

4. The Committee may establish from time to time such regulations, provisions, and procedures within the terms of this Plan as, in its opinion, may be advisable in the administration of this Plan.

5. The Committee may designate the Secretary of the Company or other employees of the Company to assist the Committee in the administration of this Plan and may grant authority to such persons to execute documents on behalf of the Committee.

#### **ARTICLE C --Participation.**

The Committee shall select those employees of the Company and its subsidiaries who, in the opinion of the Committee, have demonstrated a capacity for contributing in a substantial manner to the success of such companies and shall determine the number of shares of the Common Stock of the Company to be transferred under this Plan subject to such conditions or restrictions as the Committee may determine and the number of shares with respect to which stock options or stock appreciation rights will be granted or sold. The Committee may consult with the Chief Executive, but nevertheless the Committee has the full authority to act, and the Committee's actions shall be final.

#### **ARTICLE D --Limitation on Number of Shares for the Plan.**

1. Unless otherwise authorized by the shareholders, the maximum aggregate number of shares available for award under this Plan for each calendar year the Plan is in effect, when combined with the maximum aggregate number of shares available for award under The Procter & Gamble 1992 Stock Plan in such calendar year, shall be one percent (1 %) of the total issued shares of Common Stock of the Company as of June 30 of the immediately preceding fiscal year.

2. Any of the authorized shares may be used in respect of any of the types of awards described in this Plan, except that no more than twenty-five percent (25%) of the authorized shares in any calendar year may be issued as restricted or unrestricted stock and no more than 1,000,000 of the authorized shares during the term of the Plan may be issued as incentive stock options.

3. Any authorized shares not used in a calendar year shall be available for awards under this Plan in succeeding calendar years.

#### **ARTICLE E --Shares Subject to Use Under the Plan.**



1. The shares to be delivered by the Company upon exercise of stock options or stock appreciation rights shall be either authorized but unissued shares or treasury shares, as determined by the Board. In the case of redemption of stock appreciation rights by one of the Company's subsidiaries, such shares shall be shares acquired by that subsidiary.

2. For purposes of this Plan, restricted or unrestricted stock awarded under the terms of this Plan shall be authorized but unissued shares, treasury shares, or shares acquired for purposes of the Plan by the Company or a subsidiary, as determined by the Board.

#### **ARTICLE F --Stock Options and Stock Appreciation Rights.**

1. In addition to such other conditions as may be established by the Committee, in consideration of the granting or sale of stock options or stock appreciation rights under the terms of this Plan, the recipient agrees as follows:

(a) The right to exercise any stock option or stock appreciation right shall be conditional upon certification by the recipient at time of exercise that the recipient intends to remain in the \_\_\_\_\_ employment of the Company or one of its subsidiaries (except in cases of retirement, disability or \_\_\_\_\_ Special Separation as defined in section 6 of Article G) for at least one (1) year following the \_\_\_\_\_ date of the exercise of the stock option or stock appreciation right, and,

(b) In order to better protect the goodwill of the Company and its subsidiaries and to prevent the \_\_\_\_\_ disclosure of the Company's or its subsidiaries' trade secrets and confidential information and thereby help insure the long-term success of the business, the recipient, without prior written consent of the Company, will not engage in any activity or provide any services, whether as a director, manager, supervisor, employee, adviser, consultant or otherwise, for a period of three (3) years following the date of the recipient's termination of employment with the Company (except for terminations of employment resulting from retirement or Special Separation), in connection with the manufacture, development, advertising, promotion, or sale of any product which is the same as or similar to or competitive with any products of the Company or its subsidiaries (including both existing products as well as products known to the recipient, as a consequence of the recipient's employment with the Company or one of its subsidiaries, to be in development):

(1) with respect to which the recipient's work has been directly concerned at any time during \_\_\_\_\_ the two (2) years preceding termination of employment with the Company or one of its \_\_\_\_\_ subsidiaries or

(2) with respect to which during that period of time the recipient, as a consequence of the \_\_\_\_\_ recipient's job performance and duties, acquired knowledge of trade secrets or other \_\_\_\_\_ confidential information of the Company or its subsidiaries.

For purposes of this section, it shall be conclusively presumed that recipients have knowledge of information they were directly exposed to through actual receipt or review of memos or documents containing such information, or through actual attendance at meetings at which such information was discussed or disclosed.

(c) The provisions of this Article are not in lieu of, but are in addition to the continuing obligation of the recipient (which recipient hereby acknowledges) to not use or disclose the Company's or its subsidiaries' trade secrets and confidential information known to the recipient until any particular trade secret or confidential information become generally known (through no fault of the recipient), whereupon the restriction on use and disclosure shall cease as to that item. Information regarding products in development, in test marketing or being marketed or promoted in a discrete geographic region, which information the Company or

one of its subsidiaries is considering for broader use, shall not be deemed generally known until such broader use is actually commercially implemented. As used in this Article, "generally known" means known throughout the domestic U. S. industry or, in the case of recipients who have job responsibilities outside of the United States, the appropriate foreign country or countries' industry.

- (d) By acceptance of any offered stock option or stock appreciation rights granted or sold under the terms of this Plan, the recipient acknowledges that if the recipient were, without authority, to use or disclose the Company's or any of its subsidiaries' trade secrets or confidential information or threaten to do so, the Company or one of its subsidiaries would

be entitled to injunctive and other appropriate relief to prevent the recipient from doing so. The recipient acknowledges that the harm caused to the Company by the breach or anticipated breach of this Article is by its nature irreparable because, among other things, it is not readily susceptible of proof as to the monetary harm that would ensue. The recipient consents that any interim or final equitable relief entered by a court of competent jurisdiction shall, at the request of the Company or one of its subsidiaries, be entered on consent and enforced by any court having jurisdiction over the recipient, without prejudice to any rights either party may have to appeal from the proceedings which resulted in any grant of such relief.

- (e) If any of the provisions contained in this Article shall for any reason, whether by application of existing law or law which may develop after the recipient's acceptance of an offer of the granting or sale of stock appreciation rights or stock options, be determined by a court of competent jurisdiction to be overly broad as to scope of activity, duration, or territory, the recipient agrees to join the Company or any of its subsidiaries in requesting such court to construe such provision by limiting or reducing it so as to be enforceable to the extent compatible with then applicable law. If any one or more of the terms, provisions, covenants, or restrictions of this Article shall be determined by a court of competent jurisdiction to be invalid, void or unenforceable, then the remainder of the terms, provisions, covenants, and restrictions of this Article shall remain in full force and effect and shall in no way be affected, impaired, or invalidated.

2. The fact that an employee has been granted or sold a stock option or a stock appreciation right under this Plan shall not limit the right of the employer to terminate the recipient's employment at any time. The Committee is authorized to suspend or terminate any outstanding stock option or stock appreciation right for actions taken prior to termination of employment if the Committee determines the recipient has acted significantly contrary to the best interests of the Company.

3. More than one stock option or stock appreciation right may be granted or sold to any employee under this Plan but the maximum number of shares with respect to which stock options or stock appreciation rights may be granted or sold to any employee in any calendar year shall not exceed five percent (5%) of the number of shares which can be issued or transferred annually hereunder, when combined with the maximum aggregate number of shares available for award under The Procter & Gamble 1992 Stock Plan in such calendar year.

4. The aggregate fair market value (determined at the time when the incentive stock option is exercisable for the first time by an employee during any calendar year) of the shares for which any employee may be granted or sold incentive stock options under this Plan and all other stock option plans of the Company and its subsidiaries in any calendar year shall not exceed \$100,000 (or such other amount as reflected in the limits imposed by Section 422(d) of the Internal Revenue Code of 1986, as it may be amended from time to time).

5. If the Committee grants or sells incentive stock options, all such stock options shall contain such provisions as permit them to qualify as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code of 1986, as may be amended from time to time.

6. With respect to stock options granted or sold in tandem with or parallel to stock appreciation rights, the exercise of either such stock options or such stock appreciation rights will result in the simultaneous cancellation of the same number of tandem or parallel stock appreciation rights or stock options, as the case may be.

7. The exercise price for all stock options and stock appreciation rights shall be established by the Committee at the time of their grant or, in the case of stock options to be sold, at the time of offer of such stock options for sale, and shall be not less than one hundred percent (100%) of the fair market value of the Common Stock of the Company on such date.

#### **ARTICLE G --Exercise of Stock Options and Stock Appreciation Rights.**

1. All stock options and stock appreciation rights granted or sold hereunder shall have a maximum life of no more than fifteen (15) years from the date of grant or, in the case of stock options to be sold, from the date of the offer of such options for sale.

2. No stock options or stock appreciation rights shall be exercisable within one (1) year from their date of grant or, in the case of stock options to be sold, from the date of the offer of such options for sale, except in the case of the death of the recipient.

3. During the lifetime of the recipient, stock options and stock appreciation rights may be exercised only by the recipient personally, or, in the event of the legal incompetence of the recipient, by the recipient's duly appointed legal guardian.

4. In case a recipient of stock options or stock appreciation rights ceases to be an employee of the Company or any of its subsidiaries while holding an unexercised stock option or stock appreciation right:

(a) Any unexercisable portions thereof are then void, except in the case of: (1) death of the recipient; (2) any Special Separation (as defined in section 6 of this Article G) that occurs more than six months from the date the options were granted or, in the case of stock options to be sold, from the date of the offer of such options for sale; or (3) any option as to which the Committee has waived, at the time of grant or, in the case of stock options to be sold, at the time of the offer of such options for sale, the provisions of this Article G, paragraph 4(a) pursuant to the authority granted by Article B, paragraph 3.

(b) Any exercisable portions thereof are then void, except in the case of death, retirement in accordance with the provisions of any appropriate profit sharing or retirement plan of the Company or any of its subsidiaries, Special Separation (as defined in section 6 of this Article G) of the recipient, or any option as to which the Committee has waived, at the time of grant or, in the case of stock options to be sold, at the time of offer of such options for sale, the provisions of this Article G, paragraph 4(b) pursuant to the authority granted by Article B, paragraph 3.

5. In the case of the death of a recipient of stock options or stock appreciation rights while an employee of the Company or any of its subsidiaries, the persons to whom the stock options or stock appreciation rights have been transferred by will or the laws of descent and distribution shall have the privilege of exercising remaining stock options, stock appreciation rights or parts thereof, whether or not exercisable on the date of death of such employee, at any time prior to the expiration date of the

stock options or stock appreciation rights.

6. Termination of employment under the permanent disability provision of any appropriate profit sharing or retirement plan of the Company or any of its subsidiaries shall be deemed the same as retirement. Special Separation means any termination of employment, except a termination for cause or a voluntary resignation that is not initiated or encouraged by the Company, that occurs prior to the time a recipient is eligible to retire. The death of a recipient of stock options or stock appreciation rights subsequent to retirement or Special Separation shall not render exercisable stock options or stock appreciation rights which were unexercisable at the time of the retirement or Special Separation. The persons to whom the exercisable stock options or stock appreciation rights have been transferred by will or the laws of descent and distribution shall have the privilege of exercising such remaining stock options, stock appreciation rights or parts thereof, at any time prior to the expiration date of the stock options or stock appreciation rights.

7. Stock options and stock appreciation rights are not transferable other than by will or by the laws of descent and distribution and they may not be assigned or hypothecated. For the purpose of exercising stock options or stock appreciation rights after the death of the recipient, the duly appointed executors and administrators of the estate of the deceased recipient shall have the same rights with respect to the stock options and stock appreciation rights as legatees or distributees would have after distribution to them from the recipient's estate.

8. Upon the exercise of stock appreciation rights, the recipient shall be entitled to receive a redemption differential for each such stock appreciation right which shall be the difference between the then fair market value of one share of the Common Stock of the Company and the exercise price of one stock appreciation right then being exercised. In the case of the redemption of stock appreciation rights by a subsidiary of the Company not located in the United States, the redemption differential shall be calculated in United States dollars and converted to the appropriate local currency on the exercise date. As determined by the Committee, the redemption differential may be paid in cash, Common Stock of the Company to be valued at its fair market value on the date of exercise, any other mode of payment deemed appropriate by the Committee or any combination thereof. The number of shares with respect to which stock appreciation rights are being exercised shall not be available for granting or selling future stock options or stock appreciation rights under this Plan.

9. The Committee may, in its sole discretion, permit a stock option which is being exercised either (a) by an optionee whose retirement is imminent or who has retired or (b) after the death of the optionee, to be surrendered, in lieu of exercise, for an amount equal to the difference between the stock option exercise price and the fair market value of shares of the Common Stock of the Company on the day the stock option is surrendered, payment to be made in shares of the Company's Common Stock which are subject to this Plan valued at their fair market value on such date, cash, or a combination thereof, in such proportion and upon such terms and conditions as shall be determined by the Committee. The difference between the number of shares subject to stock options so surrendered and the number of shares, if any, issued upon such surrender shall represent shares which shall not be available for granting or selling future stock options under this Plan.

10. Time spent on leave of absence shall be considered as employment for the purposes of this Plan. Leave of absence means any period of time away from work granted to any employee by his or her employer because of illness, injury, or other reasons satisfactory to the employer.

11. The Company reserves the right from time to time to suspend the exercise of any stock option or stock appreciation right where such suspension is deemed by it necessary or appropriate for corporate purposes. No such suspension shall extend the life of the stock option or stock appreciation right beyond its expiration date, and in no event will there be a suspension in the five (5) calendar days immediately preceding the expiration date.

## **ARTICLE H --Payment for Stock Options.**

Upon the exercise of a stock option, payment in full of the exercise price shall be made by the optionee. As determined by the Committee, the stock option exercise price may be paid for by the optionee either in cash, shares of the Common Stock of the Company to be valued at their fair market value on the date of exercise, a combination thereof, or such other method as determined by the Committee.

## **ARTICLE I --Transfer of Shares.**

1. The Committee may transfer Common Stock of the Company under the Plan subject to such conditions or restrictions, if any, as the Committee may determine. The conditions and restrictions may vary from time to time and with respect to particular employees or group of employees and may be set forth in agreements between the Company and the employee or in the awards of stock to them, all as the Committee determines. It is contemplated that the conditions and restrictions established by the Committee will be consistent with the objectives of this Plan and may be of the following types. In giving these examples, it is not intended to restrict the Committee's authority to impose other restrictions or conditions, or to waive restrictions or conditions under circumstances deemed by the Committee to be appropriate and not contrary to the best interests of the Company.

### **(a) Restrictions**

The employee will not be able to sell, pledge, or dispose of the shares during a specified period except in accordance with the agreement or award. Such restrictions will lapse either after a period of, for example, five years, or in fifteen or fewer annual installments following retirement or termination of employment, as the Committee from time to time may determine. However, upon the transfer of shares subject to restrictions, an employee will have all incidents of ownership in the shares, including the right to dividends (unless otherwise restricted by the Committee), to vote the shares, and to make gifts of them to family members (still subject to the restrictions).

### **(b) Lapse of Restrictions**

In order to have the restrictions lapse, an employee may be required to continue in the employ of the Company or a subsidiary for a prescribed period of time. Exemption from this requirement may be prescribed in the case of death, disability, or retirement, or as otherwise prescribed by the Committee.

## **ARTICLE J --Adjustments.**

In the event of any future reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering, share exchange, reclassification, distribution, spin-off or other change affecting the corporate structure, capitalization or Common Stock of the Company occurring after the date of approval of the Plan by the Company's shareholders, (i) the amount of shares authorized to be issued under the Plan and (ii) the number of shares and/or the exercise prices covered by outstanding stock options and stock appreciation rights shall be adjusted appropriately and equitably to prevent dilution or enlargement of rights under the Plan. Following any such change, the term "Common Stock" shall be deemed to refer to such class of shares or other securities as may be applicable.

## **ARTICLE K --Additional Provisions.**

1. The Board may, at any time, repeal this Plan or may amend it from time to time. The recipient of awards under this Plan and the Company shall be bound by any such amendments as of their effective

dates, but if any outstanding stock options or stock appreciation rights are affected, notice thereof shall be given to the holders of such stock options and stock appreciation rights and such amendments shall not be applicable to such holder without his or her written consent. If this Plan is repealed in its entirety, all theretofore granted or sold unexercised stock options or stock appreciation rights shall continue to be exercisable in accordance with their terms and shares subject to conditions or restrictions transferred pursuant to this Plan shall continue to be subject to such conditions or restrictions.

2. In the case of an employee of a subsidiary company, performance under this Plan, including the transfer of shares of the Company, may be by the subsidiary. Nothing in this Plan shall affect the right of the Company or any subsidiary to terminate the employment of any employee with or without cause. None of the participants, either individually or as a group, and no beneficiary or other person claiming under or through any participant, shall have any right, title, or interest in any shares of the Company purchased or reserved for the purpose of this Plan except as to such shares, if any, as shall have been granted, sold or transferred to him or her. Nothing in this Plan shall preclude the issuance, sale or transfer of shares of the Company to employees under any other plan or arrangement now or hereafter in effect.

3. "Subsidiary" means any company in which greater than fifty percent (50%) of the total combined voting power of all classes of stock is owned, directly or indirectly, by the Company. In addition, the Board may designate for participation in this Plan as a "subsidiary," except for the granting or selling of incentive stock options, those additional companies affiliated with the Company in which the Company's direct or indirect stock ownership is less than fifty percent (50%) of the total combined voting power of all classes of such company's stock.

#### **ARTICLE L -- Consent.**

Every recipient of a stock option, stock appreciation right, or transfer of shares pursuant to this Plan shall be bound by the terms and provisions of this Plan and of the stock option, stock appreciation right, or transfer of shares agreement referable thereto, and the acceptance of any stock option, stock appreciation right, or transfer of shares pursuant to this Plan shall constitute a binding agreement between the recipient and the Company and its subsidiaries and any successors in interest to any of them. This Plan shall be governed by and construed in accordance with the laws of the State of Ohio, United States of America.

#### **ARTICLE M --Duration of Plan.**

This Plan will terminate on July 14, 2002 unless a different termination date is fixed by action of the Board of Directors, but no such termination shall affect the prior rights under this Plan of the Company (or any subsidiary) or of anyone to whom stock options or stock appreciation rights were granted or sold prior thereto or to whom shares have been transferred prior to such termination.

## **ADDITIONAL INFORMATION**

### **1. Stock Options Offered for Purchase**

Stock options may be offered for purchase at a price of one dollar (\$U.S. 1.00) per option (the "Purchased Stock Options"). Participants must pay for any Purchased Stock Option within sixty (60) days after the date of acceptance established by the Committee for such Purchased Stock Option by delivering cash or check to the Company or its applicable subsidiary. Each Purchased Stock Option represents the right to acquire one share of Common Stock upon the exercise of such Purchased Stock Option. The number of stock options, whether Purchased Stock Options or otherwise, issued by the Company and outstanding as of January 31, 1997 is 30,884,517. The Purchased Stock Options are not listed on an exchange. For such Purchased Stock Options, the Committee, pursuant to authority granted by Article B, paragraph 3 of the Plan, has waived the conditions and restrictions of paragraphs 4(a) and (b) of Article G as follows: the Purchased Stock Options will remain exercisable for up to one (1) month following any termination of employment; provided that if termination of employment occurs as a result of death, retirement or Special Separation, the stock option will remain exercisable for its full term until its date of expiration.

**There is no guarantee that the price of the Common Stock will exceed the exercise price of any Purchased Stock Option, in which case such Purchased Stock Option would have no value.**

### **2. Shares Awarded as a Portion of Remuneration**

Any shares of Common Stock of the Company awarded as a portion of a participant's remuneration shall be valued at not less than one hundred percent (100%) of the fair market value of the Company's Common Stock on the date of the award. These shares may be subject to such conditions or restrictions as the Committee may determine, including a requirement that the participant remain in the employ of the Company or one of its subsidiaries for a set period of time, or until retirement. Failure to abide by any applicable restriction will result in forfeiture of the shares.

### **3. U.S. Tax Treatment for U.S. Persons**

#### ***Incentive Stock Options***

With regard to tax effects which may accrue to the optionee, counsel advises that if the optionee has continuously been an employee from the time an option has been granted until at least three months before it is exercised, under existing law no taxable income results to the optionee from the exercise of an incentive stock option at the time of exercise. However, the spread at exercise is an "adjustment" item for alternative minimum tax purposes.

Any gain realized on the sale or other disposition of stock acquired on exercise of an incentive stock option is considered as long-term capital gain for tax purposes if the stock has been held more than two years after the date the option was granted and more than one year after the date of exercise of the option. If the stock is disposed of within one year after exercise, the lesser of any gain on such disposition or the spread at exercise (i.e., the excess of the fair market value of the stock on the date of exercise over the option price) is treated as ordinary income, and any appreciation after the date of exercise is considered long-term or short-term capital gain to the optionee depending on the holding period prior to sale. However, the spread at exercise (even if greater than the gain on the disposition) is treated as ordinary income if the disposition is one on which a loss, if sustained, is not recognized--e.g., a gift, a "wash" sale or a sale to a related party. The amount of ordinary income recognized by the optionee is treated as a tax deductible expense to the Company. No other amount relative to an incentive stock option is a tax deductible expense to the Company.

### ***Nonstatutory Stock Options***

With regard to tax effects which may accrue to the optionee, counsel advises that under existing tax law gain taxable as ordinary income to the optionee is deemed to be realized at the date of exercise of the option, the gain on each share being the difference between the market price on the date of exercise and the option price. This amount is treated as a tax deductible expense to the Company at the time of the exercise of the option. Any appreciation in the value of the stock after the date of exercise is considered a long-term or short-term capital gain to the optionee depending on whether or not the stock was held for the appropriate holding period prior to sale.

### ***Stock Appreciation Rights***

With regard to tax effects which may accrue to the recipient, counsel advises that "United States persons," as defined in the Internal Revenue Code of 1986 (the "I.R.C."), must recognize ordinary income as of the date of exercise equal to the amount paid to the recipient, i.e., the difference between the grant price and the value of the shares on the date of exercise.

### ***Shares Awarded as a Portion of Remuneration***

With regard to tax effects which may accrue to the recipient, counsel advises that "United States persons" as defined in the Internal Revenue Code of 1986 (the "I.R.C."), must recognize ordinary income in the first taxable year in which the recipient's rights to the stock are transferable or are not subject to a substantial risk of forfeiture, whichever is applicable. Recipients who are "United States persons" may also elect to include the income in their tax returns for the taxable year in which they receive the shares by filing an election to do so with the appropriate office of the Internal Revenue Service within 30 days of the date the shares are transferred to them.

The amount includable in income is the fair market value of the shares as of the day the shares are transferable or not subject to a substantial risk of forfeiture, whichever is applicable; if the recipient has elected to include the income in the year in which the shares are received, the amount of income includable is the fair market value of the shares at the time of transfer.

For non-United States persons, the time when income is realized, its measurement and its taxation, will depend on the laws of the particular countries in which the recipients are residents and/or citizens at the time of transfer or when the shares are first transferable and not subject to a substantial risk of forfeiture, as the case may be. "United States persons" who receive shares awarded as a portion of remuneration may also have tax consequences with respect to the receipt of shares or the expiration of restrictions or substantial risk of forfeiture on such shares under the laws of the particular country other than the United States of which such person is a resident or citizen.

Notwithstanding the above advice received by the Company, it is each individual recipient's responsibility to check with his or her personal tax adviser as to the tax effects and proper handling of stock options, stock appreciation rights and Common Stock acquired. The above advice relates specifically to the U.S. consequences of stock options, stock appreciation rights and Common Stock acquired, including the U.S. consequences to "United States persons" whether or not resident in the U.S. In addition to U.S. tax consequences, for all persons who are not U.S. residents, the time when income, if any, is realized, the measurement of such income and its taxation will also depend on the laws of the particular country other than the U.S. of which such persons are resident and/or citizens at the time of grant or sale or the time of exercise, as the case may be.

The Plan is not subject to the qualification requirements of Section 401(a) of the I.R.C.



#### **4. Employee Retirement Income Security Act of 1974**

The Plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

#### **5. Incorporation of Certain Documents by Reference**

The following documents filed by the Company with the Securities and Exchange Commission (File No. 1-434) pursuant to the 1934 Act are incorporated into this document by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2001;
2. The Company's Quarterly Reports on Form 10-Q for the quarter ended September 30, 2001;
3. All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the 1934 Act after the date of this Prospectus and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold.

The Company will provide without charge to each participant in the Plan, upon oral or written request, a copy of any or all of these documents other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents. In addition, the Company will provide without charge to such participants a copy of the Company's most recent annual report to shareholders, proxy statement, and other communications distributed generally to security holders of the Company. Requests for such copies should be directed to [Name], Shareholder Services, The Procter & Gamble Company, P.O. Box 5572, Cincinnati, Ohio 45201, [phone].

#### **6. Additional Information**

Additional information about the Plan and its administrators may be obtained from [Name], The Procter & Gamble Company, One Procter & Gamble Plaza, Cincinnati, Ohio 45202, [phone].

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## **Section 6: EX-11 (COMPUTATION OF EARNING PER SHARE)**

**THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES**

Computation of Earnings Per Share

Amounts in millions except per share amounts

| <u>Years ended June 30</u>  | <u>2013</u>    | <u>2012</u>    | <u>2011</u>    | <u>2010</u>    | <u>2009</u>    |
|---|----------------|----------------|----------------|----------------|----------------|
| <b>BASIC NET EARNINGS PER SHARE</b>   |                |                |                |                |                |
| Net earnings from continuing operations   | \$ 11,402      | \$ 9,317       | \$ 11,698      | \$ 10,851      | \$ 10,645      |
| Net earnings attributable to noncontrolling interests   | (90)           | (148)          | (130)          | (110)          | (86)           |
| Net earnings from continuing operations attributable to Procter & Gamble                                  | 11,312         | 9,169          | 11,568         | 10,741         | 10,559         |
| Preferred dividends, net of tax benefit   | (244)          | (256)          | (233)          | (219)          | (192)          |
| Net earnings from continuing operations attributable to Procter & Gamble available to common shareholders | \$ 11,068      | \$ 8,913       | \$ 11,335      | \$ 10,522      | \$ 10,367      |
| Net earnings from discontinued operations   | —              | 1,587          | 229            | 1,995          | 2,877          |
| Net earnings attributable to Procter & Gamble available to common shareholders                            | <u>11,068</u>  | <u>10,500</u>  | <u>11,564</u>  | <u>12,517</u>  | <u>13,244</u>  |
| Basic weighted average common shares outstanding  | <u>2,742.9</u> | <u>2,751.3</u> | <u>2,804.0</u> | <u>2,900.8</u> | <u>2,952.2</u> |
| Basic net earnings per common share - continuing operations   | \$ 4.04        | \$ 3.24        | \$ 4.04        | \$ 3.63        | \$ 3.51        |
| Basic net earnings per common share - discontinued operations   | —              | 0.58           | 0.08           | 0.69           | 0.98           |
| Basic net earnings per common share   | <u>4.04</u>    | <u>3.82</u>    | <u>4.12</u>    | <u>4.32</u>    | <u>4.49</u>    |
| <b>DILUTED NET EARNINGS PER SHARE</b>   |                |                |                |                |                |
| Net earnings from continuing operations attributable to Procter & Gamble                                  | \$ 11,312      | \$ 9,169       | \$ 11,568      | \$ 10,741      | \$ 10,559      |
| Net earnings from discontinued operations   | —              | 1,587          | 229            | 1,995          | 2,877          |
| Net earnings attributable to Procter & Gamble   | <u>11,312</u>  | <u>10,756</u>  | <u>11,797</u>  | <u>12,736</u>  | <u>13,436</u>  |
| Basic weighted average common shares outstanding  | 2,742.9        | 2,751.3        | 2,804.0        | 2,900.8        | 2,952.2        |
| Add potential effect of:  |                |                |                |                |                |
| Conversion of preferred shares  | 116.8          | 123.9          | 128.5          | 134.0          | 139.2          |
| Exercise of stock options and other unvested equity awards  | <u>70.9</u>    | <u>66.0</u>    | <u>69.4</u>    | <u>64.5</u>    | <u>62.7</u>    |
| Diluted weighted average common shares outstanding  | <u>2,930.6</u> | <u>2,941.2</u> | <u>3,001.9</u> | <u>3,099.3</u> | <u>3,154.1</u> |
| Diluted net earnings per common share - continuing operations   | \$ 3.86        | \$ 3.12        | \$ 3.85        | \$ 3.47        | \$ 3.35        |
| Diluted net earnings per common share - discontinued operations   | —              | 0.54           | 0.08           | 0.64           | 0.91           |
| Diluted net earnings per common share   | <u>3.86</u>    | <u>3.66</u>    | <u>3.93</u>    | <u>4.11</u>    | <u>4.26</u>    |

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## Section 7: EX-12 (COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES)

**EXHIBIT (12)**

**THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES**

Computation of Ratio of Earnings to Fixed Charges

Amounts in millions

| <u>Years ended June 30</u>   | <u>2013</u>   | <u>2012</u>   | <u>2011</u>   | <u>2010</u>   | <u>2009</u>   |
|--|---------------|---------------|---------------|---------------|---------------|
| EARNINGS, AS DEFINED   |               |               |               |               |               |
| Earnings from operations before income taxes after eliminating undistributed earnings of equity method investees | \$ 14,934     | \$ 12,792     | \$ 15,021     | \$ 14,881     | \$ 14,275     |
| Fixed charges (excluding capitalized interest)   | 899           | 1,000         | 1,052         | 1,167         | 1,576         |
| TOTAL EARNINGS, AS DEFINED   | <u>15,833</u> | <u>13,792</u> | <u>16,073</u> | <u>16,048</u> | <u>15,851</u> |
| FIXED CHARGES, AS DEFINED  |               |               |               |               |               |
| Interest expense (including capitalized interest)  | \$ 754        | \$ 844        | \$ 888        | \$ 1,014      | \$ 1,431      |
| 1/3 of rental expense  | 171           | 176           | 170           | 176           | 177           |
| TOTAL FIXED CHARGES, AS DEFINED  | <u>925</u>    | <u>1,020</u>  | <u>1,058</u>  | <u>1,190</u>  | <u>1,608</u>  |
| RATIO OF EARNINGS TO FIXED CHARGES   | 17.1x         | 13.5x         | 15.2x         | 13.5x         | 9.9x          |

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## Section 8: EX-21 (SUBSIDIARIES OF REGISTRANT)

### EXHIBIT (21)

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES  
Subsidiaries of the Registrant

## THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES

The registrant's subsidiaries are listed below, omitting certain entities that have de minimis activity or are in the process of being liquidated that, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of June 30, 2013. Entities denoted with an asterisk (\*) are among those currently planned for liquidation.

"Procter & Gamble Services Company" O.O.O. [Russia]  
"Procter & Gamble" O.O.O. [Russia]  
Agile Pursuits Franchising, Inc. [Ohio]  
Agile Pursuits, Inc. [Delaware]  
Agile Pursuits, Inc. [Ohio]  
An-Pro Company [Ohio]  
Arbora & Ausonia, S.L.U. [Spain]  
Arbora, S.A. [Spain]  
Arborinvest, S.A.U. [Spain]  
Braun (Shanghai) Co., Ltd. [China]  
Braun GmbH [Germany]  
Braun Oral-B Ireland Limited [Ireland]  
Braun-Gillette Immobilien GmbH & Co. KG [Germany]  
Capella OOO [Russia]  
Chemo Laboratories Manufacturing Sdn. Bhd. [Malaysia] (\*)  
China Battery Limited [Hong Kong]  
Compania Giva, S.A. [Delaware]  
Compania Procter & Gamble Mexico, S. de R.L. de C.V. [Mexico]  
Consumer Studies, Inc. [Massachusetts]  
Corporativo Procter & Gamble, S. de R.L. de C.V. [Mexico]  
Cosmetic Products Pty. Ltd. [Australia]  
Cosmetic Suppliers Pty. Ltd. [Australia]  
Detergent Products B.V. [Netherlands ]  
Detergent Products SARL [Switzerland]  
Detergenti S.A. [Romania]  
Duracell (China) Ltd. [China]  
Duracell Batteries B.V.B.A. [Belgium]  
Duracell do Brasil Industria e Comercio Ltda. [Brazil]  
Duracell Powermat, LLC [Delaware]  
Escada Cosmetics Ltd. [Korea] (\*)  
Fameccanica Data S.p.A. [Italy]  
Fameccanica Indústria e Comércio Do Brasil LTDA. [Brazil]  
Fameccanica Machinery (Shanghai) Co., Ltd. [China]  
Fater S.p.A. [Italy]  
FF Trademark, LLC [Delaware]  
Foreign Company "Procter & Gamble" [Belarus]  
Fountain Square Music Publishing Co., Inc. [Ohio]  
FPG Oleochemicals Sdn. Bhd. [Malaysia]  
Frederic Holding Co. [Delaware]  
Frederic, LLC [Delaware]

Fujian Nanping Nanfu Battery Co., Ltd. [China]  
Gillette (China) Ltd. [China]  
Gillette (Shanghai) Ltd. [China]  
Gillette (Shanghai) Sales Company Limited [China]  
Gillette Aesop Ltd. [U.K.]  
Gillette Australia Pty. Ltd. [Australia]  
Gillette Canada Holdings, Inc. [Delaware]  
Gillette China Investment, LLC [Delaware]  
Gillette Commercial Operations North America [Massachusetts]  
Gillette Czech and Ukraine Holding, LLC [Ohio]  
Gillette de Mexico, Inc. [Delaware]  
Gillette del Uruguay, S.A. [Uruguay] (\*)  
Gillette Distribution Ltd. [Egypt] (\*)  
Gillette Diversified Operations Pvt. Ltd. [India]  
Gillette Egypt S.A.E. [Egypt]  
Gillette GOK Holding LLC [Ohio]  
Gillette Group UK Ltd [U.K.]  
Gillette Holding Company, Inc. [Delaware]  
Gillette Holding GmbH [Germany]  
Gillette India Limited [India]  
Gillette Industries Ltd. [U.K.]  
Gillette International B.V. [Netherlands]  
Gillette Latin America Holding B.V. [Netherlands]  
Gillette Management LLC [Delaware]  
Gillette Nova Scotia Company [Canada]  
Gillette Pakistan Limited [Pakistan]  
Gillette Poland International sp. zo.o. [Poland]  
Gillette Poland S.A. [Poland]  
Gillette Products Private Limited [India]  
Gillette U.K. Limited [U.K.]  
Giorgio Beverly Hills, Inc. [Delaware]  
Go Unlimited LLC [Delaware]  
Graham Webb International, Inc. [Delaware]  
Gresham Cosmetics Pty. Ltd. [Australia]  
HDS Cosmetics Lab Inc. [Delaware]  
Hyginett KFT [Hungary]  
Iams Chile Ltda. [Chile]  
Iams do Brasil Comercial, Exportadora e Importadora Ltda. [Brazil]  
Iams Europe B.V. [Netherlands ]  
Iams Pet Food International N.V. [Netherlands]  
Industries Marocaines Modernes SA [Morocco]  
Laboratorios Vicks, S.L.U. [Spain]  
Liberty Street Music Publishing Company, Inc. [Ohio]  
Limited Liability Company 'Procter & Gamble Trading Ukraine' [Ukraine]  
LLC "Procter & Gamble Novomoskovsk" [Russia]  
LLL "Procter & Gamble Distributorskaya Compania" [Russia]

LLL "Procter & Gamble Prestige Products" [Russia] (\*)  
Marcvenca Inversiones, C.A. [Venezuela]  
MDVIP, Inc. [Delaware]  
Metropolitan Cosmetics GmbH [Germany]  
Mining Consultants (India) Private Ltd. [India]  
Modern Industries Company - Dammam [Saudi Arabia]  
Modern Products Company - Jeddah [Saudi Arabia]  
Natura Pet Products, Inc. [Delaware]  
New Chapter Canada Inc. [Canada]  
New Chapter, Inc. [Delaware]  
Nexus Mercantile Private Ltd. [India]  
Nioxin Management, Inc. [Georgia]  
Nioxin Research Laboratories, Inc. [Georgia]  
Noxell Corporation [Maryland]  
Olay LLC [Puerto Rico]  
Ondal France SARL [France]  
Oral-B Laboratories Dublin LLC [Delaware]  
Oral-B Laboratories Newbridge LLC [Delaware]  
Oral-B Laboratories, G.P. [Delaware]  
P&G Asia Investments, LLC [Ohio]  
P&G Design Center Godo Kaisha [Japan]  
P&G Distribution Morocco SAS [Morocco]  
P&G Indochina [Vietnam]  
P&G Industrial Peru S.R.L. [Peru]  
P&G Innovation Godo Kaisha [Japan]  
P&G Israel M.D.O. Ltd. [Israel]  
P&G Japan Holdings Godo Kaisha [Japan]  
P&G K.K. [Japan]  
P&G Max Factor Godo Kaisha [Japan]  
P&G Northeast Asia Pte. Ltd. [Singapore]  
P&G Prestige Products GmbH [Germany]  
P&G Prestige Products Ltd. [U.K.]  
P&G Prestige Products N.V. [Belgium]  
P&G Prestige Products, Inc. [Connecticut]  
P&G Prestige Service GmbH [Germany]  
P&G South African Trading (Pty.) Ltd. [South Africa]  
P&G-Clairel, Inc. [Delaware]  
Parfums Rochas S.A.S. [France]  
PGIO S.A. Agencia en Chile [Chile]  
PGT Healthcare LLP [Delaware]  
Phase II Holdings Corporation [Philippines]  
PPI ZAO [Russia]  
PPS Hairwear Australia Pty. Ltd. [Australia]  
Procter & Gamble (Chengdu) Ltd. [China]  
Procter & Gamble (China) Ltd. [China]  
Procter & Gamble (China) Sales Co., Ltd. [China]

Procter & Gamble (Egypt) Manufacturing Company [Egypt]  
Procter & Gamble (Enterprise Fund) Limited [U.K.]  
Procter & Gamble (Guangzhou) Consumer Products Co., Ltd. [China]  
Procter & Gamble (Guangzhou) Ltd. [China]  
Procter & Gamble (Health & Beauty Care) Limited [U.K.]  
Procter & Gamble (Jiangsu) Ltd. [China]  
Procter & Gamble (L&CP) Limited [U.K.]  
Procter & Gamble (Malaysia) Sdn Bhd [Malaysia]  
Procter & Gamble (Shanghai) International Trade Company Ltd. [China]  
Procter & Gamble (Singapore) Pte. Ltd. [Singapore]  
Procter & Gamble Acquisition GmbH [Germany]  
Procter & Gamble Algeria EURL [Algeria]  
Procter & Gamble Amazon Holding B.V. [Netherlands]  
Procter & Gamble Amiens S.A.S. [France]  
Procter & Gamble Argentina SRL [Argentina]  
Procter & Gamble Asia Holding B.V. [Netherlands]  
Procter & Gamble Asia Pte. Ltd. [Philippines]  
Procter & Gamble Asia Pte. Ltd. [Singapore] (\*)  
Procter & Gamble Australia Proprietary Limited [Australia]  
Procter & Gamble Azerbaijan Services LLC [Azerbaijan]  
Procter & Gamble Blois S.A.S. [France]  
Procter & Gamble Brazil Holdings B.V. [Netherlands]  
Procter & Gamble Bulgaria EOOD [Bulgaria]  
Procter & Gamble Business Services Canada Company [Canada]  
Procter & Gamble Canada Holding B.V. [Netherlands]  
Procter & Gamble Chile Holding Ltda. [Chile]  
Procter & Gamble Chile Limitada [Chile]  
Procter & Gamble Chile, Inc. [Ohio]  
Procter & Gamble Colombia Ltda. [Colombia]  
Procter & Gamble Commercial de Cuba, S.A. [Cuba]  
Procter & Gamble Commercial LLC [Puerto Rico]  
Procter & Gamble Czech Holding B.V. [Netherlands]  
Procter & Gamble Czech Republic s.r.o. [Czech Republic]  
Procter & Gamble d.o.o. za trgovinu [Croatia]  
Procter & Gamble Danmark ApS [Denmark]  
Procter & Gamble de Venezuela, S.C.A. [Venezuela]  
Procter & Gamble Detergent (Beijing) Ltd. [China]  
Procter & Gamble Distributing (Philippines) Inc. [Philippines]  
Procter & Gamble Distributing New Zealand Limited [New Zealand]  
Procter & Gamble Distribution Company (Europe) BVBA [Belgium]  
Procter & Gamble Distribution S.R.L. [Romania]  
Procter & Gamble do Brasil S/A [Brazil]  
Procter & Gamble do Brazil, LLC [Delaware]  
Procter & Gamble do Nordeste S/A [Brazil]  
Procter & Gamble DS Polska Spolka z o.o. [Poland]  
Procter & Gamble Eastern Europe, LLC [Ohio]

Procter & Gamble Ecuador Cia. Ltda. [Ecuador]  
Procter & Gamble Egypt [Egypt]  
Procter & Gamble Egypt Distribution [Egypt]  
Procter & Gamble Egypt Holding [Egypt]  
Procter & Gamble Egypt Supplies [Egypt]  
Procter & Gamble Energy Company LLC [Ohio]  
Procter & Gamble España S.A. [Spain]  
Procter & Gamble Europe SA [Switzerland]  
Procter & Gamble Export Operations SARL [Switzerland]  
Procter & Gamble Exports, LLC [Delaware]  
Procter & Gamble Far East, Inc. [Ohio]  
Procter & Gamble Finance (U.K.) Ltd. [U.K.]  
Procter & Gamble Financial Services S.a.r.l. [Luxembourg]  
Procter & Gamble Finland OY [Finland]  
Procter & Gamble France S.A.S. [France]  
Procter & Gamble Germany GmbH & Co. Operations oHG [Germany]  
Procter & Gamble Germany GmbH [Germany]  
Procter & Gamble GmbH [Germany]  
Procter & Gamble Grundstücks-und Vermögensverwaltungs GmbH & Co. KG [Germany]  
Procter & Gamble Gulf FZE [United Arab Emirates]  
Procter & Gamble Hair Care, LLC [Delaware]  
Procter & Gamble Hellas Ltd. [Greece]  
Procter & Gamble Holding (Thailand) Limited [Thailand]  
Procter & Gamble Holding France S.A.S. [France]  
Procter & Gamble Holding GmbH [Germany]  
Procter & Gamble Holding S.r.l. [Italy]  
Procter & Gamble Holdings (UK) Ltd. [U.K.]  
Procter & Gamble Home Products Limited [India]  
Procter & Gamble Hungary Wholesale Trading Partnership (KKT) [Hungary]  
Procter & Gamble Hygiene & Health Care Limited [India]  
Procter & Gamble Inc. [Canada]  
Procter & Gamble India Holdings B.V. [Netherlands]  
Procter & Gamble India Holdings, Inc. [Ohio]  
Procter & Gamble Industrial Colombia Ltda. [Colombia]  
Procter & Gamble Industrial e Comercial Ltda. [Brazil]  
Procter & Gamble Industrial S.C.A. [Venezuela]  
Procter & Gamble Industrial-2012 C.A. [Venezuela]  
Procter & Gamble Interamericas de Costa Rica, Limitada [Costa Rica]  
Procter & Gamble Interamericas de El Salvador, Limitada de Capital Variable [El Salvador] (\*)  
Procter & Gamble Interamericas de Guatemala, Limitada [Guatemala]  
Procter & Gamble Interamericas de Panama, S. de R.L. [Panama]  
Procter & Gamble International Finance Funding General Management S.a.r.l. [Luxembourg] (\*)  
Procter & Gamble International Funding SCA [Luxembourg]  
Procter & Gamble International Operations Pte. Ltd. [Singapore]  
Procter & Gamble International Operations S.A. [Switzerland]  
Procter & Gamble International Operations SA-ROHQ [Philippines]



Procter & Gamble International S.a.r.l. [Luxembourg]  
Procter & Gamble Investment Company (UK) Ltd. [U.K.]  
Procter & Gamble Investment GmbH [Germany]  
Procter & Gamble Italia, S.p.A. [Italy]  
Procter & Gamble Japan K.K. [Japan]  
Procter & Gamble Kazakhstan LLP [Kazakhstan]  
Procter & Gamble Korea IE, Co. [Korea]  
Procter & Gamble Korea Inc. [Korea]  
Procter & Gamble Korea S&D Co. [Korea]  
Procter & Gamble Lanka Private Ltd. [Sri Lanka]  
Procter & Gamble Leasing LLC [Ohio]  
Procter & Gamble Levant S.A.L. [Lebanon]  
Procter & Gamble Limited [U.K.]  
Procter & Gamble Manufactura, S. de R.L. de C.V. [Mexico]  
Procter & Gamble Manufacturing (Thailand) Limited [Thailand]  
Procter & Gamble Manufacturing (Tianjin) Co. Ltd. [China]  
Procter & Gamble Manufacturing Belgium N.V. [Belgium]  
Procter & Gamble Manufacturing Berlin GmbH [Germany]  
Procter & Gamble Manufacturing Cologne GmbH [Germany]  
Procter & Gamble Manufacturing GmbH [Germany]  
Procter & Gamble Manufacturing SA (Pty) Ltd [South Africa]  
Procter & Gamble Manufacturing Ukraine [Ukraine] (\*)  
Procter & Gamble Marketing and Services doo Beograd [Serbia and Montenegro]  
Procter & Gamble Marketing DOOEL Skopje [Macedonia] (\*)  
Procter & Gamble Marketing Romania SRL [Romania]  
Procter & Gamble Maroc SA [Morocco]  
Procter & Gamble Mataro, S.L.U. [Spain]  
Procter & Gamble Mexico Holding B.V. [Netherlands]  
Procter & Gamble Nederland B.V. [Netherlands]  
Procter & Gamble Netherlands Services B.V. [Netherlands]  
Procter & Gamble Nigeria Limited [Nigeria]  
Procter & Gamble Nordic LLC [Ohio]  
Procter & Gamble Norge AS [Norway]  
Procter & Gamble Operations Polska-Spolka z o.o. [Poland]  
Procter & Gamble Overseas India B.V. [Netherlands ]  
Procter & Gamble Overseas Ltd. [U.K.]  
Procter & Gamble Pakistan (Private) Limited [Pakistan]  
Procter & Gamble Partnership LLP [U.K.]  
Procter & Gamble Peru S.R.L. [Peru]  
Procter & Gamble Pet Care (Australia) Pty. Ltd. [Australia]  
Procter & Gamble Pharmaceuticals France SAS [France]  
Procter & Gamble Philippines, Inc. [Philippines]  
Procter & Gamble Polska-Spolka z o.o [Poland]  
Procter & Gamble Portugal - Produtos De Consumo, Higiene e Saúde S.A. [Portugal]  
Procter & Gamble Prestige Products S.A. [Portugal]  
Procter & Gamble Prestige Products, S.A.U. [Spain]

Procter & Gamble Product Supply (U.K.) Limited [U.K.]  
Procter & Gamble Productions, Inc. [Ohio]  
Procter & Gamble Productos de Consumo, S.L.U. [Spain]  
Procter & Gamble RHD, Inc. [Ohio]  
Procter & Gamble RSC Regional Service Company Ltd. [Hungary]  
Procter & Gamble S.r.l. [Italy]  
Procter & Gamble SA (Pty) Ltd. [South Africa]  
Procter & Gamble Satis ve Dagitim Ltd. Sti. [Turkey]  
Procter & Gamble Service GmbH [Germany]  
Procter & Gamble Services (Switzerland) SA [Switzerland]  
Procter & Gamble Services Company N.V. [Belgium]  
Procter & Gamble Services LT [Lithuania] (\*)  
Procter & Gamble Services Ltd. [Kenya]  
Procter & Gamble Servicse EESTI OU [Estonia] (\*)  
Procter & Gamble South America Holding B.V. [Netherlands]  
Procter & Gamble Sverige AB [Sweden]  
Procter & Gamble Switzerland SARL [Switzerland]  
Procter & Gamble Taiwan Limited [Taiwan]  
Procter & Gamble Technical Centres Limited [U.K.]  
Procter & Gamble Technology (Beijing) Co., Ltd. [China]  
Procter & Gamble Trading (Thailand) Limited [Thailand]  
Procter & Gamble Trgovaeko Drustvo d.o.o. Sarajevo [Bosnia] (\*)  
Procter & Gamble Tuketim Mallari Sanayii A.S. [Turkey]  
Procter & Gamble UK [U.K.]  
Procter & Gamble UK Parent Company Ltd. [U.K.]  
Procter & Gamble Ukraine [Ukraine]  
Procter & Gamble Universal Holding B.V. [Netherlands]  
Procter & Gamble Verwaltungs GmbH [Germany]  
Procter & Gamble Vietnam Co. Ltd. [Vietnam]  
Procter & Gamble, Spol. s.r.o. (Ltd.) [Slovak Republic]  
Procter & Gamble-Rakona s.r.o. [Czech Republic]  
Productos Cosméticos, S.L.U. [Spain]  
Professional Care Logistics, S.L.U. [Spain]  
Progam Realty & Development Corporation [Philippines]  
Promotora de Bienes y Valores, S. de R.L. de C.V. [Mexico]  
PT Cosmopolitan Cosmetics [Indonesia]  
PT Kosmindio [Indonesia]  
PT Procter & Gamble Home Products Indonesia [Indonesia]  
PT Procter & Gamble Operations Indonesia [Indonesia]  
Redmond Products, Inc. [Minnesota]  
Richardson-Vicks do Brasil Quimica e Farmacêutica Ltda [Brazil]  
Richardson-Vicks Real Estate Inc. [Ohio]  
Riverfront Music Publishing Co., Inc. [Ohio]  
Rosemount LLC [Delaware]  
Russwell Ltd [Russia]  
S.P.F. Beaute SAS [France]

Scannon GmbH [Germany]  
Scannon S.A.S. [France]  
Sebastian Europe GmbH [Germany]  
Series Acquisition B.V. [Netherlands ]  
Series Overseas Investment, LLC [Delaware]  
Shulton, Inc. [New Jersey]  
SPD Development Company Limited [U.K.]  
SPD Swiss Precision Diagnostics GmbH [Switzerland]  
Surfac S.R.L. [Peru]  
Sycamore Productions, Inc. [Ohio]  
Tambrands Inc. [Delaware]  
Tambrands Limited [U.K.]  
TAOS - FL, LLC [Florida]  
TAOS Retail, LLC [Delaware]  
Temple Trees Impex & Investment Private Limited [India]  
The Art of Shaving - FL, LLC [Florida]  
The Dover Wipes Company [Ohio]  
The Gillette Company [Delaware]  
The Iams Company [Ohio]  
The Procter & Gamble Distributing LLC [Delaware]  
The Procter & Gamble GBS Company [Ohio]  
The Procter & Gamble Global Finance Company [Ohio]  
The Procter & Gamble Manufacturing Company [Ohio]  
The Procter & Gamble Paper Products Company [Ohio]  
The Procter & Gamble U.S. Business Services Company [Ohio]  
The Wella Corporation [Delaware]  
Vidal Sassoon (Shanghai) Academy [China]  
Vidal Sassoon Co. [Ohio]  
WEBA Betriebsrenten-Verwaltungsgesellschaft mbH [Germany]  
Wella (U.K.) Ltd. [U.K.]  
Wella (UK) Holdings Ltd. [U.K.]  
Wella Cosmetics China Ltd. Co. [China] (\*)  
Wella France S.A.S. [France]  
Wella GmbH [Germany]  
Wella Grundstücks-und Vermögensverwaltungs AG & Co. KG [Germany]  
Wella Hellas Ltd. [Greece]  
Wella India Hair Cosmetics Private Limited [India]  
Wella Intercosmetic GmbH [Germany]  
Wella Management GmbH [Germany]  
Wella Manufacturing GmbH [Germany]  
Wella Philippines Inc. [Philippines]  
Wella Thailand Ltd. [Thailand] (\*)  
Wella Trading (Thailand) Ltd. [Thailand] (\*)  
Wella Verwaltung GmbH [Germany]

# Section 9: EX-23 (CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM)

## EXHIBIT (23)

### Consent of Independent Registered Public Accounting Firm

#### CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following documents of our reports dated August 8, 2013, relating to the consolidated financial statements of The Procter & Gamble Company and subsidiaries (which report expresses an unqualified opinion and includes an explanatory paragraph regarding the Company's adoption of the new accounting guidance in ASU 2011-05, *Comprehensive Income (Topic 220) - Presentation of Comprehensive Income*, and ASU 2013-02, *Comprehensive Income (Topic 220) - Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income*) and the effectiveness of The Procter & Gamble Company and subsidiaries' internal control over financial reporting, appearing in this Annual Report on Form 10-K of The Procter & Gamble Company for the year ended June 30, 2013.

1. Post-Effective Amendment No. 1 to Registration Statement No. 33-49289 on Form S-8 for The Procter & Gamble 1992 Stock Plan;
2. Registration Statement No. 33-47656 on Form S-8 for The Procter & Gamble International Stock Ownership Plan;
3. Registration Statement No. 33-50273 on Form S-8 for The Procter & Gamble Commercial Company Employees' Savings Plan;
4. Registration Statement No. 33-51469 on Form S-8 for The Procter & Gamble 1993 Non-Employee Directors' Stock Plan;
5. Registration Statement No. 333-05715 on Form S-8 for The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan;
6. Post-Effective Amendment No. 2 to Registration Statement No. 33-59257 on Form S-3 for The Procter & Gamble Shareholder Investment Program;
7. Registration Statement No. 333-14381 on Form S-8 for Profit Sharing Retirement Plan of The Procter & Gamble Commercial Company;
8. Registration Statement No. 333-14397 on Form S-8 for Procter & Gamble Subsidiaries Savings Plan;
9. Registration Statement No. 333-21783 on Form S-8 for The Procter & Gamble 1992 Stock Plan (Belgian Version);
10. Registration Statement No. 333-37905 on Form S-8 for The Procter & Gamble Future Shares Plan;
11. Registration Statement No. 333-51213 on Form S-8 for Group Profit Sharing, Incentive, and Employer Contribution Plan (France);
12. Registration Statement No. 333-51219 on Form S-8 for Procter & Gamble Ireland Employees Share Ownership Plan;
13. Registration Statement No. 333-51221 on Form S-8 for Employee Stock Purchase Plan (Japan);
14. Registration Statement No. 333-51223 on Form S-8 for Savings and Thrift Plan (Saudi Arabia);
15. Registration Statement No. 333-34606 on Form S-8 for The Procter & Gamble Future Shares Plan;
16. Registration Statement No. 333-40264 on Form S-8 for Savings and Thrift Plan Saudi Arabia;
17. Registration Statement No. 333-44034 on Form S-8 for The Procter & Gamble International Stock Ownership Plan;
18. Registration Statement No. 333-47132 on Form S-8 for Employee Stock Purchase Plan (Japan);
19. Registration Statement No. 333-49764 on Form S-3 for The Procter & Gamble U.K. Share Investment Scheme;
20. Registration Statement No. 333-75030 on Form S-8 for The Procter & Gamble 2001 Stock and Incentive Compensation Plan;
21. Registration Statement No. 333-100561 on Form S-8 for The Procter & Gamble (U.K.) 1-4-1 Plan;
22. Registration Statement No. 333-108753 on Form S-8 for The Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan;

23. Registration Statement No. 333-108991 on Form S-8 for The Procter & Gamble 1992 Stock Plan (Belgian Version);
24. Registration Statement No. 333-108992 on Form S-8 for Savings and Thrift Plan (Saudi Arabia);
25. Registration Statement No. 333-108993 on Form S-8 for Employee Stock Purchase Plan (Japan);
26. Registration Statement No. 333-108994 on Form S-8 for Procter & Gamble Ireland Employees Share Plan;
27. Registration Statement No. 333-108995 on Form S-8 for Group Profit Sharing, Incentive, and Employer Contribution Plan (France);
28. Registration Statement No. 333-108997 on Form S-8 for The Procter & Gamble International Stock Ownership Plan;
29. Registration Statement No. 333-108998 on Form S-8 for The Procter & Gamble 1993 Non-Employee Directors' Stock Plan;
30. Registration Statement No. 333-108999 on Form S-8 for The Procter & Gamble 1992 Stock Plan;
31. Registration Statement No. 333-111304 on Form S-8 for The Procter & Gamble 2003 Non-Employee Directors' Stock Plan;
32. Registration Statement No. 333-111305 on Form S-8 for The Procter & Gamble U.K. Share Investment Scheme;
33. Amendment No. 1 to Registration Statement No. 333-113515 on Form S-3 for The Procter & Gamble Company Debt Securities and Warrants;
34. Amendment No. 3 to Registration Statement No. 333-123309 on Form S-4 for The Procter & Gamble Company;
35. Registration Statement No. 333-128859 on Form S-8 for certain employee benefit plans of The Gillette Company (2004 Long-Term Incentive Plan of The Gillette Company; 1971 Stock Option Plan of The Gillette Company; James M. Kilts Non-Statutory Stock Option Plan; The Gillette Company Employees' Savings Plan; The Gillette Company Supplemental Savings Plan; The Gillette Company Global Employee Stock Ownership Plan (GESOP));
36. Registration Statement No. 333-143801 on Form S-8 for The Procter & Gamble Savings Plan;
37. Registration Statement No. 333-145938 on Form S-3 for The Procter & Gamble Company and Procter & Gamble International Funding SCA;
38. Registration Statement No. 333-155046 on Form S-8 for Employee Stock Purchase Plan (Japan);
39. Registration Statement No. 333-156032 on Form S-3 for The Procter & Gamble U.K. Share Investment Scheme;
40. Registration Statement No. 333-156033 on Form S-3 for The Procter & Gamble Shareholder Investment Program;
41. Registration Statement No. 333-161725 on Form S-8 for The Procter & Gamble Savings Plan;
42. Registration Statement No. 333-161767 on Form S-3 for The Procter & Gamble Company and Procter & Gamble International Funding SCA;
43. Registration Statement No. 333-164612 on Form S-8 for The Procter & Gamble 2009 Stock and Incentive Compensation Plan;
44. Registration Statement No. 333-177760 on Form S-3 for The Procter & Gamble Shareholder Investment Program;
45. Registration Statement No. 333-177762 on Form S-3 for The Procter & Gamble Company and Procter & Gamble International Funding SCA; and
46. Registration Statement No. 333-177878 on Form S-3 for The Procter & Gamble U.K. Share Investment Scheme.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio  
August 8, 2013

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## Section 10: EX-31 (RULE 13A-14(A)/15D-14(A) CERTIFICATIONS)

### EXHIBIT (31)

#### Rule 13a-14(a)/15d-14(a) Certifications

### Rule 13a-14(a)/15d-14(a) Certifications

I, A.G. Lafley, certify that:

- (1) I have reviewed this Form 10-K of The Procter & Gamble 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(s) 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 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;
  - 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; and
- (5) The registrant's other certifying officer(s) 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.

/s/ A.G. LAFLEY

(A.G. Lafley)

Chairman of the Board, President and Chief Executive Officer

August 8, 2013

Date

## Rule 13a-14(a)/15d-14(a) Certifications

I, Jon R. Moeller, certify that:

- (1) I have reviewed this Form 10-K of The Procter & Gamble 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(s) 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 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;
  - 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; and
- (1) The registrant's other certifying officer(s) 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.

/s/ JON R. MOELLER  
(Jon R. Moeller)  
Chief Financial Officer

August 8, 2013  
Date

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## Section 11: EX-32 (SECTION 1350 CERTIFICATIONS)

**EXHIBIT (32)**

Section 1350 Certifications

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### **Section 1350 Certifications**

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Procter & Gamble Company (the "Company") certifies to his knowledge that:

- (1) Form 10-K of the Company for the year ended June 30, 2013 fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in that Form 10-K fairly presents, in all material respects, the financial conditions and results of operations of the Company.

/s/ A.G. LAFLEY\_\_\_\_\_

(A.G. Lafley)

Chairman of the Board, President and Chief Executive Officer

August 8, 2013

Date

A signed original of this written statement required by Section 906 has been provided to The Procter & Gamble Company and will be retained by The Procter & Gamble Company and furnished to the Securities and Exchange Commission or its staff upon request.

## Section 1350 Certifications

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of The Procter & Gamble Company (the “Company”) certifies to his knowledge that:

- (1) Form 10-K of the Company for the year ended June 30, 2013 fully complies with the requirements of Section 13 (a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in that Form 10-K fairly presents, in all material respects, the financial conditions and results of operations of the Company.

/s/ JON R. MOELLER  
(Jon R. Moeller)  
Chief Financial Officer

August 8, 2013  
Date

A signed original of this written statement required by Section 906 has been provided to The Procter & Gamble Company and will be retained by The Procter & Gamble Company and furnished to the Securities and Exchange Commission or its staff upon request.

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## Section 12: EX-99.1 (SUMMARY OF DIRECTORS AND OFFICERS INSURANCE PROGRAM)

### EXHIBIT (99-1)

#### Summary of Directors and Officers Insurance Program

The Procter & Gamble Company purchases Directors and Officers Liability insurance from various insurance carriers. The policy limits for the period from June 30, 2012 to June 30, 2013 were \$250 million.

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