

## The Procter & Gamble Company Regulation G Reconciliation of Non-GAAP Measures

In accordance with the SEC's Regulation G, the following provides definitions of the non-GAAP measures used in Procter & Gamble's January 20, 2017 earnings call, associated slides, and other materials and the reconciliation to the most closely related GAAP measure. We believe that these measures provide useful perspective on underlying business trends (i.e. trends excluding non-recurring or unusual items) and results and provide a supplemental measure of year-on-year results. The non-GAAP measures described below are used by Management in making operating decisions, allocating financial resources and for business strategy purposes. These measures may be useful to investors as they provide supplemental information about business performance and provide investors a view of our business results through the eyes of Management. These measures are also used to evaluate senior management and are a factor in determining their at-risk compensation. These non-GAAP measures are not intended to be considered by the user in place of the related GAAP measure, but rather as supplemental information to our business results. These non-GAAP measures may not be the same as similar measures used by other companies due to possible differences in method and in the items or events being adjusted.

The measures provided are as follows:

1. Organic sales growth—page 3
2. Core EPS and currency-neutral Core EPS—pages 4-5
3. Core operating profit margin and constant currency Core operating profit margin—page 6
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The Core earnings measures included in the following reconciliation tables refer to the equivalent GAAP measures adjusted as applicable for the following items:

- **Incremental restructuring:** The Company has had and continues to have an ongoing level of restructuring activities. Such activities have resulted in ongoing annual restructuring related charges of approximately \$250 - \$500 million before tax. Beginning in 2012 Procter & Gamble began a \$10 billion strategic productivity and cost savings initiative that includes incremental restructuring activities. This results in incremental restructuring charges to accelerate productivity efforts and cost savings. The adjustment to Core earnings includes only the restructuring costs above what we believe are the normal recurring level of restructuring costs.
- **Early debt extinguishment charges:** During the three months ended December 31, 2016, the Company recorded a charge of \$345 million after tax due to the early extinguishment of certain long-term debt. This charge represents the difference between the reacquisition price and the par value of the debt extinguished. Management does not view this charge as indicative of the Company's operating performance or underlying business results.
- **Venezuela deconsolidation charge:** For accounting purposes, evolving conditions resulted in a lack of control over our Venezuelan subsidiaries. Therefore, in accordance with the applicable accounting standards for consolidation, effective June 30, 2015, we deconsolidated our Venezuelan subsidiaries and began accounting for our investment in those subsidiaries using the cost method of accounting. The charge was incurred to write off our net assets related to Venezuela.
- **Charges for certain European legal matters:** Several countries in Europe issued separate complaints alleging that the Company, along with several other companies, engaged in violations of competition laws in prior periods. The Company established Legal Reserves related to these charges. Management does not view these charges as indicative of underlying business results.
- **Venezuela B/S remeasurement & devaluation impacts:** Venezuela is a highly inflationary economy under U.S. GAAP. Prior to deconsolidation, the government enacted episodic changes to currency exchange mechanisms and rates, which resulted in currency remeasurement charges for non-dollar denominated monetary assets and liabilities held by our Venezuelan subsidiaries.
- **Non-cash impairment charges:** During fiscal years 2013 and 2012 the Company incurred impairment charges related to the carrying value of goodwill and indefinite lived intangible assets in our Appliances and Salon Professional businesses.
- **Gain on Iberian JV buyout:** During fiscal year 2013 we incurred a holding gain on the purchase of the balance of our Iberian joint venture from our joint venture partner.

We do not view the above items to be part of our sustainable results, and their exclusion from core earnings measures provides a more comparable measure of year-on-year results.

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. Management believes this measure provides investors with a supplemental understanding of underlying sales trends by providing sales growth on a consistent basis, and this measure is used in assessing achievement of management goals for at-risk compensation.

Core EPS and currency-neutral Core EPS: Core earnings per share, or Core EPS, is a measure of the Company's diluted net earnings per share from continuing operations adjusted as indicated. Currency-neutral Core EPS is a measure of the Company's Core EPS excluding the incremental current year impact of foreign exchange. Management views these non-GAAP measures as a useful supplemental measure of Company performance over time.

Core operating profit margin and currency-neutral Core operating profit margin: Core operating profit margin is a measure of the Company's operating margin adjusted for items as indicated. Currency-neutral Core operating profit margin is a measure of the Company's Core operating profit margin excluding the incremental current year impact of foreign exchange. Management believes these non-GAAP measures provide a supplemental perspective to the Company's operating efficiency over time.

Core gross margin and currency-neutral Core gross margin: Core gross margin is a measure of the Company's gross margin adjusted for items as indicated. Currency-neutral Core gross margin is a measure of the Company's Core gross margin excluding the incremental current year impact of foreign exchange. Management believes these non-GAAP measures provide a supplemental perspective to the Company's operating efficiency over time.

Core effective tax rate: Core effective tax rate is a measure of the Company's effective tax rate adjusted for items as indicated. Management believes this non-GAAP measure provides a supplemental perspective to the Company's operating efficiency over time.

Adjusted free cash flow: Adjusted free cash flow is defined as operating cash flow less capital spending and excluding tax payments related to the Beauty Brands divestiture, which are non-recurring and not considered indicative of underlying cash flow performance. Adjusted free cash flow represents the cash that the Company is able to generate after taking into account planned maintenance and asset expansion. Management views adjusted free cash flow as an important measure because it is one factor used in determining the amount of cash available for dividends and discretionary investment.

Adjusted free cash flow productivity: Adjusted free cash flow productivity is defined as the ratio of adjusted free cash flow to net earnings excluding the loss on early debt extinguishment and gain on the sale of the Beauty Brands, which are non-recurring and not considered indicative of underlying earnings performance. Management views adjusted free cash flow productivity as a useful measure to help investors understand P&G's ability to generate cash. Adjusted free cash flow productivity is used by management in making operating decisions, allocating financial resources and for budget planning purposes. The Company's long-term target is to generate annual adjusted free cash flow productivity at or above 90 percent.

1. Organic sales growth:

<b>Three Months Ended December 31, 2016</b>	<b>Net Sales Growth</b>	<b>Foreign Exchange Impact</b>	<b>Acquisition/ Divestiture Impact*</b>	<b>Organic Sales Growth</b>
Beauty	(1)%	2%	2%	3%
Grooming	(1)%	2%	-%	1%
Health Care	5%	2%	-%	7%
Fabric Care & Home Care	(1)%	2%	-%	1%
Baby, Feminine & Family Care	(1)%	2%	-%	1%
<b>Total P&amp;G</b>	<b>-%</b>	<b>2%</b>	<b>-%</b>	<b>2%</b>

\*Acquisition/Divestiture Impact includes mix impacts of acquired and divested businesses and rounding impacts necessary to reconcile net sales to organic sales.

**Organic Sales**  
Prior Periods

<b>Total Company</b>	<b>Net Sales Growth</b>	<b>Foreign Exchange Impact</b>	<b>Acquisition/ Divestiture Impact*</b>	<b>Organic Sales Growth</b>
OND 2015	(9)%	8%	3%	2%
JFM 2016	(7)%	5%	3%	1%
AMJ 2016	(3)%	3%	2%	2%
JAS 2016	-%	3%	-%	3%

\*Acquisition/Divestiture Impact also includes the impact of the Venezuela deconsolidation beginning in JAS 2015, as well as rounding impacts necessary to reconcile net sales to organic sales.

Guidance

<b>Total Company</b>	<b>Net Sales Growth</b>	<b>Combined Foreign Exchange &amp; Acquisition/Divestiture Impact</b>	<b>Organic Sales Growth</b>
FY 2017 Estimate	Flat	Approximately 2% to 3%	2% to 3%

2. Core EPS and currency-neutral Core EPS:

	<b>Three Months Ended December 31</b>	
	<b>2016</b>	<b>2015</b>
<b>Diluted Net Earnings Per Share from Continuing Operations</b>	<b>\$0.93</b>	<b>\$1.01</b>
Incremental Restructuring	0.03	0.03
Early Debt Extinguishment Charges	0.13	-
Rounding	(0.01)	-
<b>Core EPS</b>	<b>\$1.08</b>	<b>\$1.04</b>
<i>Percentage change vs. prior period</i>	<i>4%</i>	
Currency Impact to Earnings	0.05	
<b>Currency-Neutral Core EPS</b>	<b>\$1.13</b>	
<i>Percentage change vs. prior period Core EPS</i>	<i>9%</i>	

  

	<b>Six Months Ended December 31</b>	
	<b>2016</b>	<b>2015</b>
<b>Diluted Net Earnings Per Share from Continuing Operations</b>	<b>\$1.93</b>	<b>\$1.97</b>
Incremental Restructuring	0.05	0.05
Early Debt Extinguishment Charges	0.12	-
Rounding	0.01	-
<b>Core EPS</b>	<b>\$2.11</b>	<b>\$2.02</b>
<i>Percentage change vs. prior period</i>	<i>4%</i>	
Currency Impact to Earnings	0.12	
<b>Currency-Neutral Core EPS</b>	<b>\$2.23</b>	
<i>Percentage change vs. prior period Core EPS</i>	<i>10%</i>	

Note – All reconciling items are presented net of tax. Tax effects are calculated consistent with the nature of the underlying transaction.

Guidance

Total Company	Diluted EPS Growth	Impact of Incremental Non- Core Items*	Core EPS Growth
FY 2017 (Estimate)	Up 48% to 50%	Approximately (44)%	Up mid-single digits

\* Includes change in discontinued operations (includes gain on sale of Beauty Brands).

	<u>Prior Quarters</u>							
	OND 15	OND 14	JFM 16	JFM 15	AMJ 16	AMJ 15	JAS 16	JAS 15
<b>Diluted Net Earnings Per Share from Continuing Operations, attributable to P&amp;G</b>	<b>\$ 1.01</b>	<b>\$ 0.92</b>	<b>\$ 0.81</b>	<b>\$ 0.82</b>	<b>\$ 0.71</b>	<b>\$ 0.17</b>	<b>\$ 1.00</b>	<b>\$ 0.96</b>
Incremental Restructuring	0.03	0.02	0.04	0.06	0.08	0.06	0.03	0.02
Venezuela B/S Remeasurement & Devaluation Impacts	-	-	-	-	-	-	-	-
Charges for Pending European Legal Matters	-	0.01	-	-	-	(0.01)	-	-
Venezuela Deconsolidation Charge	-	-	-	-	-	0.71	-	-
Rounding	-	-	0.01	0.01	-	-	-	-
<b>Core EPS</b>	<b>\$ 1.04</b>	<b>\$ 0.95</b>	<b>\$ 0.86</b>	<b>\$ 0.89</b>	<b>\$ 0.79</b>	<b>\$ 0.93</b>	<b>\$ 1.03</b>	<b>\$ 0.98</b>
<i>Percentage change vs. prior period</i>	9%	-	(3)%	-	(15)%	-	5%	-
Currency Impact to Earnings	0.11	-	0.03	-	0.07	-	0.07	-
<b>Currency-Neutral Core EPS</b>	<b>\$ 1.15</b>	<b>-</b>	<b>\$ 0.89</b>	<b>-</b>	<b>\$ 0.86</b>	<b>-</b>	<b>\$ 1.10</b>	<b>-</b>
<i>Percentage change vs. prior period Core EPS</i>	21%	-	-%	-	(8)%	-	12%	-

	<u>Prior Years</u>				
	FY 12	FY 13	FY 14	FY 15	FY 16
<b>Diluted Net Earnings Per Share from Continuing Operations, attributable to P&amp;G</b>	<b>\$2.97</b>	<b>\$3.50</b>	<b>\$3.63</b>	<b>\$2.84</b>	<b>\$3.49</b>
Incremental Restructuring	0.15	0.14	0.11	0.17	0.18
Venezuela B/S Remeasurement & Devaluation Impacts	-	0.08	0.09	0.04	-
Charges for Certain European Legal Matters	0.03	0.05	0.02	0.01	-
Venezuela Deconsolidation Charge	-	-	-	0.71	-
Non-Cash Impairment Charges	0.31	0.10	-	-	-
Gain on Iberian JV Buyout	-	(0.21)	-	-	-
Rounding	(0.01)	(0.01)	-	(0.01)	-
<b>Core EPS</b>	<b>\$3.45</b>	<b>\$3.65</b>	<b>\$3.85</b>	<b>\$3.76</b>	<b>\$3.67</b>
<i>Percentage change vs. prior year Core EPS</i>	-	6%	5%	(2)%	(2)%
Currency Impact to Earnings	-	0.15	0.32	0.52	0.35
<b>Currency-Neutral Core EPS</b>	<b>-</b>	<b>\$3.80</b>	<b>\$4.17</b>	<b>\$4.28</b>	<b>\$4.02</b>
<i>Percentage change vs. prior year Core EPS</i>	-	10%	14%	11%	7%

3. Core operating profit margin:

	<b>FY 12</b>	<b>FY 13</b>	<b>FY 14</b>	<b>FY 15</b>	<b>FY 16</b>	<b>OND 15</b>	<b>OND 16</b>
<b>Operating Profit Margin</b>	<b>17.1%</b>	<b>17.7%</b>	<b>18.7%</b>	<b>15.6%</b>	<b>20.6%</b>	<b>22.8%</b>	<b>23.0%</b>
Incremental Restructuring	0.7%	0.7%	0.5%	0.9%	0.9%	0.8%	0.5%
Charges for Certain European Legal Matters	0.1%	0.2%	0.1%	-	-	-	-
Venezuela B/S Remeasurement & Devaluation Impacts	-	0.5%	0.4%	0.2%	-	-	-
Venezuela Deconsolidation Charge	-	-	-	2.9%	-	-	-
Non-Cash Impairment	1.2%	0.4%	-	-	-	-	-
Rounding	0.1%	(0.1)%	-	-	-	(0.1)%	-
<b>Core Operating Profit Margin</b>	<b>19.2%</b>	<b>19.4%</b>	<b>19.7%</b>	<b>19.6%</b>	<b>21.5%</b>	<b>23.5%</b>	<b>23.5%</b>
<i>Basis point change vs. prior year Core margin</i>	-	20	30	(10)	190	-	-
Currency Impact to Margin	-	0.3%	1.2%	1.4%	0.5%	-	0.6%
<b>Constant Currency Core Operating Profit Margin</b>	-	<b>19.7%</b>	<b>20.9%</b>	<b>21.0%</b>	<b>22.0%</b>	-	<b>24.1%</b>
<i>Basis point change vs. prior year Core margin</i>	-	50	150	130	240	-	60

4. Core gross margin:

	<b>FY 12</b>	<b>FY 13</b>	<b>FY 14</b>	<b>FY 15</b>	<b>FY 16</b>	<b>OND 15</b>	<b>OND 16</b>
<b>Gross Margin</b>	<b>48.2%</b>	<b>48.5%</b>	<b>47.5%</b>	<b>47.6%</b>	<b>49.6%</b>	<b>50.0%</b>	<b>50.8%</b>
Incremental Restructuring	0.2%	0.3%	0.4%	0.7%	1.0%	0.8%	0.8%
Rounding	-	-	-	0.1%	-	-	(0.1)%
<b>Core Gross Margin</b>	<b>48.4%</b>	<b>48.8%</b>	<b>47.9%</b>	<b>48.4%</b>	<b>50.6%</b>	<b>50.8%</b>	<b>51.5%</b>
<i>Basis point change vs. prior year Core margin</i>	-	40	(90)	50	220	-	70
Currency Impact to Margin	-	0.1%	1%	0.4%	0.7%	-	0.5%
<b>Constant Currency Core Gross Margin</b>	-	<b>48.9%</b>	<b>48.9%</b>	<b>48.8%</b>	<b>51.3%</b>	-	<b>52.0%</b>
<i>Basis point change vs. prior year Core margin</i>	-	50	10	90	290	-	120

5. Core effective tax rate:

	<b>Three Months Ended December 31</b>	
	<b>2016</b>	<b>2015</b>
<b>Effective Tax Rate</b>	<b>21.3%</b>	<b>23.6%</b>
Early Debt Extinguishment Charges	2.2%	-%
<b>Core Effective Tax Rate</b>	<b>23.5%</b>	<b>23.6%</b>
<i>Basis points change vs. prior period</i>	<i>(10)</i>	

6. Adjusted free cash flow:

<b>Three Months Ended December 31, 2016</b>				
<b>Operating Cash Flow</b>	<b>Capital Spending</b>	<b>Free Cash Flow</b>	<b>Cash Tax Payment – Beauty Sale</b>	<b>Adjusted Free Cash Flow</b>
\$3,000	\$(745)	\$2,255	\$129	\$2,384