

## 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 February 21, 2019 CAGNY conference, 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. Certain of 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 — page 4
3. Core operating profit margin — page 4
4. Adjusted free cash flow productivity — page 4

Organic sales growth\*: Organic sales growth is a non-GAAP measure of sales growth excluding the impacts of acquisitions and divestitures, the impact from the July 1, 2018 adoption of new accounting standards for “Revenue from Contracts with Customers”, the impact from India Goods and Services Tax changes (which were effective on July 1, 2017), the impact of Venezuela deconsolidation in FY 2017 and 2016, 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.

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. In 2012 the Company began a \$10 billion strategic productivity and cost savings initiative that included incremental restructuring activities. In 2017, the Company communicated details of an additional multi-year productivity and cost savings plan. 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.
- Gain on Dissolution of the PGT Healthcare Partnership: The Company finalized the dissolution of our PGT Healthcare partnership, a venture between the Company and Teva Pharmaceuticals Industries, Ltd (Teva) in the OTC consumer healthcare business, in the quarter ended September 30, 2018. The transaction was accounted for as a sale of the Teva portion of the PGT business; the Company recognized an after-tax gain on the dissolution of \$353 million.
- Transitional Impact of U.S. Tax Reform: In December 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "U.S. Tax Act"). This resulted in a net charge of \$628 million for the quarter ended December 31, 2017. The adjustment to Core earnings only includes this transitional impact. It does not include the ongoing impacts of the lower U.S. statutory rate on current year earnings.

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. These items are also excluded when evaluating senior management in determining their at-risk compensation. Management views the following non-GAAP measures as useful supplemental measures of Company performance and operating efficiency over time.

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.

Core operating profit margin\*: Core operating profit margin is a measure of the Company's operating margin adjusted for items as indicated.

Adjusted free cash flow: Adjusted free cash flow is defined as operating cash flow less capital spending and adjustments for items as indicated. 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, share repurchases, acquisitions and other 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 adjusted for items as indicated. 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 free cash flow productivity at or above 90 percent.

\* Measure is used to evaluate senior management and is a factor in determining their at-risk compensation.

1. Organic sales growth:

<b>Total Company</b>	<b>Net Sales Growth</b>	<b>Foreign Exchange Impact</b>	<b>Acquisition &amp; Divestiture Impact/Other*</b>	<b>Organic Sales Growth</b>
1H FY 2019	-%	3%	1%	4%

\* Acquisition & Divestiture Impact/Other includes the volume and mix impact of acquisitions and divestitures, the impact from the July 1, 2018 adoption of new accounting standards for "Revenue from Contracts with Customers" 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>
JAS 2017	1%	-%	-%	1%
OND 2017	3%	(1)%	-%	2%
JFM 2018	4%	(4)%	1%	1%
AMJ 2018	3%	(2)%	-%	1%
JAS 2018	-%	3%	1%	4%
OND 2018	-%	4%	0%	4%

\* Acquisition & Divestiture Impact/Other includes the volume and mix impact of acquisitions and divestitures for all periods, the impact from the July 1, 2018 adoption of new accounting standards for "Revenue from Contracts with Customers", the impact of India Goods and Services Tax implementation in FY 2018, the impact of Venezuela deconsolidation in 2017 and 2016, and rounding impacts necessary to reconcile net sales to organic sales.

**Organic Sales**  
2-Year Stacked Progression

<b>Total Company</b>	<b>Net Sales Growth</b>	<b>Foreign Exchange Impact</b>	<b>Acquisition/Divestiture Impact*</b>	<b>Organic Sales Growth</b>	<b>Average</b>
JFM 2017	-1%	2%	-%	1%	
JFM 2018	4%	(4)%	1%	1%	1%
AMJ 2017	-%	2%	-%	2%	
AMJ 2018	3%	(2)%	-%	1%	1.5%
JAS 2017	1%	-%	-%	1%	
JAS 2018	-%	3%	1%	4%	2.5%
OND 2017	3%	(1)%	-%	2%	
OND 2018	-%	4%	0%	4%	3%

\* Acquisition & Divestiture Impact/Other includes the volume and mix impact of acquisitions and divestitures for all periods, the impact from the July 1, 2018 adoption of new accounting standards for "Revenue from Contracts with Customers", the impact of India Goods and Services Tax implementation in FY 2018, the impact of Venezuela deconsolidation in 2017 and 2016, and rounding impacts necessary to reconcile net sales to organic sales.

**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 2019 (Estimate)	(1)% to 1%	3%	+2% to +4%

\* Acquisition & Divestiture Impact/Other includes the volume and mix impact of acquisitions and divestitures, the impact from the July 1, 2018 adoption of new accounting standards for "Revenue from Contracts with Customers" and rounding impacts necessary to reconcile net sales to organic sales.

2. Core EPS and currency-neutral Core EPS:

	Six Months Ended December 31	
	2018	2017
<b>Diluted Net Earnings Per Share</b>	<b>\$2.44</b>	<b>\$2.00</b>
Incremental Restructuring	0.06	0.05
Gain on Dissolution of PGT Partnership	(0.14)	
Transitional Impact of U.S Tax Reform		0.23
<b>Core EPS</b>	<b>\$2.36</b>	<b>\$2.28</b>
<i>Percentage change vs. prior period</i>	4%	
Currency Impact to Earnings	0.19	
<b>Currency-Neutral Core EPS</b>	<b>\$2.55</b>	
<i>Percentage change vs. prior period Core EPS</i>	12%	

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

Total Company	Core EPS <i>Guidance</i>		
	Diluted EPS Growth	Impact of Incremental Non-Core Items*	Core EPS Growth
FY 2019 (Estimate)	+17% to +24%	(14)% to (16)%	+3% to +8%

\* Includes the gain on the dissolution of the PGT Healthcare partnership in FY 2019 and the impact of U.S. Tax Act and loss on early extinguishment of debt in FY 2018 and year-over-year changes in incremental non-core restructuring charges.

3. Core operating profit margin:

	FY 2018
<b>Operating Profit Margin</b>	<b>20.5%</b>
Incremental Restructuring	1.1%
<b>Core Operating Profit Margin</b>	<b>21.6%</b>

4. Adjusted free cash flow productivity (dollar amounts in millions):

Six Months Ended December 31, 2018							
Operating Cash Flow	Capital Spending	U.S. Tax Act Payments	Adjusted Free Cash Flow	Net Earnings	Gain on Dissolution of PGT Partnership	Adjusted Net Earnings	Adjusted Free Cash Flow Productivity
\$7,574	\$(1,781)	\$235	<b>\$6,028</b>	\$6,427	\$(353)	<b>\$6,074</b>	<b>99%</b>

**Adjusted Free Cash Flow Productivity**  
*Prior Periods*

<b>FY</b>	<b>Operating Cash Flow</b>	<b>Capital Spending</b>	<b>Adjustments*</b>	<b>Adjusted Free Cash Flow</b>	<b>Net Earnings</b>	<b>Adjustments**</b>	<b>Adjusted Net Earnings</b>	<b>Adjusted Free Cash Flow Productivity</b>
2009	\$14,983	\$(3,238)	-	\$11,745	\$13,522	\$(2,011)	\$11,511	102%
2010	\$16,131	\$(3,067)	\$980	\$14,044	\$12,846	\$(1,585)	\$11,261	125%
2011	\$13,330	\$(3,306)	-	\$10,024	\$11,927	-	\$11,927	84%
2012	\$13,284	\$(3,964)	\$519	\$9,839	\$10,904	\$85	\$10,989	90%
2013	\$14,873	\$(4,008)	-	\$10,865	\$11,402	\$(333)	\$11,069	98%
2014	\$13,958	\$(3,848)	-	\$10,110	\$11,785	-	\$11,785	86%
2015	\$14,608	\$(3,736)	\$729	\$11,601	\$7,144	\$4,187	\$11,331	102%
2016	\$15,435	\$(3,314)	-	\$12,121	\$10,604	\$(72)	\$10,532	115%
2017	\$12,753	\$(3,384)	\$418	\$9,787	\$15,411	\$(4,990)	\$10,421	94%
2018	\$14,867	\$(3,717)	-	\$11,150	\$9,861	\$845	\$10,706	104%
P10 Yrs	\$144,222	\$(35,582)	\$2,646	\$111,286	\$115,406	\$(3,874)	\$111,532	100%

\* Adjustments for each year are as follows: 2010- tax payment for Pharmaceutical divestiture, 2012- tax payment for Snacks divestiture, 2015-tax payment for Pet Care divestiture, 2017- tax payment for Beauty Brands divestiture.

\*\* Adjustments for each year are as follows: 2009- gain on Folgers divestiture, 2010- gain on global Pharmaceutical divestiture, 2012- net of gain on Snacks divestiture and after-tax Braun impairment charge, 2013- net of gain on buyout of Iberian joint venture and Salon impairment charges, 2015- Batteries impairment and Venezuela deconsolidation charges , 2016- net of gain on Battery business divestiture and Batteries impairment charge, 2017- net of loss on early debt extinguishment and gain on Beauty brands divestiture, 2018- transitional impact of the U.S Tax Act and loss on early debt extinguishment.