

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, 2022

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, without Par Value	PG	New York Stock Exchange
2.000% Notes due 2022	PG22B	New York Stock Exchange
1.125% Notes due 2023	PG23A	New York Stock Exchange
0.500% Notes due 2024	PG24A	New York Stock Exchange
0.625% Notes due 2024	PG24B	New York Stock Exchange
1.375% Notes due 2025	PG25	New York Stock Exchange
0.110% Notes due 2026	PG26D	New York Stock Exchange
4.875% EUR Notes due May 2027	PG27A	New York Stock Exchange
1.200% Notes due 2028	PG28	New York Stock Exchange
1.250% Notes due 2029	PG29B	New York Stock Exchange
1.800% Notes due 2029	PG29A	New York Stock Exchange
6.250% GBP Notes due January 2030	PG30	New York Stock Exchange
0.350% Notes due 2030	PG30C	New York Stock Exchange
0.230% Notes due 2031	PG31A	New York Stock Exchange
5.250% GBP Notes due January 2033	PG33	New York Stock Exchange
1.875% Notes due 2038	PG38	New York Stock Exchange
0.900% Notes due 2041	PG41	New York Stock Exchange

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes ☒ No ☐

The aggregate market value of the voting stock held by non-affiliates amounted to \$392 billion on December 31, 2021.

There were 2,389,553,883 shares of Common Stock outstanding as of July 31, 2022.

Documents Incorporated by Reference

Portions of the Proxy Statement for the 2022 Annual Meeting of Shareholders, which will be filed within one hundred and twenty days of the fiscal year ended June 30, 2022 (2022 Proxy Statement), are incorporated by reference into Part III of this report to the extent described herein.

FORM 10-K TABLE OF CONTENTS			Page
PART I	Item 1.	Business	1
	Item 1A.	Risk Factors	3
	Item 1B.	Unresolved Staff Comments	9
	Item 2.	Properties	9
	Item 3.	Legal Proceedings	9
	Item 4.	Mine Safety Disclosure	9
PART II		Information about our Executive Officers	10
	Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	11
	Item 6.	Intentionally Omitted	12
	Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	12
	Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	32
	Item 8.	Financial Statements and Supplementary Data	32
		Management's Report and Reports of Independent Registered Public Accounting Firm	33
		Consolidated Statements of Earnings	37
		Consolidated Statements of Comprehensive Income	38
		Consolidated Balance Sheets	39
		Consolidated Statements of Shareholders' Equity	40
		Consolidated Statements of Cash Flows	41
		Notes to Consolidated Financial Statements	42
		Note 1: Summary of Significant Accounting Policies	42
		Note 2: Segment Information	44
		Note 3: Supplemental Financial Information	45
		Note 4: Goodwill and Intangible Assets	47
		Note 5: Income Taxes	48
		Note 6: Earnings Per Share	49
		Note 7: Stock-based Compensation	50
		Note 8: Postretirement Benefits and Employee Stock Ownership Plan	51
		Note 9: Risk Management Activities and Fair Value Measurements	57
		Note 10: Short-term and Long-term Debt	60
		Note 11: Accumulated Other Comprehensive Income/(Loss)	60
		Note 12: Leases	62
		Note 13: Commitments and Contingencies	62
	Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	63
	Item 9A.	Controls and Procedures	63
	Item 9B.	Other Information	63
	Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	63
PART III	Item 10.	Directors, Executive Officers and Corporate Governance	64
	Item 11.	Executive Compensation	64
	Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	64
	Item 13.	Certain Relationships and Related Transactions and Director Independence	64
	Item 14.	Principal Accountant Fees and Services	64
PART IV	Item 15.	Exhibits and Financial Statement Schedules	65
	Item 16.	Form 10-K Summary	67
		Signatures	68
		Exhibit Index	69

PART I

Item 1. Business.

The Procter & Gamble Company (the Company) is focused on providing branded products of superior quality and value to improve the lives of the world's consumers, now and for generations to come. The Company was incorporated in Ohio in 1905, having first been established as a New Jersey corporation in 1890, and was built from a business founded in Cincinnati in 1837 by William Procter and James Gamble. Today, our products are sold in approximately 180 countries and territories.

Additional information required by this item is incorporated herein by reference to Management's Discussion and Analysis (MD&A); and Notes 1 and 2 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.

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. Reports can also be accessed through links from our website at: www.pginvestor.com. P&G includes the website link solely as a textual reference. The information contained on our website is not incorporated by reference into this report.

Copies of these reports are also available, without charge, by contacting EQ Shareowner Services, 1100 Centre Pointe Curve, Suite 101, Mendota, MN 55120-4100.

Financial Information about Segments

Information about our reportable segments can be found in the MD&A and Note 2 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 innovative products and brands. The markets and industry segments in which we offer our products are highly competitive. Our products are sold in approximately 180 countries and territories through numerous channels as well as direct-to-consumer. Our growth strategy is to deliver meaningful and noticeable superiority across five key vectors of our consumer proposition - product performance, packaging, brand communication, retail execution and consumer and customer value. We use our research and development (R&D) and consumer insights to provide superior products and packaging. We utilize our marketing and online presence to deliver superior brand messaging to our consumers. We work collaboratively with our customers to deliver superior retail execution, both in-store and online. In conjunction with the above vectors, we provide superior value to

consumers and our retail customers in each price tier in which we compete. Productivity improvement is also critical to delivering our objectives of balanced top and bottom-line growth and value creation.

Key Product Categories. Information on key product categories can be found in the MD&A and Note 2 to our Consolidated Financial Statements.

Key Customers. Our customers include mass merchandisers, e-commerce (including social commerce) channels, grocery stores, membership club stores, drug stores, department stores, distributors, wholesalers, specialty beauty stores (including airport duty-free stores), high-frequency stores, pharmacies, electronics stores and professional channels. We also sell direct to consumers. Sales to Walmart Inc. and its affiliates represent approximately 15% of our total sales in 2022, 2021 and 2020. No other customer represents more than 10% of our total sales. Our top ten customers accounted for approximately 39% of our total sales in 2022, 39% in 2021 and 38% in 2020.

Sources and Availability of Materials. Almost all of the raw and packaging materials used by the Company are purchased from third parties, some of whom 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 processes and in the transportation of input materials and finished products. 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 are 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 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 marketing vehicles to build awareness

and trial of our brands and products in conjunction with our 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 differentiating factors.

Government Regulation. Our Company is subject to a wide variety of laws and regulations across the countries in which we do business. In the United States, many of our products and manufacturing operations are subject to one or more federal or state regulatory agencies, including the U.S. Food and Drug Administration (FDA), the Environmental Protection Agency (EPA), the Occupational Safety and Health Administration (OSHA), the Federal Trade Commission (FTC) and the Consumer Product Safety Commission (CPSC). We are also subject to anti-corruption laws and regulations, such as the U.S. Foreign Corrupt Practices Act, and antitrust and competition laws and regulations that govern our dealings with suppliers, customers, competitors and government officials.

In addition, many foreign jurisdictions in which we do business have regulations and regulatory bodies that govern similar aspects of our operations and products, in some cases to an even more significant degree. We are also subject to expanding laws and regulations related to environmental protection and other sustainability-related matters, non-financial reporting and diligence, labor and employment, trade, taxation and data privacy and protection, including the European Union's General Data Protection Regulation (GDPR) and similar regulations in states within the United States and in countries around the world. For additional information on the potential impacts of global legal and regulatory requirements on our business, see "Item 1A. Risk Factors" herein.

The Company has in place compliance programs and internal and external experts to help guide our business in complying with these and other existing laws and regulations that apply to us around the globe; and we have made, and plan to continue making, necessary expenditures for compliance with these laws and regulations. We also expect that our many suppliers, consultants and other third parties working on our behalf share our commitment to compliance, and we have policies and procedures in place to manage these relationships, though they inherently involve a lesser degree of control over operations and governance. We do not expect that the Company's expenditures for compliance with current government regulations, including current environmental regulations, will have a material effect on our total capital expenditures, earnings or competitive position in fiscal year 2023 as compared to prior periods.

Human Capital. Our employees are a key source of competitive advantage. Their actions, guided by our Purpose, Values and Principles (PVPs), are critical to the long-term success of our business. We aim to retain our talented employees by offering competitive compensation and benefits, strong career development and a respectful and inclusive culture that provides equal opportunity for all.

Our Board of Directors, through the Compensation and Leadership Development Committee (C&LD Committee), provides oversight of the Company's policies and strategies relating to talent including diversity, equality and inclusion as well as the Company's compensation principles and practices. The C&LD Committee also evaluates and approves the Company's compensation plans, policies and programs applicable to our senior executives.

Employees

As of June 30, 2022, the Company had approximately 106,000 employees, an increase of five percent versus the prior year due primarily to business growth. The total number of employees is an estimate of total Company employees excluding interns, co-ops, contractors and employees of joint ventures. 49% of our employees are in manufacturing roles and 26% of our employees are located in the United States. 41% of our global employees are women. As of June 30, 2022, 28% of our U.S. employees identify as multicultural.

Training and Development

We focus on attracting, developing and retaining skilled and diverse talent, both from universities and the broader market. We recruit from among the best universities across markets in which we compete and are generally able to select from the top talent. We focus on developing our employees by providing a variety of job experiences, training programs and skill development opportunities. Given our develop-from-within model for staffing most of our senior leadership positions, it is particularly important for us to ensure holistic growth and full engagement of our employees.

Diversity, Equality and Inclusion

As a consumer products company, we believe that it is important for our workforce to reflect the diversity of our consumers worldwide. We also seek to foster an inclusive work environment where each individual can bring their authentic self, which helps drive innovation and enables us to better serve our consumers. We aspire to achieve equal gender representation globally and at key management and leadership levels. Within the U.S. workforce, our aspiration is to achieve 40% multicultural representation overall as well as at management and leadership levels.

Compensation and Benefits

Our compensation plans are based on the principles of paying for performance, paying competitively versus peer companies that we compete with for talent and in the marketplace and focusing on long-term success through a combination of short-term and long-term incentive programs. We also offer competitive benefit programs, including retirement plans and health insurance in line with local country practices with flexibility to accommodate the needs of a diverse workforce.

Sustainability. Environmental sustainability is a key focus area and integrated into P&G's business strategies. The Company has declared its focus on developing irresistibly superior products and packages that are sustainable. The Company announced an ambition to reduce greenhouse gas emissions, purchase renewable electricity for our operations, reduce our use of virgin petroleum-based plastic in our packaging, increase the recyclability or reusability of our packaging and increase responsible sourcing of key forest-based commodities such as wood pulp and palm oil.

Additional detailed information on our sustainability efforts including our TCFD (Task Force on Climate-Related Financial Disclosures), SASB (Sustainability Accounting Standards Board) and CDP (Carbon Disclosure Project) reports can be found on our website at <https://pginvestor.com/esg>. References to our sustainability reports and website are for informational purposes only and neither the sustainability reports nor the other information on our website is incorporated by reference into this Annual Report on Form 10-K.

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, as well as in our quarterly and annual reports, current reports on Form 8-K, 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 outdated or incomplete. We assume no obligation to update any forward-looking statements as a result of new information, future events or other factors, except to the extent required by law. 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 significant factors that may adversely affect our business, operations, financial position or future financial performance. This information should be read in conjunction with Management’s Discussion and Analysis 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 and other factors could cause our future results to differ from those in the forward-looking statements and from historical trends, perhaps materially.

MACROECONOMIC CONDITIONS AND RELATED FINANCIAL RISKS

Our business is subject to numerous risks as a result of having significant operations and sales in international markets, including foreign currency fluctuations, currency exchange or pricing controls and localized volatility.

We are a global company, with operations in approximately 70 countries and products sold in approximately 180 countries and territories around the world. We hold assets, incur liabilities, generate sales and pay expenses in a variety of currencies other than the U.S. dollar, and our operations outside the U.S. generate more than fifty percent of our annual net sales. Fluctuations in exchange rates for foreign currencies have and could continue to reduce the U.S. dollar value of sales, earnings and cash flows we receive from non-U.S. markets, increase our supply costs (as measured in U.S. dollars) in those markets, negatively impact our competitiveness in those markets or otherwise adversely

impact our business results or financial condition. Further, we have a significant amount of foreign currency debt and derivatives as part of our capital markets activities. The maturity cash outflows of these instruments could be adversely impacted by significant appreciation of foreign currency exchange rates (particularly the Euro), which could adversely impact our overall cash flows. Moreover, discriminatory or conflicting fiscal or trade policies in different countries, including changes to tariffs and existing trade policies and agreements, could adversely affect our results. See also the Results of Operations and Cash Flow, Financial Condition and Liquidity sections of the MD&A and the Consolidated Financial Statements and related Notes.

We also have businesses and maintain local currency cash balances in a number of countries with currency exchange, import authorization, pricing or other controls or restrictions, such as Nigeria, Turkey, Argentina and Egypt. Our results of operations, financial condition and cash flows could be adversely impacted if we are unable to successfully manage such controls and restrictions, continue existing business operations and repatriate earnings from overseas, or if new or increased tariffs, quotas, exchange or price controls, trade barriers or similar restrictions are imposed on our business.

Additionally, our business, operations or employees have been and could continue to be adversely affected (including by the need to de-consolidate or even exit certain businesses in particular countries) by political volatility, labor market disruptions or other crises or vulnerabilities in individual countries or regions, including political instability or upheaval or acts of war (such as the Russia-Ukraine War) and the related government and other entity responses, broad economic instability or sovereign risk related to a default by or deterioration in the creditworthiness of local governments, particularly in emerging markets.

Uncertain economic or social conditions may adversely impact demand for our products or cause our customers and other business partners to suffer financial hardship, which could adversely impact our business.

Our business could be negatively impacted by reduced demand for our products related to one or more significant local, regional or global economic or social disruptions. These disruptions have included and may in the future include: a slow-down, recession or inflationary pressures in the general economy; reduced market growth rates; tighter credit markets for our suppliers, vendors or customers; a significant shift in government policies; significant social unrest; the deterioration of economic relations between countries or regions, including potential negative consumer sentiment toward non-local products or sources; or the inability to conduct day-to-day transactions through our financial intermediaries to pay funds to or collect funds from our customers, vendors and suppliers. Additionally, these and other economic conditions may cause our suppliers, distributors, contractors or other third-party partners to suffer financial or operational difficulties that they cannot overcome, resulting in their inability to provide us with the materials and services we need, in which case our business and results of operations could be adversely affected.

Customers may also suffer financial hardships due to economic conditions such that their accounts become uncollectible or are subject to longer collection cycles. In addition, if we are unable to generate sufficient sales, income and cash flow, it could affect the Company's ability to achieve expected share repurchase and dividend payments.

Disruptions in credit markets or to our banking partners or changes to our credit ratings may reduce our access to credit or overall liquidity.

A disruption in the credit markets or a downgrade of our current credit rating could increase our future borrowing costs and impair our ability to access capital and credit markets on terms commercially acceptable to us, which could adversely affect our liquidity and capital resources or significantly increase our cost of capital. In addition, we rely on top-tier banking partners in key markets around the world, who themselves face economic, societal, political and other risks, for access to credit and to facilitate collection, payment and supply chain finance programs. A disruption to one or more of these top-tier partners could impact our ability to draw on existing credit facilities or otherwise adversely affect our cash flows or the cash flows of our customers and vendors.

Changing political conditions could adversely impact our business and financial results.

Changes in the political conditions in markets in which we manufacture, sell or distribute our products may be difficult to predict and may adversely affect our business and financial results. Results of elections, referendums, sanctions or other political processes in certain markets in which our products are manufactured, sold or distributed could create uncertainty regarding how existing governmental policies, laws and regulations may change, including with respect to sanctions, taxes, tariffs, import and export controls and the general movement of goods, services, capital and people between countries and other matters. The potential implications of such uncertainty, which include, among others, exchange rate fluctuations, new or increased tariffs, trade barriers and market contraction, could adversely affect the Company's results of operations and cash flows.

The war between Russia and Ukraine has adversely impacted and could continue to adversely impact our business and financial results.

The war between Russia and Ukraine has negatively impacted, and the situation it generates may continue to negatively impact, our operations. Beginning in March 2022, the Company reduced its product portfolio, discontinued new capital investments and suspended media, advertising and promotional activity in Russia. Future impacts to the Company are difficult to predict due to the high level of uncertainty as to how the overall situation will evolve. Within Ukraine, there is a possibility of physical damage and destruction of our two manufacturing facilities, our distribution centers or those of our customers. We may not be able to operate our manufacturing sites and source raw materials from our suppliers or ship finished products to

our customers. Within Russia, we may reduce further or discontinue our operations due to sanctions and export controls and counter-sanctions, monetary, currency or payment controls, restrictions on access to financial institutions, supply and transportation challenges or other circumstances and considerations. Ultimately, these could result in loss of assets or impairments of our manufacturing plants and fixed assets or write-downs of other operating assets and working capital.

The war between Russia and Ukraine could also amplify or affect the other risk factors set forth in this Part I, Item 1A, including, but not limited to, foreign exchange volatility, disruptions to the financial and credit markets, energy supply and supply chain disruptions, increased risks of an information security or operational technology incident, cost fluctuations and commodity cost increases and increased costs to ensure compliance with global and local laws and regulations. The occurrence of any of these risks, combined with the increased impact from the war between Russia and Ukraine, could adversely impact our business and financial results.

More broadly, there could be additional negative impacts to our net sales, earnings and cash flows should the situation worsen, including, among other potential impacts, economic recessions in certain neighboring countries or globally due to inflationary pressures, energy and supply chain cost increases or the geographic proximity of the war relative to the rest of Europe.

BUSINESS OPERATIONS RISKS

Our business results depend on our ability to manage disruptions in our global supply chain.

Our ability to meet our customers' needs and achieve cost targets depends on our ability to maintain key manufacturing and supply arrangements, including execution of supply chain optimizations and certain sole supplier or sole manufacturing plant arrangements. The loss or disruption of such manufacturing and supply arrangements, including for issues such as labor disputes or controversies, loss or impairment of key manufacturing sites, discontinuity or disruptions in our internal information and data systems or those of our suppliers, inability to procure sufficient raw or input materials (including water, recycled materials and materials that meet our labor standards), significant changes in trade policy, natural disasters, increasing severity or frequency of extreme weather events due to climate change or otherwise, acts of war or terrorism, disease outbreaks or other external factors over which we have no control, have at times interrupted and could, in the future, interrupt product supply and, if not effectively managed and remedied, could have an adverse impact on our business, financial condition, results of operations or cash flows.

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

Our costs are subject to fluctuations, particularly due to changes in the prices of commodities (including certain petroleum-derived materials like resins and paper-based

materials like pulp) and raw and packaging materials and the costs of labor, transportation (including trucks and containers), energy, pension and healthcare. Inflation pressures could also result in increases in these input costs. Therefore, our business results depend, 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. Failure to manage these fluctuations could adversely impact our results of operations or cash flows.

The ability to achieve our business objectives depends 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, we experience ongoing competitive pressures in the environments in which we operate, which may result in challenges in maintaining sales and profit margins. To address these challenges, we must be able to successfully respond to competitive factors and emerging retail trends, including pricing, promotional incentives, product delivery windows and trade terms. In addition, evolving sales channels and business models may affect customer and consumer preferences as well as market dynamics, which, for example, may be seen in the growing consumer preference for shopping online, ease of competitive entry into certain categories and growth in hard discounter channels. Failure to successfully respond to competitive factors and emerging retail trends and effectively compete in growing sales channels and business models, particularly e-commerce and mobile or social commerce applications, could negatively impact our results of operations or cash flows.

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 include mass merchandisers, e-commerce (including social commerce) channels, grocery stores, membership club stores, drug stores, department stores, distributors, wholesalers, specialty beauty stores (including airport duty-free stores), high-frequency stores, pharmacies, electronics stores and professional channels. Our success depends on our ability to successfully manage relationships with our retail trade customers, which includes our ability to offer trade terms that are mutually acceptable and are aligned with our pricing and profitability targets. Continued concentration among our retail customers could create significant cost and margin pressure on our business, and our business performance could suffer if we cannot reach agreement with a key customer on trade terms and principles. Our business could also be negatively impacted if a key customer were to significantly reduce the inventory level of or shelf space allocated to our products as a result of increased offerings of other branded manufacturers, private label brands and generic non-branded products or for other

reasons, significantly tighten product delivery windows or experience a significant business disruption.

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, and the reputation of our brands, form the foundation of our relationships with key stakeholders and other constituencies, including consumers, customers and suppliers. The quality and safety of our products are critical to our business. Many of our brands have worldwide recognition and our financial success directly depends on the success of our brands. The success of our 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 of operations or cash flows could also be negatively impacted if the Company or one of our brands suffers substantial harm to its reputation due to a significant product recall, product-related litigation, defects or impurities in our products, product misuse, changing consumer perceptions of certain ingredients, negative perceptions of packaging (such as plastic and other petroleum-based materials), lack of recyclability or other environmental impacts, concerns about actual or alleged labor or equality and inclusion practices, privacy lapses or data breaches, allegations of product tampering or the distribution and sale of counterfeit products. Additionally, negative or inaccurate postings or comments on social media or networking websites about the Company or one of its brands could generate adverse publicity that could damage the reputation of our brands or the Company. If we are unable to effectively manage real or perceived issues, including concerns about safety, quality, ingredients, efficacy, environmental or social impacts or similar matters, sentiments toward the Company or our products could be negatively impacted, and our results of operations or cash flows could suffer. Our Company also devotes time and resources to citizenship efforts that are consistent with our corporate values and are designed to strengthen our business and protect and preserve our reputation, including programs driving ethics and corporate responsibility, strong communities, equality and inclusion and environmental sustainability. While the Company has many programs and initiatives to further these goals, our ability to achieve these goals is impacted in part by the actions and efforts of third parties including local and other governmental authorities, suppliers, vendors and customers. If these programs are not executed as planned or suffer negative publicity, the Company's reputation and results of operations or cash flows could be adversely impacted.

We rely on third parties in many aspects of our business, which creates additional risk.

Due to the scale and scope of our business, we must rely on relationships with third parties, including our suppliers, contract manufacturers, distributors, contractors, commercial banks, joint venture partners and external business partners, for certain functions. If we are unable to effectively manage our third-party relationships and the agreements under which our third-party partners operate, our results of operations and cash flows could be adversely impacted. Further, failure of these third parties to meet their obligations to the Company or substantial disruptions in the relationships between the

Company and these third parties could adversely impact our operations and financial results. Additionally, while we have policies and procedures for managing these relationships, they inherently involve a lesser degree of control over business operations, governance and compliance, thereby potentially increasing our financial, legal, reputational and operational risk.

A significant information security or operational technology incident, including a cybersecurity breach, or the failure of one or more key information or operations technology systems, networks, hardware, processes and/or associated sites owned or operated by the Company or one of its service providers could have a material adverse impact on our business or reputation.

We rely extensively on information and operational technology (IT/OT) systems, networks and services, including internet and intranet sites, data hosting and processing facilities and technologies, physical security systems and other hardware, software and technical applications and platforms, many 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/OT 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, transferring, storing and/or processing customer, consumer, employee, vendor, investor and other stakeholder information and personal data, including such data from persons covered by an expanding landscape of privacy and data regulations, such as citizens of the European Union who are covered by the General Data Protection Regulation (GDPR), residents of California covered by the California Consumer Privacy Act (CCPA), citizens of China covered by the Personal Information Protection Law (PIPL) and citizens of Brazil covered by the General Personal Data Protection Law (LGPD);
- summarizing and reporting results of operations, including financial reporting;
- managing our banking and other cash liquidity systems and platforms;
- hosting, processing and sharing, as appropriate, confidential and proprietary research, business plans and financial information;
- collaborating via an online and efficient means of global business communications;
- complying with regulatory, legal and tax requirements;
- providing data security; and
- handling other processes necessary to manage our business.

Numerous and evolving information security threats, including advanced persistent cybersecurity threats, pose a

risk to the security of our services, systems, networks and supply chain, as well as to the confidentiality, availability and integrity of our data and of our critical business operations. In addition, because the techniques, tools and tactics used in cyber-attacks frequently change and may be difficult to detect for periods of time, we may face difficulties in anticipating and implementing adequate preventative measures or fully mitigating harms after such an attack.

Our IT/OT databases and systems and our third-party providers' databases and systems have been, and will likely continue to be, subject to advanced computer viruses or other malicious codes, ransomware, unauthorized access attempts, denial of service attacks, phishing, social engineering, hacking and other cyber-attacks. Such attacks may originate from outside parties, hackers, criminal organizations or other threat actors, including nation states. In addition, insider actors-malicious or otherwise-could cause technical disruptions and/or confidential data leakage. We cannot guarantee that our security efforts or the security efforts of our third-party providers will prevent material breaches, operational incidents or other breakdowns to our or our third-party providers' IT/OT databases or systems.

A breach of our data security systems or failure of our IT/OT databases and systems may have a material adverse impact on our business operations and financial results. If the IT/OT systems, networks or service providers we rely upon fail to function properly or cause operational outages or aberrations, or if we or one of our third-party providers suffer significant unavailability of key operations, or inadvertent disclosure of, lack of integrity of, or loss of our sensitive business or stakeholder information, due to any number of causes, including catastrophic events, natural disasters, power outages, computer and telecommunications failures, improper data handling, viruses, phishing attempts, cyber-attacks, malware and ransomware attacks, security breaches, security incidents or employee error or malfeasance, 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 be exposed to reputational, competitive, operational, financial and business harm as well as litigation and regulatory action. If our critical IT systems or back-up systems or those of our third-party vendors are damaged or cease to function properly, we may have to make a significant investment to repair or replace them.

In addition, if a ransomware attack or other cybersecurity incident occurs, either internally or at our third-party technology service providers, we could be prevented from accessing our data or systems, which may cause interruptions or delays in our business operations, cause us to incur remediation costs, subject us to demands to pay a ransom or damage our reputation. In addition, such events could result in unauthorized disclosure of confidential information, and we may suffer financial and reputational damage because of lost or misappropriated confidential information belonging to us or to our partners, our employees, customers and suppliers. Additionally, we could

be exposed to potential liability, litigation, governmental inquiries, investigations or regulatory enforcement actions; and we could be subject to payment of fines or other penalties, legal claims by our suppliers, customers or employees and significant remediation costs.

Periodically, we also upgrade our IT/OT systems or adopt new technologies. If such a new system or technology does not function properly or otherwise exposes us to increased cybersecurity breaches and failures, it could affect our ability to order materials, make and ship orders and process payments in addition to other operational and information integrity and loss issues. The costs and operational consequences of responding to the above items and implementing remediation measures could be significant and could adversely impact our results of operations and cash flows.

We must successfully manage the demand, supply and operational challenges associated with the effects of a disease outbreak, including epidemics, pandemics or similar widespread public health concerns.

Our business may be negatively impacted by the fear of exposure to or actual effects of a disease outbreak, epidemic, pandemic or similar widespread public health concern, such as travel restrictions or recommendations or mandates from governmental authorities as a result of the COVID-19 virus, the threat of the virus or the emergence of any variants. These impacts include, but are not limited to:

- Significant reductions in demand or significant volatility in demand for one or more of our products, which may be caused by, among other things: the temporary inability of consumers to purchase our products due to illness, quarantine or other travel restrictions or financial hardship, shifts in demand away from one or more of our more discretionary or higher priced products to lower priced products, or stockpiling or similar pantry-loading activity. If prolonged, such impacts can further increase the difficulty of business or operations planning and may adversely impact our results of operations and cash flows;
- Inability to meet our customers' needs and achieve cost targets due to disruptions in our manufacturing and supply arrangements caused by constrained workforce capacity or the loss or disruption of other essential manufacturing and supply elements such as raw materials or other finished product components, transportation, or other manufacturing and distribution capability;
- Failure of third parties on which we rely, including our suppliers, contract manufacturers, distributors, contractors, commercial banks, joint venture partners and external business partners, to meet their obligations to the Company, or significant disruptions in their ability to do so, which may be caused by their own financial or operational difficulties and may adversely impact our operations;

- Periods of disruption that limit the ability to access the financial markets or which increase the cost of liquidity; or
- Significant changes in the political conditions in markets in which we manufacture, sell or distribute our products, including quarantines, import/export restrictions, price controls, or governmental or regulatory actions, closures or other restrictions that limit or close our operating and manufacturing facilities, restrict our employees' ability to travel or perform necessary business functions, or otherwise prevent our third-party partners, suppliers or customers from sufficiently staffing operations, including operations necessary for the production, distribution, sale and support of our products, which could adversely impact our results of operations and cash flows.

Despite our efforts to manage and remedy these impacts to the Company, their ultimate impact also depends on factors beyond our knowledge or control, including the duration and severity of any such outbreak as well as third-party actions taken to contain its spread and mitigate its public health effects. In the case of COVID-19, the emergence of variants may continue to occur across regions and countries where we operate, leading to varied government responses and the potential for decreased vaccine effectiveness, resulting in further volatility and disparity in our results and operations across geographies.

BUSINESS STRATEGY & ORGANIZATIONAL RISKS

Our ability to meet our growth targets depends on successful product, marketing and operations innovation and successful responses to competitive innovation, evolving digital marketing and selling platforms and changing consumer habits.

We are a consumer products company that relies on continued global demand for our brands and products. Achieving our business results depends, in part, on successfully developing, introducing and marketing new products and on making significant improvements to our equipment and manufacturing processes. The success of such innovation depends on our ability to correctly anticipate customer and consumer acceptance and trends, to obtain, maintain and enforce necessary intellectual property protections and to avoid infringing upon the intellectual property rights of others and to continue to deliver efficient and effective marketing across evolving media and mobile platforms with dynamic and increasingly more restrictive privacy requirements. We must also successfully respond to technological advances made by, and intellectual property rights granted to, competitors, customers and vendors. Failure to continually innovate, improve and respond to competitive moves, platform evolution and changing consumer habits could compromise our competitive position and adversely impact our financial condition, results of operations or cash flows.

We must successfully manage ongoing acquisition, joint venture and divestiture activities.

As a company that manages a portfolio of consumer brands, our ongoing business model includes 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 have been, and in the future could be, adversely impacted by the dilutive impacts from the loss of earnings associated with divested brands or dissolution of joint ventures. Our results of operations and cash flows have been, and in the future could also be, impacted by acquisitions or joint venture activities, if: 1) changes in the cash flows or other market-based assumptions cause the value of acquired assets to fall below book value, or 2) we are not able to deliver the expected cost and growth synergies associated with such acquisitions and joint ventures, including as a result of integration and collaboration challenges, which could also result in an impairment of goodwill and intangible assets.

Our business results depend on our ability to successfully manage productivity improvements and ongoing organizational change, including attracting and retaining key talent as part of our overall succession planning.

Our financial projections assume certain ongoing productivity improvements and cost savings, including staffing adjustments and employee departures. Failure to deliver these planned productivity improvements and cost savings, while continuing to invest in business growth, could adversely impact our results of operations and cash flows. Additionally, successfully executing organizational change, management transitions at leadership levels of the Company and motivation and retention of key employees, is critical to our business success. Factors that may affect our ability to attract and retain sufficient numbers of qualified employees include employee morale, our reputation, competition from other employers and availability of qualified individuals. Our success depends on identifying, developing and retaining key employees to provide uninterrupted leadership and direction for our business. This includes developing and retaining organizational capabilities in key growth markets where the depth of skilled or experienced employees may be limited and competition for these resources is intense as well as continuing the development and execution of robust leadership succession plans.

LEGAL & REGULATORY RISKS

We must successfully manage compliance with current and expanding laws and regulations, as well as manage new and pending legal and regulatory matters in the U.S. and abroad.

Our business is subject to a wide variety of laws and regulations across the countries in which we do business, including those laws and regulations involving intellectual property, product liability, product composition or formulation, packaging content or corporate responsibility after consumer purchase, marketing, antitrust and competition, privacy, data protection, environmental (including increasing focus on the climate, water and waste impacts of consumer packaged goods companies' operations

and products), employment, healthcare, anti-bribery, anti-corruption, trade (including tariffs, sanctions and export controls), tax, accounting and financial reporting or other matters. In addition, increasing governmental and societal attention to environmental, social and governance (ESG) matters, including expanding mandatory and voluntary reporting, diligence and disclosure on topics such as climate change, waste production, water usage, human capital, labor and risk oversight, could expand the nature, scope and complexity of matters that we are required to control, assess and report. These and other rapidly changing laws, regulations, policies and related interpretations as well as increased enforcement actions by various governmental and regulatory agencies, create challenges for the Company, including our compliance and ethics programs, may alter the environment in which we do business and may increase the ongoing costs of compliance, which could adversely impact our results of operations and cash flows. If we are unable to continue to meet these challenges and comply with all laws, regulations, policies and related interpretations, it could negatively impact our reputation and our business results. Additionally, we are currently, and in the future may be, subject to a number of inquiries, investigations, claims, proceedings and requests for information from governmental agencies or private parties, the adverse outcomes of which could harm our business. Failure to successfully manage these new or pending regulatory and legal matters and resolve such matters without significant liability or damage to our reputation may materially adversely impact our financial condition, results of operations and cash flows. Furthermore, if new or pending legal or regulatory matters result in fines or costs in excess of the amounts accrued to date, that may also materially impact our results of operations and financial position.

Changes in applicable tax laws and regulations and resolutions of tax disputes could negatively affect our financial results.

The Company is subject to taxation in the U.S. and numerous foreign jurisdictions. Changes in the various tax laws can and do occur. For example, 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). The changes included in the U.S. Tax Act were broad and complex. Under the current U.S. presidential administration, comprehensive federal income tax reform has been proposed, including an increase in the U.S. Federal corporate income tax rate, elimination of certain investment incentives and a more than doubling of U.S. residual taxation of non-U.S. earnings. While these proposals are controversial, likely to change during the legislative process and may prove difficult to enact as proposed in the current closely divided U.S. Congress, their impact could nonetheless be significant.

Additionally, longstanding international tax norms that determine each country's jurisdiction to tax cross-border international trade are subject to potential evolution. An outgrowth of the original Base Erosion and Profit Shifting (BEPS) project is a project undertaken by the approximately

140 member countries of the expanded Organisation for Economic Co-operation and Development (OECD) Inclusive Framework focused on "Addressing the Challenges of the Digitalization of the Economy." The breadth of this project extends beyond pure digital businesses and, as proposed, would likely impact a large portion of multinational businesses by potentially redefining jurisdictional taxation rights in market countries and establishing a global minimum tax. Recent pronouncements related to this project suggest an implementation of the proposed 15% global minimum tax in the near to mid-term. Continued negotiations on important details of this project are ongoing, and ultimate enactment and timing in the EU, US and other jurisdictions remains uncertain.

While it is too early to assess the overall impact of these potential changes, as these and other tax laws and related regulations are revised, enacted and implemented, our financial condition, results of operations and cash flows could be materially impacted.

Furthermore, we are subject to regular review and audit by both foreign and domestic tax authorities. While we believe our tax positions will be sustained, the final outcome of tax audits and related litigation, including maintaining our intended tax treatment of divestiture transactions such as the fiscal 2017 Beauty Brands transaction with Coty, may differ materially from the tax amounts recorded in our Consolidated Financial Statements, which could adversely impact our results of operations and cash flows.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

In the U.S., we own and operate 23 manufacturing sites located in 17 different states. In addition, we own and operate 81 manufacturing sites in 35 other countries. Many of the domestic and international sites manufacture products for multiple businesses. Beauty products are manufactured at 22 of these locations; Grooming products at 17; Health Care products at 20; Fabric & Home Care products at 38; and Baby, Feminine & Family Care products at 37. We own our Corporate headquarters in Cincinnati, Ohio. We own or lease our principal regional general offices in Switzerland, Panama, Singapore, China and Dubai. We own or lease our principal regional shared service centers in Costa Rica, the United Kingdom and the Philippines. Management believes that the Company's sites 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. In addition, SEC regulations require that we disclose certain environmental proceedings arising under Federal, State or local law when a governmental authority is a party and such proceeding involves potential monetary sanctions that the Company reasonably believes will exceed a certain threshold (\$1 million or more). There are no relevant matters to disclose under this Item for this period. See Note 13 to our Consolidated Financial Statements for information on certain legal proceedings for which there are contingencies.

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.

INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The names, ages and positions held by the Executive Officers of the Company on August 5, 2022, are:

Name	Position	Age	First Elected to Officer Position
Jon R. Moeller	Chairman of the Board, President and Chief Executive Officer	58	2009 ⁽¹⁾
Shailesh Jejurikar	Chief Operating Officer	55	2018 ⁽²⁾
Andre Schulten	Chief Financial Officer	51	2021 ⁽³⁾
Gary A. Coombe	Chief Executive Officer - Grooming	58	2014 ⁽⁴⁾
Jennifer L. Davis	Chief Executive Officer - Health Care	51	2022 ⁽⁵⁾
Ma. Fatima D. Francisco	Chief Executive Officer - Baby, Feminine and Family Care and Executive Sponsor for Gender Equality	54	2018 ⁽⁶⁾
R. Alexandra Keith	Chief Executive Officer - Beauty and Executive Sponsor for Corporate Sustainability	54	2017 ⁽⁷⁾
Sundar Raman	Chief Executive Officer - Fabric and Home Care	47	2021 ⁽⁸⁾
Victor Aguilar	Chief Research, Development and Innovation Officer	55	2020 ⁽⁹⁾
M. Tracey Grabowski	Chief Human Resources Officer	54	2018 ⁽¹⁰⁾
Marc S. Pritchard	Chief Brand Officer	62	2008
Susan Street Whaley	Chief Legal Officer and Secretary	48	2022 ⁽¹¹⁾

All the Executive Officers named above have been employed by the Company for more than the past five years.

- ⁽¹⁾ Mr. Moeller previously served as President and Chief Executive Officer (2021 - 2022), Vice Chairman, Chief Operating Officer and Chief Financial Officer (2019 - 2021), Vice Chairman and Chief Financial Officer (2017 - 2019) and as Chief Financial Officer (2009 - 2017).
- ⁽²⁾ Mr. Jejurikar previously served as Chief Executive Officer - Fabric and Home Care (2019 - 2021), President - Global Fabric, Home Care and P&G Professional (2018 - 2019), and President - Global Fabric Care and Brand-Building Officer Global Fabric & Home Care (2015 - 2018).
- ⁽³⁾ Mr. Schulten previously served as Senior Vice President - Baby Care, North America (2018 - 2021) and Senior Vice President - Finance & Accounting, Global Baby, Feminine and Family Care (2014 - 2018).
- ⁽⁴⁾ Mr. Coombe previously served as President - Europe Selling & Market Operations (2014 - 2018).
- ⁽⁵⁾ Ms. Davis previously served as President - Feminine Care (2019 - 2022), President - Global Feminine Care (2018 - 2019), and Vice President - Feminine Care, North America and Brand Franchise Leader, Tampax (2016 - 2018).
- ⁽⁶⁾ Ms. Francisco previously served as Chief Executive Officer - Baby and Feminine Care (2019 - 2021), President - Global Baby Care and Baby & Feminine Care Sector (2018 - 2019), and President - Global Feminine Care (2015 - 2018).
- ⁽⁷⁾ Ms. Keith previously served as Chief Executive Officer - Beauty (2017 - 2022).
- ⁽⁸⁾ Mr. Raman previously served as President-Home Care and P&G Professional (2020 - 2021), President - Fabric Care, North America and P&G Professional (2019 - 2020), and Vice President - Fabric Care, North America (2015 - 2019).
- ⁽⁹⁾ Mr. Aguilar previously served as Senior Vice President - Research & Development, Corporate Function Research & Development (2020), Senior Vice President - Research & Development, Corporate Function Research & Development and Global Fabric Care (2019), and Senior Vice President - Research & Development Global Fabric Care; and Sector Leader, Research & Development Global Fabric and Home Care (2014 - 2019).
- ⁽¹⁰⁾ Ms. Grabowski previously served as Senior Vice President - Human Resources, North America Selling and Market Operations (2015 - 2018).
- ⁽¹¹⁾ Ms. Whaley previously served as Senior Vice President and General Counsel - North America, Practice Groups and Sector Business Units (2019 - 2022), and Vice President and General Counsel - North America, Global Go-To-Market and Practice Groups, and Global Business Units (2016 - 2019).

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

Period	Total Number of Shares Purchased ⁽¹⁾	Average Price Paid per Share ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ⁽³⁾	Approximate Dollar Value of Shares that May Yet Be Purchased Under Our Share Repurchase Program
4/1/2022 - 4/30/2022	3,772,818	\$159.03	3,772,818	(3)
5/1/2022 - 5/31/2022	—	—	—	(3)
6/1/2022 - 6/30/2022	5,319,017	140.93	4,620,153	(3)
Total	9,091,835	\$148.44	8,392,971	(3)

(1) All transactions are reported on a trade date basis and 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.

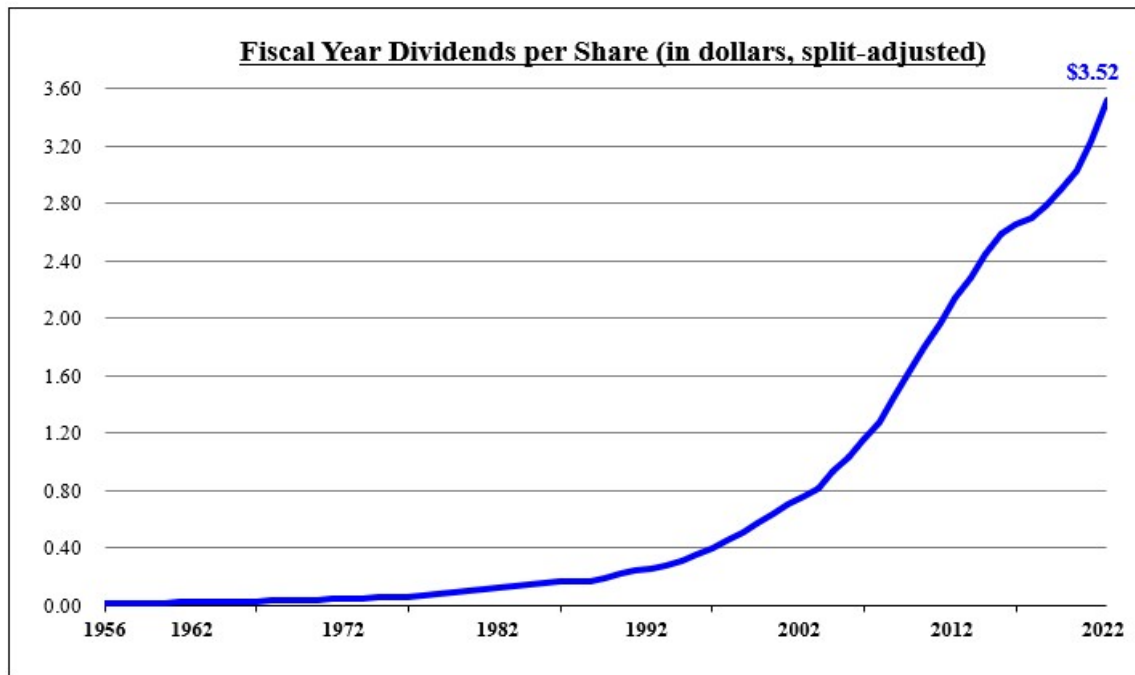
(2) Average price paid per share for open market transactions excludes commission.

(3) On April 20, 2022, the Company stated that in fiscal year 2022 the Company expected to reduce outstanding shares through direct share repurchases at a value of approximately \$10 billion, notwithstanding 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 debt. The total value of the shares purchased under the share repurchase plan was \$10 billion. The share repurchase plan ended on June 30, 2022.

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 132 consecutive years since its incorporation in 1890 and has increased its dividend for 66 consecutive years since 1956. Over the past ten years, the dividend has increased at an annual compound average rate of 5%. Nevertheless, as in the past, further dividends will be considered after reviewing dividend yields, profitability and cash flow expectations and financing needs and will be declared at the discretion of the Company's Board of Directors.



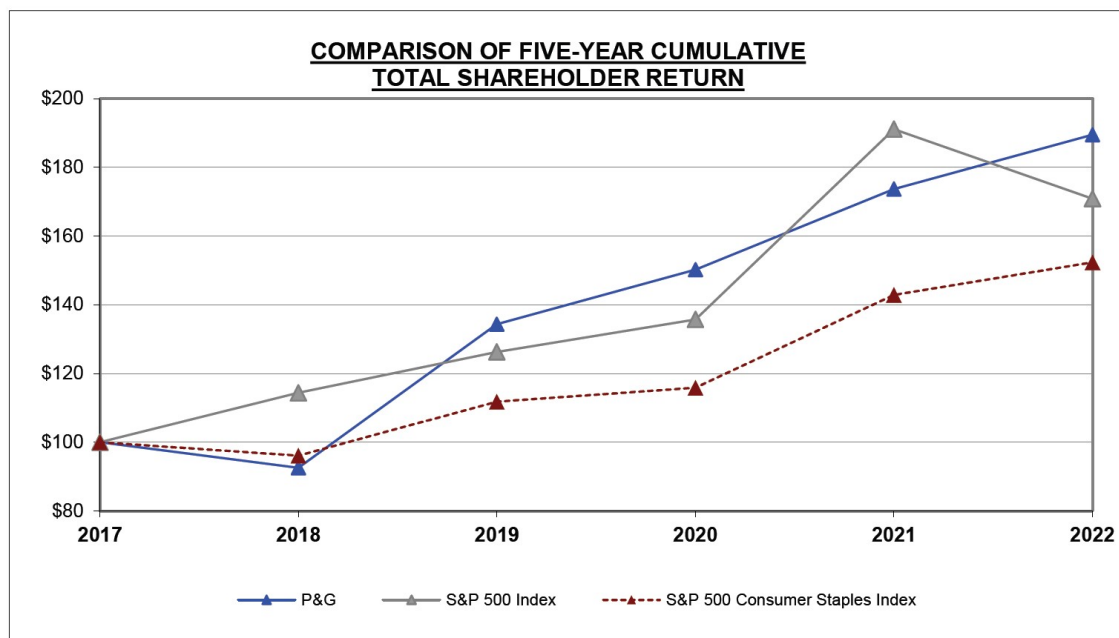
(in dollars; split-adjusted)	1956	1962	1972	1982	1992	2002	2012	2022
Dividends per share	\$ 0.01	\$ 0.02	\$ 0.05	\$ 0.13	\$ 0.26	\$ 0.76	\$ 2.14	\$ 3.52

Common Stock Information

P&G trades on the New York Stock Exchange under the stock symbol PG. As of June 30, 2022, there were approximately 5 million common stock shareowners, including shareowners of record, participants in P&G stock ownership plans and beneficial owners with accounts at banks and brokerage firms.

Shareholder Return

The following graph compares the cumulative total return of P&G's common stock for the five-year period ended June 30, 2022, 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, 2017, and that all dividends were reinvested.



Company Name/Index	Cumulative Value of \$100 Investment, through June 30					
	2017	2018	2019	2020	2021	2022
P&G	\$ 100	\$ 93	\$ 134	\$ 150	\$ 174	\$ 189
S&P 500 Stock Index	100	114	126	136	191	171
S&P 500 Consumer Staples Index	100	96	112	116	143	152

Item 6. Intentionally Omitted.

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

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, the following sections: “Management's Discussion and Analysis,” “Risk Factors” and “Notes 4, 8 and 13 to the Consolidated Financial Statements.” 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, which are subject to risks and uncertainties that may cause results to differ materially from those expressed or implied in the forward-looking statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether because of new information, future events or otherwise, except to the extent required by law.

Risks and uncertainties to which our forward-looking statements are subject include, without limitation: (1) the ability to successfully manage global financial risks, including foreign currency fluctuations, currency exchange or pricing controls and localized volatility; (2) the ability to successfully manage local, regional or global economic volatility, including reduced market growth rates, and to generate sufficient income and cash flow to allow the Company to effect the expected share repurchases and dividend payments; (3) the ability to manage disruptions in credit markets or to our banking partners or changes to our credit rating; (4) the ability to maintain key manufacturing and supply arrangements (including execution of supply chain optimizations and sole supplier and sole manufacturing plant arrangements) and to manage disruption of business due to various factors, including ones outside of our control, such as natural disasters, acts of war (including the Russia-Ukraine War) or terrorism or disease outbreaks; (5) the ability to successfully manage cost fluctuations and pressures, including prices of commodities and raw materials and costs of labor, transportation, energy, pension and healthcare; (6) the ability to stay on the leading edge of innovation, obtain necessary intellectual property protections and successfully respond to changing consumer habits, evolving digital marketing and selling platform requirements and technological advances attained by, and patents granted to, competitors; (7) the ability to compete with our local and global competitors in new and existing sales channels, including by successfully responding to competitive factors such as prices, promotional incentives and trade terms for products; (8) the ability to manage and maintain key

customer relationships; (9) the ability to protect our reputation and brand equity by successfully managing real or perceived issues, including concerns about safety, quality, ingredients, efficacy, packaging content, supply chain practices or similar matters that may arise; (10) the ability to successfully manage the financial, legal, reputational and operational risk associated with third-party relationships, such as our suppliers, contract manufacturers, distributors, contractors and external business partners; (11) the ability to rely on and maintain key company and third-party information and operational technology systems, networks and services and maintain the security and functionality of such systems, networks and services and the data contained therein; (12) the ability to successfully manage uncertainties related to changing political conditions and potential implications such as exchange rate fluctuations and market contraction; (13) the ability to successfully manage current and expanding regulatory and legal requirements and matters (including, without limitation, those laws and regulations involving product liability, product and packaging composition, intellectual property, labor and employment, antitrust, privacy and data protection, tax, the environment, due diligence, risk oversight, accounting and financial reporting) and to resolve new and pending matters within current estimates; (14) the ability to manage changes in applicable tax laws and regulations; (15) the ability to successfully manage our ongoing acquisition, divestiture and joint venture activities, in each case to achieve the Company's overall business strategy and financial objectives, without impacting the delivery of base business objectives; (16) the ability to successfully achieve productivity improvements and cost savings and manage ongoing organizational changes while successfully identifying, developing and retaining key employees, including in key growth markets where the availability of skilled or experienced employees may be limited; (17) the ability to successfully manage the demand, supply and operational challenges, as well as governmental responses or mandates, associated with a disease outbreak, including epidemics, pandemics or similar widespread public health concerns (including COVID-19); (18) the ability to manage the uncertainties, sanctions and economic effects from the war between Russia and Ukraine; and (19) the ability to successfully achieve our ambition of reducing our greenhouse gas emissions and delivering progress towards our environmental sustainability priorities. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from those projected herein is included in the section titled “Economic Conditions and Uncertainties” and the section titled “Risk Factors” (Part I, Item 1A) of this Form 10-K.

Purpose, Approach and Non-GAAP Measures

The purpose of Management's Discussion and Analysis (MD&A) is to provide an understanding of Procter & Gamble's financial condition, results of operations and cash flows by focusing on changes in certain key measures from year to year. The MD&A is provided as a supplement to,

and should be read in conjunction with, our Consolidated Financial Statements and accompanying Notes. The MD&A is organized in the following sections:

- Overview
- Summary of 2022 Results
- Economic Conditions and Uncertainties
- Results of Operations
- Segment Results
- Cash Flow, Financial Condition and Liquidity
- Significant Accounting Policies and Estimates
- Other Information

Throughout the MD&A we refer to measures used by management to evaluate performance, including unit volume growth, net sales, net earnings, diluted net earnings per share and operating cash flow. 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), consisting of organic sales growth, core earnings per share (Core EPS), adjusted free cash flow and adjusted free cash flow productivity. Organic sales growth is net sales growth excluding the impacts of acquisitions, divestitures and foreign exchange from year-over-year comparisons. Core EPS is 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. Adjusted free cash flow is operating cash flow less capital spending and transitional tax payments related to the U.S. Tax Act. Adjusted free cash flow productivity is the

ratio of adjusted free cash flow to net earnings excluding certain one-time items. 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 the MD&A provides more details on the use and the derivation of these measures as well as reconciliations to the most directly comparable U.S. GAAP 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 consumption in the MD&A are based on a combination of vendor-purchased traditional brick-and-mortar and online data in key markets as well as internal estimates. All market share references represent the percentage of sales of our products in dollar terms on a constant currency basis relative to all product sales in the category. The Company measures quarter and fiscal year-to-date market shares through the most recent period for which market share data is available, which typically reflects a lag time of one or two months as compared to the end of the reporting period. Management also uses unit volume growth to evaluate and explain drivers of changes in net sales. Organic volume growth reflects year-over-year changes in unit volume excluding the impacts of acquisitions, divestitures and certain one-time items, if applicable, and is used to explain changes in organic sales.

OVERVIEW

Procter & Gamble is a global leader in the fast-moving consumer goods industry, focused on providing branded consumer packaged goods of superior quality and value to our consumers around the world. Our products are sold in approximately 180 countries and territories primarily through mass merchandisers, e-commerce (including social commerce) channels, grocery stores, membership club stores, drug stores, department stores, distributors, wholesalers, specialty beauty stores (including airport duty-free stores), high-frequency stores, pharmacies, electronics stores and professional channels. We also sell direct to individual consumers. 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 believe 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 Sector Business Units (SBUs), Enterprise Markets (EMs), Corporate Functions (CF) and Global Business Services (GBS).

Sector Business Units

The Company's ten product categories are organized into five SBUs and five reportable segments (under U.S. GAAP): Beauty; Grooming; Health Care; Fabric & Home Care; and Baby, Feminine & Family Care. The SBUs are responsible for global brand strategy, new product upgrades and innovation, marketing plans and supply chain. They have direct profit responsibility for markets representing the large majority of the Company's sales and earnings (referred to as Focus Markets) and are also responsible for innovation plans, supply plans and operating frameworks to drive growth and value creation in the remaining markets (referred to as Enterprise Markets). Throughout the MD&A, we reference business results by region, which are comprised of North America, Europe, Greater China, Latin America, Asia Pacific and India, Middle East and Africa (IMEA).

The following provides additional detail on our reportable segments and the ten product categories and brand composition within each segment.

Reportable Segments	% of Net Sales ⁽¹⁾	% of Net Earnings ⁽¹⁾	Product Categories (Sub-Categories)	Major Brands
Beauty	18%	22%	Hair Care (<i>Conditioner, Shampoo, Styling Aids, Treatments</i>) Skin and Personal Care (<i>Antiperspirant and Deodorant, Personal Cleansing, Skin Care</i>)	Head & Shoulders, Herbal Essences, Pantene, Rejoice Olay, Old Spice, Safeguard, Secret, SK-II
Grooming	8%	10%	Grooming ⁽²⁾ (<i>Shave Care - Female Blades & Razors, Male Blades & Razors, Pre- and Post-Shave Products, Other Shave Care; Appliances</i>)	Braun, Gillette, Venus
Health Care	14%	14%	Oral Care (<i>Toothbrushes, Toothpaste, Other Oral Care</i>) Personal Health Care (<i>Gastrointestinal, Rapid Diagnostics, Respiratory, Vitamins/Minerals/Supplements, Pain Relief, Other Personal Health Care</i>)	Crest, Oral-B Metamucil, Neurobion, Pepto-Bismol, Vicks
Fabric & Home Care	35%	31%	Fabric Care (<i>Fabric Enhancers, Laundry Additives, Laundry Detergents</i>) Home Care (<i>Air Care, Dish Care, P&G Professional, Surface Care</i>)	Ariel, Downy, Gain, Tide Cascade, Dawn, Fairy, Febreze, Mr. Clean, Swiffer
Baby, Feminine & Family Care	25%	23%	Baby Care (<i>Baby Wipes, Taped Diapers and Pants</i>) Feminine Care (<i>Adult Incontinence, Feminine Care</i>) Family Care (<i>Paper Towels, Tissues, Toilet Paper</i>)	Luvs, Pampers Always, Always Discreet, Tampax Bounty, Charmin, Puffs

⁽¹⁾ Percent of Net sales and Net earnings for the year ended June 30, 2022 (excluding results held in Corporate).

⁽²⁾ The Grooming product category is comprised of the Shave Care and Appliances operating segments.

Organization Design:

Sector Business Units

Beauty: We are a global market leader amongst the beauty categories in which we compete, including hair care and skin and personal care. We are a global market leader in the retail hair care market with more than 20% global market share primarily behind our Pantene and Head & Shoulders brands. In skin and personal care, we offer a wide variety of products, ranging from deodorants to personal cleansing to skin care, such as our Olay brand, which is one of the top facial skin care brands in the world with approximately 6% global market share.

Grooming: We compete in shave care and appliances. In shave care, we are the global market leader in the blades and razors market. Our global blades and razors market share is more than 60%, primarily behind our Gillette and Venus brands. Our appliances, such as electric shavers and epilators, are sold primarily under the Braun brand in a number of markets around the world where we compete against both global and regional competitors. We hold over 25% of the male electric shavers market and over 65% of the female epilators market.

Health Care: We compete in oral 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 nearly 20% global market share behind our Crest and Oral-B brands. In personal health care, we are a global market leader among the categories in which we compete, including respiratory treatments, digestive wellness, vitamins

and analgesics behind our Vicks, Metamucil, Pepto-Bismol and Neurobion brands.

Fabric & Home Care: This segment is comprised of a variety of fabric care products, including laundry detergents, additives and fabric enhancers; and home care products, including dishwashing liquids and detergents, surface cleaners and air fresheners. In fabric care, we generally have the number one or number two market share position in the markets in which we compete and are the global market leader with over 35% global market share, primarily behind our Tide, Ariel and Downy brands. Our global home care market share is nearly 25% across the categories in which we compete, primarily behind our Cascade, Dawn, Febreze and Swiffer brands.

Baby, Feminine & Family Care: In baby care, we are a global market leader and compete mainly in taped diapers, pants and baby wipes with more than 20% global market share. We have the number one or number two market share position in most of the key markets in which we compete, primarily behind Pampers, the Company's largest brand, with annual net sales of over \$7 billion. We are a global market leader in the feminine care category with over 20% global market share, primarily behind our Always and Tampax brands. We also compete in the adult incontinence category in certain markets behind Always Discreet, with over 10% market share in the key markets in which we compete. Our family care business is predominantly a North American business comprised primarily of the Bounty paper towel and

Charmin toilet paper brands. North America market shares are over 40% for Bounty and over 25% for Charmin.

Enterprise Markets

Enterprise Markets are responsible for sales and profit delivery in specific countries, supported by SBU-agreed innovation and supply chain plans, along with scaled services like planning, distribution and customer management.

Corporate Functions

Corporate Functions provides company-level strategy and portfolio analysis, corporate accounting, treasury, tax, external relations, governance, human resources, information technology and legal services.

Global Business Services

Global Business Services provides scaled services in technology, process and data tools to enable the SBUs, the EMs and CF to better serve consumers and customers. The GBS organization is responsible for providing world-class services and solutions that drive value for P&G.

Strategic Focus

Procter & Gamble aspires to serve the world's consumers better than our best competitors in every category and in every country in which we compete and, as a result, deliver total shareholder return in the top one-third of our peer group. Delivering and sustaining leadership levels of shareholder value creation requires balanced top- and bottom-line growth and strong cash generation.

The Company competes in daily-use product categories where performance plays a significant role in the consumer's choice of brands, and therefore, play to P&G's strengths. Our focused portfolio of businesses consists of ten product categories where P&G has leading market positions, strong brands and consumer-meaningful product technologies.

Within these categories, our strategic choices are focused on delighting and winning with consumers. Our consumers are at the center of everything we do. We win with consumers by delivering irresistible superiority across five key vectors - product performance, packaging, brand communication, retail execution and value. Winning with consumers around the world and against our best competitors requires superior innovation. Innovation has always been, and continues to be, P&G's lifeblood. Superior products delivered with superior execution drive market growth, value creation for retailers and build share growth for P&G.

Ongoing productivity improvement is crucial to delivering our balanced top- and bottom-line growth, cash generation and value creation objectives.

Productivity improvement enables investments to strengthen the superiority of our brands via product and packaging innovation, more efficient

and effective supply chains, equity and awareness-building brand advertising and other programs and expansion of sales coverage and R&D programs. Productivity improvements also enable us to mitigate challenging cost environments (including periods of increasing commodity and negative foreign exchange impacts). Our objective is to drive productivity improvements across all elements of the statement of earnings and balance sheet, including cost of goods sold, marketing and promotional spending, overhead costs and capital spending.

We act with agility and are constructively disrupting our highly competitive industry and the way we do business, including how we innovate, communicate and leverage new technologies, to create more value.

We are improving operational effectiveness and organizational culture through enhanced clarity of roles and responsibilities, accountability and incentive compensation programs.

Additionally, within these strategies of superiority, productivity, constructive disruption and organization, we have declared four focus areas to strengthen our performance going forward. These are 1) leveraging environmental sustainability as an additional driver of superior performing products and packaging innovations, 2) increasing digital acumen to drive consumer and customer preference, reduce cost and enable rapid and efficient decision making, 3) developing next-level supply chain capabilities to enable flexibility, agility, resilience and a new level of productivity adapting to a new reality and 4) delivering employee value equation for all gender identities, races, ethnicities, sexual orientations, ages and abilities for all roles to ensure we continue to attract, retain and develop the best talent.

We believe these strategies are right for the long-term health of the Company and our objective of delivering total shareholder return in the top one-third of our peer group.

The Company expects the delivery of the following long-term growth algorithm will result in total shareholder returns in the top third of the competitive, fast-moving consumer goods peer group:

- Organic sales growth above market growth rates in the categories and geographies in which we compete;
- Core earnings per share (EPS) growth of mid-to-high single digits; and
- Adjusted free cash flow productivity of 90% or greater.

During periods of significant macroeconomic pressures, we intend to maintain a disciplined approach to investing in our business, which may cause short-term results to deviate from the long-term growth algorithm.

SUMMARY OF 2022 RESULTSAmounts in millions, except per share amounts

	2022	2021	Change vs. Prior Year
Net sales	\$ 80,187	\$ 76,118	5 %
Operating income	17,813	17,986	(1)%
Net earnings	14,793	14,352	3 %
Net earnings attributable to Procter & Gamble	14,742	14,306	3 %
Diluted net earnings per common share	5.81	5.50	6 %
Core earnings per share	5.81	5.66	3 %
Cash flow from operating activities	16,723	18,371	(9)%

- Net sales increased 5% to \$80.2 billion on a 2% increase in unit volume. Unfavorable foreign exchange had a negative 2% impact on net sales. Net sales growth was driven by a high single digit increase in Health Care, mid-single digit increases in Fabric & Home Care and Baby, Feminine & Family Care and low single digit increases in Beauty and Grooming. Excluding the impact of acquisitions and divestitures and foreign exchange, Organic sales increased 7% on a 2% increase in organic volume. Organic sales increased double digits in Health Care, increased high single digits in Fabric & Home Care, increased mid-single digits in Baby, Feminine & Family Care and in Grooming and increased low single digits in Beauty.
- Operating income decreased \$0.2 billion, or 1% versus year ago to \$17.8 billion, as the increase in net sales was more than offset by a decrease in operating margin.
- Net earnings increased \$0.4 billion or 3% versus year ago to \$14.8 billion, due to a prior year loss on early debt extinguishment, lower taxes and interest expense in the current year. Foreign exchange impacts negatively affected net earnings by approximately \$274 million.
- Net earnings attributable to Procter & Gamble were \$14.7 billion, an increase of \$0.4 billion or 3% versus the prior year primarily due to the increase in net earnings.
- Diluted net earnings per share (EPS) increased 6% to \$5.81 due to the increase in net earnings, a reduction in shares outstanding and due to the prior year loss on early debt extinguishment. Net earnings per share increased 3% versus the prior year core net earnings per share due to the increase in net earnings and a reduction in shares outstanding.
- Cash flow from operating activities was \$16.7 billion.
 - Adjusted free cash flow, which is operating cash flow less capital expenditures and certain other impacts, was \$13.8 billion.
 - Adjusted free cash flow productivity, which is the ratio of adjusted free cash flow to net earnings, was 93%.

ECONOMIC CONDITIONS AND UNCERTAINTIES

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, except as required by law. Forward-looking statements are inherently uncertain and investors must recognize that events could be significantly different from our expectations. For more information on risk factors that could impact our results, please refer to "Risk Factors" in Part I, Item 1A of this Form 10-K.

Global Economic Conditions. Our products are sold in numerous countries across North America, Europe, Latin America, Asia and Africa, with more than half our sales generated outside the United States. As such, we are exposed to and impacted by global macroeconomic factors, U.S. and foreign government policies and foreign exchange fluctuations. Global economic conditions continue to be volatile due to the COVID-19 pandemic, resulting in market size contractions in certain countries due to economic slowdowns and government restrictions on movement. Other macroeconomic factors also remain dynamic, and any causes of market size contraction, such as greater political unrest or instability in the Middle East, Central and Eastern Europe (including the ongoing Russia-Ukraine War), certain Latin American markets, the Hong Kong market in Greater China and the Korean peninsula could reduce our sales or erode our operating margin and consequently reduce our net earnings and cash flows.

Changes in Costs. Our costs are subject to fluctuations, particularly due to changes in commodity prices, transportation costs, other broader inflationary impacts and our own productivity efforts. We have significant exposures to certain commodities, in particular certain oil-derived materials like resins and paper-based materials like pulp. Volatility in the market price of these commodity input materials has a direct impact on our costs. Disruptions in our manufacturing, supply and distribution operations, including energy shortages, port congestions, labor constraints and freight container and truck shortages have impacted our costs and could do so in the future. If we are unable to manage these impacts through pricing actions, cost savings projects and sourcing decisions, as well as through

consistent productivity improvements, it may adversely impact our gross margin, operating margin, net earnings and cash flows. Net sales could also be adversely impacted following pricing actions if there is a negative impact on the consumption of our products. We strive to implement, achieve and sustain cost improvement plans, including supply chain optimization and general overhead and workforce optimization. If we are not successful in executing and sustaining these changes, there could be a negative impact on our gross margin, operating margin, net earnings and cash flows.

Foreign Exchange. We have both translation and transaction exposure to the fluctuation of exchange rates. Translation exposures relate to exchange rate impacts of measuring income statements of foreign subsidiaries that do not use the U.S. dollar as their functional currency. Transaction exposures relate to 1) the impact from input costs that are denominated in a currency other than the local reporting currency and 2) the revaluation of transaction-related working capital balances denominated in currencies other than the functional currency. In the past three years, a number of foreign currencies have weakened versus the U.S. dollar, leading to lower sales and earnings from these foreign exchange impacts. Certain countries that recently had and are currently experiencing significant exchange rate fluctuations include Argentina, Turkey, Brazil and Russia. These fluctuations have significantly impacted our historical net sales, costs and net earnings and could do so in the future. Increased pricing in response to certain fluctuations in foreign currency exchange rates may offset portions of the currency impacts but could also have a negative impact on the consumption of our products, which would negatively affect our net sales, gross margin, operating margin, net earnings and cash flows.

Government Policies. Our net earnings and cash flows could be affected by changes in U.S. or foreign government legislative, regulatory or enforcement policies. For example, our net earnings and cash flows could be affected by any future legislative or regulatory changes in U.S. or non-U.S. tax policy, or any significant change in global tax policy adopted under the current work being led by the OECD for the G20 focused on "Addressing the Challenges of the Digitalization of the Economy." The breadth of the OECD project extends beyond pure digital businesses, and if agreed and enacted by most countries, is likely to impact most large multinational businesses by both redefining jurisdictional taxation rights and broadly establishing a 15% minimum tax on their foreign operations. Our net sales, gross margin, operating margin, net earnings and cash flows may also be impacted by changes in U.S. and foreign government policies related to environmental and climate change matters. Additionally, we attempt to carefully manage our debt, currency and other exposures in certain countries with currency exchange, import authorization and pricing controls, such as Nigeria, Turkey, Argentina and Egypt. Further, our net sales, gross margin, operating margin, net earnings and cash flows could be affected by changes to

international trade agreements in North America and elsewhere. Changes in government policies in these areas might cause an increase or decrease in our net sales, gross margin, operating margin, net earnings and cash flows.

COVID-19 Pandemic. Because we sell products that are essential to the daily lives of consumers, the pandemic has not had a materially negative impact to our consolidated net sales, net earnings and cash flows.

However, the continued evolution of the pandemic may result in economic recessions or a slowdown of economic growth in certain countries or regions. It could also lead to volatility in consumer access to our products (due to governmental actions or key material, transportation and labor shortages impacting our ability to produce and ship products) or could impact consumers' movements and access to our products. There could also be reduced demand due to consumption decreases and consumer pantry destocking (particularly, in home cleaning, health and hygiene products) as economic activity resumes following slowdowns or relaxation of governmental restrictions. Net, the uncertainty in the timing and extent of demand volatility, the relaxation and reimplementing of movement restrictions, the timing and impact of potential consumer pantry destocking, the future economic trends due to a resurgence of positive cases and governmental actions in response to the pandemic may result in heightened volatility and negative impacts to net sales, net earnings and cash flows during and subsequent to the pandemic.

While we have been able to broadly maintain our operations, we experienced some disruption in our supply chain in certain markets due primarily to the restriction of employee movements, key material and labor shortages and transportation constraints. We intend to continue to work with our suppliers and government authorities to implement employee safety measures to minimize disruption to the manufacturing and distribution of our products. The continued evolution of the pandemic and uncertainty with regards to the disruptions caused either by resurgence of positive cases or governmental actions in response to the pandemic could result in an unforeseen disruption to our supply chain and impact our operations (for example, the closure of a key manufacturing or distribution facility or the inability of a key material or transportation supplier to source and transport materials).

The pandemic has not had a material negative impact on the Company's liquidity position. We continue to generate operating cash flows to meet our short-term liquidity needs and continue to maintain access to capital markets enabled by our strong short- and long-term credit ratings.

Russia-Ukraine War. The war between Russia and Ukraine has negatively impacted our operations in both countries. Our Ukraine business includes two manufacturing sites. We have approximately 500 employees including both manufacturing and non-manufacturing personnel. Our operations in Ukraine accounted for less than 1% of consolidated net sales and net earnings in fiscal 2022. Additionally, net assets of our Ukraine subsidiary, along

with Ukraine related assets held by other subsidiaries, account for less than 1% of net assets as of June 30, 2022.

Our Russia business includes two manufacturing sites with a net book value of approximately \$350 million as of June 30, 2022. We have approximately 2,400 employees, including both manufacturing and non-manufacturing personnel. In fiscal 2022, our operations in Russia accounted for less than 2% of consolidated net sales and less than 1% of net earnings. Additionally, net assets of our Russia subsidiaries, along with Russia related assets held by other subsidiaries, account for less than 2% of net assets as of June 30, 2022. Beginning in March 2022, the Company has reduced its product portfolio, discontinued new capital investments and suspended media, advertising and promotional activity in Russia.

Future impacts to the Company are difficult to predict due to the high level of uncertainty as to how the war will evolve, what its duration will be and its ultimate resolution. Within Ukraine, there is a possibility of physical damage and destruction of our two manufacturing facilities. We may not be able to operate our manufacturing sites and source raw materials from our suppliers or ship finished products to our customers. Ultimately, these could result in impairments of our manufacturing plants and fixed assets or write-downs of other operating assets and working capital.

Within Russia, we may not be able to continue our reduced operations at current levels due to sanctions and counter-sanctions, monetary, currency or payment controls, restrictions on access to financial institutions and supply and transportation challenges. Our suppliers, distributors and retail customers are also impacted by the war and their ability to successfully maintain their operations could also impact our operations or negatively impact the sales of our products.

More broadly, there could be additional negative impacts to our net sales, earnings and cash flows should the situation escalate beyond its current scope, including, among other potential impacts, economic recessions in certain neighboring countries or globally due to inflationary pressures and supply chain cost increases or the geographic proximity of the war relative to the rest of Europe.

For additional information on risk factors that could impact our results, please refer to “Risk Factors” in Part I, Item 1A of this Form 10-K.

RESULTS OF OPERATIONS

The key metrics included in the discussion of our consolidated results of operations include net sales, gross margin, selling, general and administrative costs (SG&A), operating margin, other non-operating items, income taxes and net earnings. The primary factors driving year-over-year changes in net sales include overall market growth in the categories in which we compete, product initiatives, competitive activities (the level of initiatives, pricing and other activities by competitors), marketing spending, retail executions (both in-store and online) and acquisition and divestiture activity, all of which drive changes in our underlying unit volume, as well as our pricing actions (which can also impact volume), changes in product and

geographic mix and foreign exchange impacts on sales outside the U.S.

For most of our categories, our cost of products sold and SG&A are variable in nature to some extent. 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, geographic mix (for example, gross margins in North America are generally higher than the Company average for similar products), product mix (for example, the Beauty segment has higher gross margins than the Company average), foreign exchange rate fluctuations (in situations where certain input costs may be tied to a different functional currency than the underlying sales), the impacts of manufacturing savings projects and reinvestments (for example, product or package improvements) and, to a lesser extent, scale impacts (for costs that are fixed or less variable in nature). The primary components of SG&A are marketing-related costs and non-manufacturing overhead costs. Marketing-related costs are primarily variable in nature, although we may achieve some level of scale benefit over time due to overall growth and other marketing efficiencies. While overhead costs are variable to some extent, we generally experience more scale-related impacts for these costs due to our ability to leverage our organization and systems' infrastructures to support business growth. The main drivers of changes in SG&A as a percentage of net sales are overhead and marketing cost savings, reinvestments (for example, increased advertising), inflation, foreign exchange fluctuations and scale impacts.

For a detailed discussion of the fiscal 2021 year-over-year changes, please refer to the MD&A in Part II, Item 7 of the Company's [Form 10-K for the fiscal year ended June 30, 2021](#).

Net Sales

Net sales increased 5% to \$80.2 billion in fiscal 2022 on a 2% increase in unit volume versus the prior year. Unfavorable foreign exchange decreased net sales by 2%. Favorable pricing had a 4% positive impact on net sales. Mix increased net sales by 1% due to positive geographic mix from the disproportionate growth of the North America region and positive category mix from the disproportionate growth of the Personal Health Care category, both of which have higher than Company-average selling prices. This was partially offset by the disproportionate growth of the Fabric Care business, which has lower than Company-average selling prices. Excluding the net impacts of foreign exchange and acquisitions and divestitures, organic sales grew 7% on a 2% increase in organic volume. Net sales increased high single digits in Health Care, increased mid-single digits in Fabric & Home Care and in Baby, Feminine & Family Care and increased low single digits in Beauty and Grooming.

On a regional basis, volume increased mid-single digits in North America and Latin America, increased low single digits in Asia Pacific and IMEA. Volume in Europe was unchanged and decreased mid-single digits in Greater China.

Operating Costs

<u>Comparisons as a percentage of net sales; Years ended June 30</u>	<u>2022</u>	<u>2021</u>	<u>Basis Point Change</u>
Gross margin	47.4 %	51.2 %	(380)
Selling, general and administrative expense	25.2 %	27.6 %	(240)
Operating margin	22.2 %	23.6 %	(140)
Earnings before income taxes	22.4 %	23.1 %	(70)
Net earnings	18.4 %	18.9 %	(50)
Net earnings attributable to Procter & Gamble	18.4 %	18.8 %	(40)

Gross margin decreased 380 basis points to 47.4% of net sales in fiscal 2022. The decrease in gross margin was due to:

- 390 basis points of increased commodity costs,
- a 130 basis-point decline from unfavorable mix, due primarily to negative product mix resulting from the launch and growth of premium-priced products that are profit-accretive but have lower than Company-average gross margin, and
- 40 basis points of net manufacturing cost increases, as 60 basis points of increased transportation costs and 20 basis points of product and packaging investments were partially offset by 40 basis points of productivity savings net of inflation and other cost increases.

These impacts were partially offset by a 180 basis-point increase due to higher pricing.

Total SG&A decreased 4% to \$20.2 billion, due to decreased overhead costs, marketing spending and other operating costs. SG&A as a percentage of net sales decreased 240 basis points to 25.2% primarily due to the positive scale impacts of the net sales increase and, to a lesser extent, a decrease in overhead costs and marketing spending.

- Marketing spending as a percentage of net sales decreased 120 basis points due primarily to the positive scale impacts of the net sales increase and, to a lesser extent, due to increased media and production cost savings and decreased media spending.
- Overhead costs as a percentage of net sales decreased 110 basis points due to the positive scale impacts of the net sales increase and productivity savings.
- Other net operating expenses as a percentage of net sales decreased approximately 10 basis points due primarily to gains from the divestiture of a minor business and sale of real estate, partially offset by increased foreign exchange transactional charges.

Productivity-driven cost savings delivered 70 basis points of benefit to SG&A as a percentage of net sales.

Operating margin decreased 140 basis points to 22.2% due to the decrease in gross margin partially offset by the decrease in SG&A as a percentage of net sales as discussed above.

Non-Operating Items

- Interest expense was \$439 million in fiscal 2022, a decrease of \$63 million versus the prior year driven primarily by lower average interest rates on fixed rate debt.
- Interest income was \$51 million in fiscal 2022, an increase of \$6 million versus the prior year.
- Other non-operating income increased \$484 million to \$570 million, due primarily to a prior year loss on early-debt extinguishment and a current year increase in net non-operating benefits on post-retirement benefit plans, partially offset by unrealized gains on equity investments in the prior year and unrealized losses on equity investments in the current year.

Income Taxes

The effective tax rate decreased 70 basis points to 17.8% in 2022 due to:

- a 45 basis-point decrease from higher excess tax benefits of share-based compensation (a 200 basis-point benefit in the current year versus a 155 basis-point benefit in the prior year),
- a 30 basis-point decrease from discrete impacts related to uncertain tax positions (35 basis-point favorable impact in the current year versus a 5 basis-point favorable impact in the prior year), and
- a 15 basis-point decrease from higher current year deductions for foreign-derived intangible income versus prior year.

These decreases were partially offset by a 20 basis-point increase due to unfavorable geographic mix impacts of current year earnings.

Net Earnings

Operating income decreased 1% or \$0.2 billion, to \$17.8 billion as the increase in net sales was more than fully offset by the decrease in operating margin, both of which are discussed above.

Earnings before income taxes increased 2%, or \$0.4 billion, to \$18.0 billion, as the decrease in operating income was more than fully offset by a prior year loss on early-debt extinguishment and lower interest expense. Net earnings increased 3%, or \$0.4 billion, to \$14.8 billion due to the increase in earnings before income taxes and the decrease in the effective income tax rate discussed above. Foreign

exchange impacts reduced net earnings by approximately \$274 million in fiscal 2022 due to a weakening of certain currencies against the U.S. dollar. This impact includes both transactional charges and translational impacts from converting earnings from foreign subsidiaries to U.S. dollars.

Net earnings attributable to Procter & Gamble increased \$0.4 billion, or 3%, to \$14.7 billion.

Diluted net EPS increased \$0.31, or 6%, to \$5.81 due primarily to the increase in net earnings and, to a lesser extent, a reduction in shares outstanding. Net earnings per share increased 3% versus the prior year core EPS due to the prior year loss on early debt extinguishment.

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 which are reported in our Corporate segment and are included as part of our Corporate segment discussion. Additionally, we apply blended statutory tax rates in the segments. Eliminations to adjust segment results to arrive at our consolidated effective tax rate are included in Corporate. See Note 2 to the Consolidated Financial Statements for additional information on items included in the Corporate segment.

Net Sales Change Drivers 2022 vs. 2021 ⁽¹⁾

	Volume with Acquisitions & Divestitures	Volume Excluding Acquisitions & Divestitures	Foreign Exchange	Price	Mix	Other ⁽²⁾	Net Sales Growth
Beauty	— %	— %	— %	3 %	(1) %	— %	2 %
Grooming	— %	— %	(3) %	5 %	— %	— %	2 %
Health Care	4 %	4 %	(1) %	3 %	3 %	— %	9 %
Fabric & Home Care	3 %	3 %	(2) %	5 %	— %	— %	6 %
Baby, Feminine & Family Care	1 %	1 %	(1) %	4 %	1 %	— %	5 %
TOTAL COMPANY	2 %	2 %	(2) %	4 %	1 %	— %	5 %

⁽¹⁾ Net sales percentage changes are approximations based on quantitative formulas that are consistently applied.

⁽²⁾ Other includes the sales mix impact from acquisitions and divestitures and rounding impacts necessary to reconcile volume to net sales.

BEAUTY

(\$ millions)	2022	2021	Change vs. 2021
Volume	N/A	N/A	—%
Net sales	\$14,740	\$14,417	2%
Net earnings	\$3,160	\$3,210	(2)%
% of net sales	21.4%	22.3%	(90) bps

Beauty net sales increased 2% to \$14.7 billion in fiscal 2022 on unit volume that was unchanged. Higher pricing increased net sales by 3%. Foreign exchange had no impact on net sales. Unfavorable mix decreased net sales by 1% due to the disproportionate decline of SK-II, which has higher than segment-average selling prices. Organic sales also increased 2%. Global market share of the Beauty segment increased 0.1 points.

- Hair Care net sales increased low single digits. A negative impact of a low single digit decrease in volume was more than offset by increased pricing and favorable mix (due to a higher proportion of premium products, which have higher than category-average selling prices). Organic sales also increased low single digits. Volume decreased mid-single digits in Greater China (due to pandemic-related lockdowns and market slowdown in traditional retailers where our shares are disproportionately higher versus social commerce) and IMEA (due to competitive activity) and decreased low

single digits in Europe (as a result of portfolio reduction in Russia and higher pricing in certain markets) and Asia Pacific (due to competitive activity). This was offset by a low single digit volume increase in North America (due to acquisitions). Excluding the impacts of acquisitions, volume was unchanged in North America. Global market share of the hair care category decreased less than a point.

- Skin and Personal Care net sales increased low single digits. Positive impacts of a low single digit increase in volume and increased pricing were partially offset by negative category mix due to the decline of SK-II brand (which has higher than category-average selling prices). Organic sales increased low single digits. Volume increased mid-teens in Latin America (due to innovation) and increased mid-single digits in North America (due to innovation in personal care and acquisitions) and in Greater China (due to innovation and market growth). Global market share of the skin and personal care category increased half a point.

Net earnings decreased 2% to \$3.2 billion in fiscal 2022 as the increase in net sales was more than offset by a 90 basis-point decrease in net earnings margin. Net earnings margin decreased due primarily to a reduction in gross margin, partially offset by a reduction in SG&A as a percentage of sales. The gross margin reduction was driven by increased commodity and transportation costs and negative product mix caused by the decline of SK-II (which has higher than

segment-average gross margins), partially offset by increased pricing. SG&A as a percentage of net sales decreased as the positive scale benefit of the net sales increase and increased cost savings in marketing spending were partially offset by an increase in overhead costs.

GROOMING

(\$ millions)	2022	2021	Change vs. 2021
Volume	N/A	N/A	—%
Net sales	\$6,587	\$6,440	2%
Net earnings	\$1,490	\$1,427	4%
% of net sales	22.6%	22.2%	40 bps

Grooming net sales increased 2% to \$6.6 billion in fiscal 2022 on unit volume that was unchanged. Higher pricing increased net sales by 5%. Unfavorable foreign exchange decreased net sales by 3%. Mix had a neutral impact to net sales. Organic sales increased 5%. Global market share of the Grooming segment increased 1.2 points.

- Shave Care net sales increased mid-single digits. Positive impacts of a low single digit volume increase and increased pricing were partially offset by unfavorable foreign exchange. Organic sales increased high single digits. Volume increased low single digits in North America (due to innovation), Europe (due to innovation and market growth versus the prior year that was negatively impacted by the pandemic), IMEA (due to market growth) and Latin America (due to innovation). This was partially offset by a high teens decline in Greater China (due to pandemic-related shutdowns and market slowdown in traditional retailers where our shares are disproportionately higher versus social commerce retailers). Global market share of the shave care category increased nearly half a point.
- Appliances net sales decreased mid-single digits. Negative impacts of a high single digit decline in volume and unfavorable foreign exchange were partially offset by increased pricing (net of increased trade spending) and positive mix (due to a higher proportion of premium shavers and epilators, which have higher than category-average selling prices). Organic sales decreased low single digits. Volume declined double digits in Europe, mid-single digits in North America and low single digits in Asia Pacific, all due to market declines versus the prior year that benefited from pandemic-related consumption increases. Excluding the impact of a divestiture, volume declined high single digits in Europe. Global market share of the appliances category increased less than a point.

Net earnings increased 4% to \$1.5 billion in fiscal 2022 due to the increase in net sales and a 40 basis-point increase in net earnings margin. The net earnings margin increased due to a reduction in SG&A as a percentage of net sales, partially offset by a decrease in gross margin and a higher effective tax rate. The gross margin decrease was driven by negative product mix (due to the launch and growth of premium-priced, profit-accretive products that have lower than segment-average gross margins) and increased commodity and transportation costs, partially offset by increased pricing

and manufacturing cost savings. SG&A as a percentage of net sales decreased due primarily to the positive scale impacts of the net sales increase. The higher effective tax rate was driven by disproportionate growth in North America, which has higher than segment-average tax rates.

HEALTH CARE

(\$ millions)	2022	2021	Change vs. 2021
Volume	N/A	N/A	4%
Net sales	\$10,824	\$9,956	9%
Net earnings	\$2,006	\$1,851	8%
% of net sales	18.5%	18.6%	(10) bps

Health Care net sales increased 9% to \$10.8 billion in fiscal 2022 on a 4% increase in unit volume. Unfavorable foreign exchange impacts decreased net sales by 1%. Favorable mix increased net sales by 3% due to the disproportionate growth in North America and the Personal Health Care category, both of which have higher than segment-average selling prices. Higher pricing increased net sales by 3%. Organic sales increased 10%. Global market share of the Health Care segment decreased 0.2 points.

- Oral Care net sales increased low single digits. A negative impact of a low single digit volume decrease and unfavorable foreign exchange were more than fully offset by the positive impacts from favorable mix (due to growth in North America and a higher proportion of premium tier products, both of which have higher than category-average selling prices) and increased pricing. Organic sales increased mid-single digits. Volume decreased low teens in Greater China (due to slowdown of the power brush market and pandemic-related lockdowns) and mid-single digits in Europe (as a result of supply constraints primarily due to the global chip shortage). This was partially offset by a double digit increase in Asia Pacific (due to distribution gains and market growth), a mid-single digit increase in IMEA (due to market growth and innovation) and low single digit increases in North America and Latin America (both due to market growth and innovation). Global market share of the oral care category increased half a point.
- Personal Health Care net sales increased high-teens. This was due primarily to a low teens increase in volume, increased pricing, increased trade spend efficiencies and positive mix (due to the disproportionate growth in North America and respiratory products, both of which have higher than category-average selling prices), partially offset by unfavorable foreign exchange impacts. Organic sales increased about 20%. Volume increased high teens in North America, increased high single digits in Europe (both due to stronger respiratory seasons and innovation) and increased mid-single digits in IMEA (due to innovation, increased marketing spending and distribution gains). Global market share of the personal health care category increased less than half a point.

Net earnings increased 8% to \$2.0 billion in fiscal 2022 due primarily to the increase in net sales. Net earnings margin decreased slightly as a decrease in gross margin and a higher effective tax rate were mostly offset by a decrease in SG&A as a percentage of net sales. The decrease in gross margin was driven primarily by increased commodity and transportation costs and other cost increases associated with the global chip shortage, partially offset by increased pricing. SG&A as a percentage of net sales decreased due to the positive scale impacts of the net sales increase and overhead productivity, partially offset by an increase in media spending. The higher effective tax rate was driven by disproportionate growth in North America, which has higher than segment-average tax rates.

FABRIC & HOME CARE

(\$ millions)	2022	2021	Change vs. 2021
Volume	N/A	N/A	3%
Net sales	\$27,556	\$26,014	6%
Net earnings	\$4,386	\$4,622	(5)%
% of net sales	15.9%	17.8%	(190) bps

Fabric & Home Care net sales increased 6% to \$27.6 billion in fiscal 2022 on a 3% increase in unit volume. Unfavorable foreign exchange decreased net sales by 2%. Higher pricing increased net sales by 5%. Mix had a neutral impact to net sales. Organic sales increased 8%. Global market share of the Fabric & Home Care segment increased 1.5 points.

- Fabric Care net sales increased high single digits. The positive impacts of a mid-single digit increase in volume, increased pricing, increased trade spend efficiencies and positive mix (due to the disproportionate growth in North America and growth of fabric enhancers and premium forms, all of which have higher than category-average selling prices) were partially offset by unfavorable foreign exchange. Organic sales increased double digits. Volume increased high single digits in North America and increased low single digits in Asia Pacific, both due to market growth and innovation. Global market share of the fabric care category increased more than a point.
- Home Care net sales were unchanged. Negative impacts of a low single digit decrease in volume, increased trade spending and unfavorable foreign exchange were offset by increased pricing. Organic sales increased low single digits. Volume decreased 20% in IMEA (due to market contraction and competitive activity) and decreased low single digits in North America (due to market contraction versus a prior year that benefited from pandemic-related consumption increases). Global market share of the home care category increased more than a point.

Net earnings decreased 5% to \$4.4 billion in fiscal 2022 as the increase in net sales was more than offset by a 190 basis-point reduction in net earnings margin. Net earnings margin decreased due primarily to a reduction in gross margin, partially offset by a reduction in SG&A as a percentage of net sales. The gross margin decrease was primarily driven

by an increase in commodity and transportation costs, and unfavorable mix caused by the growth of premium-priced, profit-accretive products that have lower than segment-average gross margins, partially offset by increased pricing. SG&A as a percentage of net sales declined due to the positive scale benefits of the net sales increase and a reduction in marketing spending.

BABY, FEMININE & FAMILY CARE

(\$ millions)	2022	2021	Change vs. 2021
Volume	N/A	N/A	1%
Net sales	\$19,736	\$18,850	5%
Net earnings	\$3,266	\$3,629	(10)%
% of net sales	16.5%	19.3%	(280) bps

Baby, Feminine & Family Care net sales increased 5% to \$19.7 billion in fiscal 2022 on a 1% increase in unit volume. Higher pricing increased net sales by 4%. Favorable mix increased net sales by 1% due to the disproportionate growth in North America and growth of premium tier products, both of which have higher than segment-average selling prices. Unfavorable foreign exchange decreased net sales by 1%. Organic sales increased 6%. Global market share of the Baby, Feminine & Family Care segment increased 0.8 points.

- Baby Care net sales increased mid-single digits on unit volume that was unchanged. Positive impacts of increased pricing and favorable mix (due to a higher proportion of sales in North America and the growth of premium pants and taped diaper products, all of which have higher than category-average selling prices) were partially offset by unfavorable foreign exchange. Organic sales increased high single digits. Volume increased high single digits in Latin America (due to innovation) and increased low single digits in North America (due to market growth and better on-shelf availability versus competitors), Europe (due to market growth) and IMEA (due to market growth versus a prior year impacted by pandemic-related contraction). This increase was fully offset by a mid-teens decline in Greater China (due to competitive activity) and a mid-single digit decline in Asia Pacific (due to market decline). Global market share of the baby care category increased nearly half a point.
- Feminine Care net sales increased high single digits. Positive impacts of a low single digit increase in volume, increased pricing and positive mix (due to a higher proportion of sales in North America and the growth of premium products, including adult incontinence, both of which have higher than category-average selling prices) were partially offset by unfavorable foreign exchange. Organic sales increased double digits. The volume increase was driven by a high single digit increase in North America (due to innovation, distribution gains and market growth) partially offset by a low single digit decrease in IMEA (due to market decline). Market share of the feminine care category increased more than a point.

- Net sales in Family Care, which is predominantly a North American business, increased low single digits. Positive impacts of a low single digit increase in volume (due to increased promotional activity and innovation) and increased pricing were partially offset by increased promotional spending (versus the prior year with low promotional activity due to the pandemic) and unfavorable mix (due to disproportionate growth in the club channel, which have lower than category-average selling prices). Organic sales also increased low single digits. North America's share of the family care category increased nearly a point.

Net earnings in fiscal 2022 decreased 10% to \$3.3 billion as the increase in net sales was more than offset by a 280 basis-point decrease in net earnings margin. Net earnings margin decreased primarily due to a decrease in gross margin, partially offset by lower SG&A as a percentage of net sales. Gross margin decreased primarily due to an increase in commodity and transportation costs partially offset by increased pricing. SG&A as a percentage of net sales decreased due to the positive scale benefits of the net sales increase and reductions in both marketing and overhead costs.

CORPORATE

(\$ millions)	2022	2021	Change vs. 2021
Net sales	\$744	\$441	69%
Net earnings/(loss)	\$485	\$(387)	N/A

Corporate includes certain operating and non-operating activities not allocated to specific business segments. These include but are not limited to incidental businesses managed at the corporate level, gains and losses related to certain divested brands or businesses, impacts from various financing and investing activities and other impacts related to employee benefits, asset impairments and restructuring activities including manufacturing and workforce optimization. Corporate also includes reconciling items to adjust the accounting policies used within the reportable segments to U.S. GAAP. The most notable ongoing reconciling item is income taxes, which adjusts the blended statutory rates that are reflected in the reportable segments to the overall Company effective tax rate.

Corporate net sales increased 69% to \$744 million in fiscal 2022 due to an increase in the net sales of the incidental businesses managed at the corporate level. Corporate net earnings improved by \$872 million to \$485 million in fiscal 2022 due primarily to the prior year loss on the early debt extinguishment, a current year gain on the divestiture of a minor business, net sales growth, current year tax benefits (primarily higher excess tax benefits of share-based compensation) and lower restructuring charges, partially offset by increased commodity costs tied to the aforementioned incidental businesses.

Restructuring Program to Deliver Productivity and Cost Savings

The Company has historically had an ongoing restructuring program with annual spending in the range of \$250 to \$500 million. Savings generated from the Company's

restructuring program are difficult to estimate, given the nature of the activities, the timing of the execution and the degree of reinvestment. In fiscal 2022, the Company incurred before tax restructuring costs within the range of our historical annual ongoing level of \$250 to \$500 million.

Restructuring accruals of \$147 million as of June 30, 2022, are classified as current liabilities. Approximately 65% of the restructuring charges incurred in fiscal 2022 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.

In addition to our restructuring programs, we have additional ongoing savings efforts in our supply chain, marketing and overhead areas that yield additional benefits to our operating margins.

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 to readily access 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.

Cash Flow Analysis

(\$ millions)	2022	2021
Net cash provided by operating activities	\$ 16,723	\$ 18,371
Net cash provided/(used) by investing activities	(4,424)	(2,834)
Net cash used in financing activities	(14,876)	(21,531)
Adjusted Free Cash Flow	13,792	15,809
Adjusted Free Cash Flow Productivity	93 %	107 %

Operating Cash Flow

Operating cash flow was \$16.7 billion in 2022, a 9% decrease versus the prior year. Net earnings, adjusted for non-cash items (depreciation and amortization, share-based compensation, deferred income taxes and gain on sale of assets) generated approximately \$17.6 billion of operating cash flow. Working capital and other impacts used \$918 million of operating cash flow as summarized below.

- An increase in accounts receivable used \$694 million of cash primarily due to sales growth. The number of days

sales outstanding increased approximately 1 day versus prior year.

- Higher inventory used \$1.2 billion of cash, due to business growth and increased safety stock levels to strengthen supply chain sufficiency amidst business growth and commodity cost increases. Inventory days on hand increased approximately 1 day primarily due to these same factors.
- Accounts payable, accrued and other liabilities generated \$1.4 billion of cash. Accounts payable increased in line with the increase in inventory and, to a lesser extent, the impact of extended payment terms with suppliers (see *Extended Payment Terms and Supply Chain Financing* below); partially offset by lower marketing spending. Days payable outstanding increased approximately 1 day versus prior year due to these same factors.
- Other net operating assets and liabilities used \$406 million of cash primarily driven by the current portion of transitional tax payments due related to the U.S. Tax Act and pension related contributions, partially offset by other impacts.

Adjusted Free Cash Flow. We view adjusted free cash flow as an important non-GAAP measure because it is a factor impacting the amount of cash available for dividends, share repurchases, acquisitions and other discretionary investments. It is defined as operating cash flow less capital expenditures and excluding payments for the transitional tax resulting from the U.S. Tax Act. Adjusted free cash flow is one of the measures used to evaluate senior management and determine their at-risk compensation.

Adjusted free cash flow was \$13.8 billion in 2022, a decrease of 13% versus the prior year. The decrease was primarily driven by the decrease in operating cash flows as discussed above. Adjusted free cash flow productivity, defined as the ratio of adjusted free cash flow to net earnings was 93% in 2022.

Extended Payment Terms and Supply Chain Financing. Beginning in fiscal 2014, in response to evolving market practices, the Company began a program to negotiate extended payment terms with its suppliers. At the same time, the Company initiated a Supply Chain Finance program (the "SCF") with a number of global financial institutions (the "SCF Banks"). Under the SCF, qualifying suppliers may elect to sell their receivables from the Company to a SCF Bank. These participating suppliers negotiate their receivables sales arrangements directly with the respective SCF Bank. While the Company is not party to those agreements, the SCF Banks allow the participating suppliers to utilize the Company's creditworthiness in establishing credit spreads and associated costs. This generally provides the suppliers with more favorable terms than they would be able to secure on their own. The Company has no economic interest in a supplier's decision to sell a receivable. Once a qualifying supplier elects to participate in the SCF and reaches an agreement with an SCF Bank, they elect which individual Company invoices they sell to the SCF bank. However, all the Company's payments to participating suppliers are paid to the SCF Bank on the

invoice due date, regardless of whether the individual invoice is sold by the supplier to the SCF Bank. The SCF Bank pays the supplier on the invoice due date for any invoices that were not previously sold to the SCF Bank under the SCF.

The terms of the Company's payment obligation are not impacted by a supplier's participation in the SCF. Our payment terms with our suppliers for similar services and materials within individual markets are consistent between suppliers that elect to participate in the SCF and those that do not participate. Accordingly, our average days outstanding are not significantly impacted by the portion of suppliers or related input costs that are included in the SCF. In addition, the SCF is available to both material suppliers, where the underlying costs are largely included in Cost of goods sold, and to service suppliers, where the underlying costs are largely included in SG&A. As of June 30, 2022, approximately 3% of our global suppliers have elected to participate in the SCF. Payments to those suppliers during fiscal year 2022 total approximately \$15 billion, which equals approximately 25% of our total Cost of goods sold and SG&A for the year. For participating suppliers, we believe substantially all of their receivables with the Company are sold to the SCF Banks. Accordingly, we would expect that at each balance sheet date, a similar proportion of amounts originally due to suppliers would instead be payable to SCF Banks. All outstanding amounts related to suppliers participating in the SCF are recorded within Accounts payable in our Consolidated Balance Sheets, and the associated payments are included in operating activities within our Consolidated Statements of Cash Flows. As of June 30, 2022 and 2021, the amount due to suppliers participating in the SCF and included in Accounts payable were approximately \$6 billion and \$5 billion, respectively.

Although difficult to project due to market and other dynamics, we anticipate incremental cash flow benefits from the extended payment terms with suppliers could increase at a slower rate in fiscal 2023. Future changes in our suppliers' financing policies or economic developments, such as changes in interest rates, general market liquidity or the Company's creditworthiness relative to participating suppliers, could impact suppliers' participation in the SCF and/or our ability to negotiate extended payment terms with our suppliers. However, any such impacts are difficult to predict.

Investing Cash Flow

Net investing activities used \$4.4 billion of cash in 2022, primarily due to capital spending and acquisitions. Net investing activities used \$2.8 billion in cash in 2021, mainly due to capital spending.

Capital Spending. Capital expenditures, primarily to support capacity expansion, innovation and cost efficiencies, were \$3.2 billion in 2022 and \$2.8 billion in 2021. Capital spending as a percentage of net sales increased 20 basis points to 3.9% in 2022.

Acquisitions. Acquisition activity used cash of \$1.4 billion in 2022, primarily related to Beauty acquisitions of Farmacy Beauty, Ouai and TULA. Acquisition activity used \$34 million in 2021, primarily related to a minor Health Care acquisition.

Proceeds from Divestitures and Other Asset Sales. Proceeds from asset sales were \$110 million in 2022 and \$42 million in 2021, primarily from fixed asset sales and minor brand divestitures.

Investment Securities. Investments provided net cash of \$3 million in 2022 primarily from the sale of other investments and used cash of \$55 million in 2021 primarily from the purchase of investment securities.

Financing Cash Flow

Net financing activities consumed \$14.9 billion of cash in 2022, mainly due to treasury stock purchases and dividends to shareholders, partially offset by a net debt increase and the impact of proceeds received from stock option exercises. Net financing activities consumed \$21.5 billion in cash in 2021, mainly due to treasury stock purchases, dividends to shareholders and a net debt reduction, partially offset by the impact of stock options.

Dividend Payments. Our first discretionary use of cash is dividend payments. Dividends per common share increased 9% to \$3.5227 per share in 2022. Total dividend payments to common and preferred shareholders were \$8.8 billion in 2022 and \$8.3 billion in 2021. In April 2022, the Board of Directors declared a 5% increase in our quarterly dividend from \$0.8698 to \$0.9133 per share on Common Stock and Series A and B Employee Stock Ownership Plan (ESOP) Convertible Class A Preferred Stock. This is the 66th consecutive year that our dividend has increased. We have paid a dividend for 132 consecutive years, 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, 2022, and \$32.0 billion as of June 30, 2021. We generated \$1.9 billion from net debt increases, primarily due to issuance of bonds. In 2021, we used \$3.9 billion for net debt reductions, including \$512 million for early debt extinguishment costs related to the early retirement of \$2.3 billion of debt.

Treasury Purchases. Total share repurchases were \$10.0 billion in 2022 and \$11.0 billion in 2021.

Impact of Stock Options and Other. The exercise of stock options and other financing activities generated \$2.0 billion and \$1.6 billion of cash in 2022 and 2021, respectively.

Liquidity

At June 30, 2022, our current liabilities exceeded current assets by \$11.4 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. The Company regularly assesses its cash needs and the available sources to fund these needs. As of June 30, 2022, the Company had \$5.8 billion of cash and cash equivalents related to foreign subsidiaries, primarily in various Western European and Asian countries. We did not have material cash and cash equivalents related to any country subject to exchange controls that significantly restrict our ability to access or repatriate the funds. Under current law, we do not expect restrictions or taxes on repatriation of cash held outside of the U.S. 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 funding to meet short-term financing requirements.

On June 30, 2022, our short-term credit ratings were P-1 (Moody's) and A-1+ (Standard & Poor's), while our long-term credit ratings were Aa3 (Moody's) and AA- (Standard & Poor's), all with a stable outlook.

We maintain bank credit facilities to support our ongoing commercial paper program. The current facility is an \$8.0 billion facility split between a \$3.2 billion five-year facility and a \$4.8 billion 364-day facility, which expire in November 2026 and November 2022, respectively. Both facilities can be extended for certain periods of time as specified in the terms of the credit agreement. These facilities are currently undrawn and we anticipate that they will remain undrawn. 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. For additional details on debt, see Note 10 to the Consolidated Financial Statements.

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 our 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, 2022.

(\$ millions)	Total	Less Than 1 Year	1-3 Years	3-5 Years	After 5 Years
RECORDED LIABILITIES					
Total debt	\$ 31,925	\$ 8,656	\$ 4,190	\$ 6,508	\$ 12,571
Leases	885	206	314	156	209
U.S. Tax Act transitional charge ⁽¹⁾	1,886	225	983	678	—
OTHER					
Interest payments relating to long-term debt	4,813	568	988	868	2,389
Minimum pension funding ⁽²⁾	493	160	333	—	—
Purchase obligations ⁽³⁾	2,785	1,082	826	452	425
TOTAL CONTRACTUAL COMMITMENTS	\$ 42,787	\$ 10,897	\$ 7,634	\$ 8,662	\$ 15,594

⁽¹⁾ Represents the U.S. federal tax liability associated with the repatriation provisions of the U.S. Tax Act.

⁽²⁾ 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. 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 2025 are not currently determinable.

⁽³⁾ 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 minimum commitments with suppliers and are in line with expected usage. This includes 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 revenue recognition, income taxes, certain employee benefits and 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.

Revenue Recognition

Our revenue is primarily generated from the sale of finished product to customers. Those sales predominantly contain a single performance obligation and revenue is recognized at a single point in time when ownership, risks and rewards transfer, which can be on the date of shipment or the date of receipt by the customer. Trade promotions, consisting primarily of customer pricing allowances, in-store merchandising funds, advertising and other promotional activities 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 at the time of the sale. Amounts accrued for trade promotions at the end of a period require estimation, based

on contractual terms, sales volumes and historical utilization and redemption rates. The actual amounts paid may be different from such estimates. These differences, which have historically not been significant, are recognized as a change in management estimate in a subsequent period.

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. Also inherent in determining our annual tax rate are judgements and assumptions regarding the recoverability of certain deferred tax balances, primarily net operating loss and other carryforwards, and our ability to uphold certain tax positions.

Realization of net operating losses and other carryforwards is dependent upon generating sufficient taxable income in the appropriate jurisdiction prior to the expiration of the carryforward periods, which involves business plans, planning opportunities and expectations about future outcomes. 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.

A core operating principle is that our tax structure is based on our business operating model, such that profits are earned in line with the business substance and functions of the various legal entities in the jurisdictions where those functions are performed. However, because of the complexity of transfer pricing concepts, we may have income tax uncertainty related to the determination of intercompany transfer prices for our various cross-border transactions. We have obtained and continue to prioritize the strategy of seeking advance rulings with tax authorities to reduce this uncertainty. We estimate that our current portfolio of advance rulings reduces this uncertainty with respect to over 70% of our global earnings. 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 considering changing facts and circumstances, such as the progress of tax audits, and adjust them accordingly. We have several 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 several estimates and assumptions inherent in calculating the various components of our tax provision, certain 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. See Note 5 to the Consolidated Financial Statements for additional details on the Company's income taxes.

Employee Benefits

We sponsor various postretirement benefits throughout the world. These include pension plans, both defined contribution plans and defined benefit plans, and other postretirement benefit (OPRB) plans, consisting primarily of health care and life insurance for retirees. For accounting purposes, the defined benefit pension and OPRB plans require assumptions to estimate the net 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 net 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 OPRB plan are partially funded. The process for setting the expected rates of return is described in Note 8 to the Consolidated Financial Statements. For 2022, the average return on assets assumptions for pension plan assets and OPRB assets was 5.5% and 8.4%, respectively. A change in the rate of return of 100 basis points for both pension and OPRB assets would impact annual after-tax benefit/expense by approximately \$125 million.

Since pension and OPRB 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 OPRB 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 of 3.7% represents a weighted average of local rates in countries where such plans exist. A 100 basis point change in the discount rate would impact annual after-tax benefit expense by approximately \$135 million. The average discount rate on the OPRB plan of 5.0% reflects the higher interest rates generally applicable in the U.S., which is where most of the plan participants receive benefits. A 100 basis point change in the discount rate would impact annual after-tax OPRB expense by approximately \$10 million. See Note 8 to the Consolidated Financial Statements for additional details on our defined benefit pension and OPRB plans.

Goodwill and Intangible Assets

Significant judgment is required to estimate the fair value of our goodwill reporting units and intangible assets. Accordingly, we typically obtain the assistance of third-party valuation specialists for significant goodwill reporting units and intangible assets. The fair value estimates are based on available historical information and on future expectations. We typically estimate the fair value of these assets using the income method, which is based on the present value of estimated future cash flows attributable to the respective assets. The valuations used to establish and to test goodwill and intangible assets for impairment are dependent on a number of significant estimates and assumptions, including macroeconomic conditions, overall category growth rates, competitive activities, cost containment and margin progression, Company business plans and the discount rate applied to cash flows.

Indefinite-lived intangible assets and goodwill are not amortized, but are tested at least annually for impairment. Our ongoing annual impairment testing for goodwill and indefinite-lived intangible assets occurs during the 3 months ended December 31. 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 these estimates and assumptions are reasonable and comparable to those that would be used by other marketplace participants. Unanticipated market or macroeconomic events and circumstances may occur, which could affect the accuracy or validity of the estimates and assumptions. For example, 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. In addition, changes to or a failure to achieve business plans or deterioration of macroeconomic conditions could result in reduced cash flows or higher discount rates, leading to a lower valuation that would trigger an impairment of the goodwill and intangible assets of these businesses.

We test individual indefinite-lived intangible assets by comparing the book value of each asset to the estimated fair value. Our impairment testing for goodwill is performed separately from our impairment testing of indefinite-lived intangible assets. If the fair value of the reporting unit or indefinite-lived intangible is less than its carrying value, that difference represents an impairment.

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 brands, all 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. Determinable-lived intangible assets are amortized to expense over their estimated lives. An impairment assessment for determinable-lived intangibles is only required when an event or change in circumstances indicates that the carrying amount of the asset may not be recoverable.

Most of our goodwill reporting units are comprised of a combination of legacy and acquired businesses and as a result have fair value cushions that, at a minimum, exceed three times their underlying carrying values. Certain of our goodwill reporting units, in particular Shave Care and Appliances, are comprised entirely of acquired businesses and as a result have fair value cushions that are not as high as our legacy businesses. The Appliances reporting unit has a fair value that significantly exceeds the underlying carrying value.

Based on our annual impairment testing during the three months ended December 31, 2021, the Shave Care reporting unit's fair value exceeded its carrying value by more than 30% and the Gillette indefinite-lived intangible asset's fair value exceeded its carrying value by approximately 5%.

The most significant assumptions utilized in the determination of the estimated fair values of the Shave Care reporting unit and the Gillette indefinite-lived intangible asset are the net sales and earnings growth rates (including residual growth rates) and discount rate. The residual growth rate represents the expected rate at which the reporting unit and Gillette brand are expected to grow beyond the shorter-term business planning period. The residual growth rate utilized in our fair value estimates is consistent with the reporting unit and brand operating plans and approximates expected long-term category market growth rates. The residual growth rate is dependent on overall market growth rates, the competitive environment, inflation, relative currency exchange rates and business activities that impact market share. As a result, the residual growth rate could be adversely impacted by a sustained deceleration in category growth, grooming habit changes, devaluation of currencies against the U.S. dollar or an increased competitive environment. The discount rate, which is consistent with a weighted average cost of capital that is likely to be expected by a market participant, is based upon industry required rates of return, including consideration of both debt and equity components of the capital structure. Our discount rate may be impacted by adverse changes in the macroeconomic environment, volatility in the equity and debt markets or other country specific factors, such as further devaluation of currencies against the U.S. dollar. Spot rates as of the fair value measurement date are utilized in our fair value estimates for cash flows outside the U.S. Another key assumption in our fair value determination of the Gillette indefinite-lived intangible asset is the royalty rate, which is driven by historical and estimated future profitability of the underlying Gillette business. The royalty rate may be impacted by significant adverse changes in long-term operating margins.

While management can and has implemented strategies to address these events in the past, changes in operating plans or adverse changes in the business or in the macroeconomic environment in the future could reduce the underlying cash flows used to estimate fair values and could result in a decline in fair value that would trigger future impairment charges of the Shave Care reporting unit's goodwill and indefinite-lived intangible assets.

The duration and severity of the pandemic and the Russia-Ukraine War could result in a slow-down or a recession or drive inflationary pressures or foreign currency devaluations in the general economy. These could trigger additional future impairment charges for the Shave Care reporting unit goodwill and the Gillette indefinite-lived intangible asset. While we have concluded that a triggering event did not occur during the quarter ended June 30, 2022, the Gillette indefinite-lived intangible asset is most susceptible to future impairment risk. Our assessment of the Gillette intangible asset assumes the net sales growth rates will continue to recover from the impact of the pandemic. There continues to be a high level of uncertainty relating to geopolitical and macroeconomic factors as a result of the Russia-Ukraine War and the COVID-19 pandemic. Accordingly, there

continues to be risk related to this key assumption. The continued evolution of the pandemic and the Russia-Ukraine War could impact the assumptions utilized in the determination of the estimated fair values of Shave Care reporting unit and the Gillette indefinite-lived intangible asset that are significant enough to trigger an impairment. Net sales and earnings growth rates could be negatively impacted by more prolonged reductions or changes in demand for our shave care products, which may be caused by, among other things: the temporary inability of consumers to purchase our products due to illness, quarantine or other travel restrictions, financial hardship, changes in the use and frequency of grooming products or by shifts in demand away from one or more of our higher priced products to lower priced products or by disruption in the supply chain or operations due to the evolving Russia-Ukraine War. In addition, relative global and country/regional macroeconomic factors including the Russia-Ukraine War could result in additional and prolonged devaluation of other countries' currencies relative to the U.S. dollar. Finally, the discount rate utilized in our valuation model could be impacted by changes in the underlying interest rates and risk premiums included in the determination of the cost of capital. As of June 30, 2022, the carrying values of the Shave Care goodwill and the Gillette indefinite-lived intangible asset were \$12.3 billion and \$14.1 billion, respectively.

We performed a sensitivity analysis for the Shave Care reporting unit and the Gillette indefinite-lived intangible asset during our annual impairment testing, utilizing reasonably possible changes in the assumptions for the shorter-term and residual growth rates, the discount rate and the royalty rate to demonstrate the potential impacts to the estimated fair values. The table below provides, in isolation, the estimated fair value impacts related to a 25 basis point increase in the discount rate, a 25 basis point decrease in our shorter-term and residual growth rates, or a 50 basis point decrease in our royalty rate, some of which would result in an impairment of the Gillette indefinite-lived intangible asset.

	Approximate Percent Change in Estimated Fair Value		
	+25 bps Discount Rate	-25 bps Growth Rate	-50 bps Royalty Rate
Shave Care goodwill reporting unit	(6)%	(6)%	N/A
Gillette indefinite-lived intangible asset	(6)%	(6)%	(3)%

In light of the Russia-Ukraine War, we performed an additional sensitivity analysis for the Shave Care reporting unit and the Gillette indefinite-lived intangible asset for a range of outcomes, including reduced future cash flows and no future cash flows in Ukraine and Russia. Under these scenarios, the Shave Care reporting unit fair value continued to exceed its carrying value by approximately 30% and the Gillette indefinite-lived intangible asset's fair value exceeded or approximated its carrying value. However, if

the impact of the war were to extend beyond its current scope, there could be a triggering event for the Gillette indefinite-lived intangible asset that may cause us to perform an additional impairment assessment for that asset in a future period that may result in an impairment charge.

See Note 4 to the Consolidated Financial Statements for additional discussion on goodwill and intangible asset impairment testing results.

New Accounting Pronouncements

Refer to Note 1 to the Consolidated Financial Statements for recently adopted accounting pronouncements and recently issued accounting pronouncements not yet adopted as of June 30, 2022.

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. We leverage the Company's 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 within our financing operations, as discussed below, 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. See Note 9 to the Consolidated Financial Statements for a discussion of our accounting policies for derivative instruments.

Derivative positions are 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 RiskManager™ 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, 2022. 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, 2022, 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 the financing of our operations, we primarily use forward contracts and currency swaps with maturities of less than 18 months.

Based on our currency rate exposure on derivative and other instruments as of and during the year ended June 30, 2022, we believe, at a 95% confidence level based on historical currency rate movements, the impact on such instruments 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. We may use futures, options and swap contracts to manage the volatility related to the above exposures.

As of and during the years ended June 30, 2022, and June 30, 2021, we did not have any financial commodity hedging activity.

Measures Not Defined By U.S. GAAP

In accordance with the SEC's Regulation S-K Item 10(e), the following provides definitions of the non-GAAP measures and the reconciliation to the most closely related GAAP measure. We believe that these measures provide useful perspective of 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 measures, 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. 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 measure provides investors with a supplemental understanding of underlying sales trends by providing sales growth on a consistent basis. This measure is used in assessing achievement of management goals for at-risk compensation.

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

Year ended June 30, 2022	Net Sales Growth	Foreign Exchange Impact	Acquisition & Divestiture Impact/Other ⁽¹⁾	Organic Sales Growth
Beauty	2 %	— %	— %	2 %
Grooming	2 %	3 %	— %	5 %
Health Care	9 %	1 %	— %	10 %
Fabric & Home Care	6 %	2 %	— %	8 %
Baby, Feminine & Family Care	5 %	1 %	— %	6 %
TOTAL COMPANY	5 %	2 %	— %	7 %

⁽¹⁾ Acquisition & Divestiture Impact/Other includes the volume and mix impact of acquisitions and divestitures and rounding impacts necessary to reconcile net sales to organic sales.

Adjusted Free Cash Flow. Adjusted free cash flow is defined as operating cash flow less capital spending and transitional tax payments resulting from the U.S. Tax Act beginning in 2019. Adjusted free cash flow represents the cash that the Company is able to generate after taking into account planned maintenance and asset expansion. We view 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 investments.

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

	Operating Cash Flow	Capital Spending	Adjustments to Operating Cash Flow ⁽¹⁾	Adjusted Free Cash Flow
2022	\$ 16,723	\$ (3,156)	\$ 225	\$ 13,792
2021	\$ 18,371	\$ (2,787)	\$ 225	\$ 15,809

⁽¹⁾ Adjustments to Operating Cash Flow include transitional tax payments resulting from the U.S. Tax Act of \$225 in 2022 and 2021.

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 charges for early debt extinguishment (which are not considered part of our ongoing operations). We view 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, in allocating financial resources and for budget planning purposes. This measure is used in assessing the achievement of management goals for at-risk compensation.

The Company's long-term target is to generate annual adjusted free cash flow productivity at or above 90 percent.

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

	Adjusted Free Cash Flow	Net Earnings	Early Debt Extinguishment Charges	Net Earnings Excluding Adjustments	Adjusted Free Cash Flow Productivity
2022	\$ 13,792	\$ 14,793	\$ —	\$ 14,793	93 %
2021	\$ 15,809	\$ 14,352	\$ 427	\$ 14,779	107 %

Core EPS. Core EPS is a measure of the Company's diluted net earnings per share from continuing operations adjusted as indicated. Management views this non-GAAP measure as a useful supplemental measure of Company performance over time. Core EPS is also used in assessing the achievement of management goals for at-risk compensation. The table below provides a reconciliation of diluted net earnings per share to Core EPS, including the following reconciling items:

- **Charges for early debt extinguishment:** During fiscal year 2021 the Company recorded after tax charges of \$427 million (\$512 million before tax), due to the early extinguishment of certain long-term debt. These charges represent the difference between the reacquisition price and the par value of the debt extinguished.

We do not view the above items to be indicative of underlying business results and its exclusion from Core earnings measures provides a more comparable measure of year-on-year results. This item is also excluded when evaluating senior management in determining their at-risk compensation.

THE PROCTER & GAMBLE COMPANY AND SUBSIDIARIES
(Amounts in Millions Except Per Share Amounts)
Reconciliation of Non-GAAP Measures

	Twelve Months Ended June 30, 2022		Twelve Months Ended June 30, 2021	
	AS REPORTED (GAAP)	AS REPORTED (GAAP)	EARLY DEBT EXTINGUISHMENT	NON-GAAP (CORE)
NET EARNINGS ATTRIBUTABLE TO P&G	\$ 14,742	\$ 14,306	\$ 427	\$ 14,733
				Core EPS
DILUTED NET EARNINGS PER COMMON SHARE ⁽¹⁾	\$ 5.81	\$ 5.50	\$ 0.16	\$ 5.66

⁽¹⁾ Diluted net earnings per share are calculated on Net earnings attributable to Procter & Gamble.

CHANGE IN CURRENT YEAR REPORTED (GAAP) VERSUS NON-GAAP (CORE)⁽¹⁾

CORE EPS	3 %
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⁽¹⁾ Change versus year ago is calculated based on As Reported (GAAP) values for the twelve months ended June 30, 2022, versus the Non-GAAP (Core) values for the twelve months ended June 30, 2021.

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 9 to the Consolidated Financial Statements.

Item 8. Financial Statements and Supplementary Data.**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. Our people are deeply committed to our Purpose, Values and Principles, which unite us in doing what's right. Our system of internal controls includes written policies and procedures, segregation of duties and the careful selection and development of employees. Additional key elements of our internal control structure include our Global Leadership Council, which is actively involved in oversight of the business strategies, initiatives, results and controls, our Disclosure Committee, which is responsible for evaluating disclosure implications of significant business activities and events, our Board of Directors, which provides strong and effective corporate governance, and our Audit Committee, which reviews significant accounting policies, financial reporting and internal control matters.

Global Internal Audit performs audits of internal controls over financial reporting as well as broader financial, operational and compliance audits around the world, provides training and continually improves our internal control processes. The Company's internal control over financial reporting also includes a robust Control Self-Assessment Program that is conducted annually on critical financial reporting areas of the Company. 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, 2022, using criteria established in *Internal Control - Integrated Framework (2013)* 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, 2022, 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, 2022, as stated in their report which is included herein.

/s/ Jon R. Moeller

(Jon R. Moeller)

Chairman of the Board, President and Chief Executive Officer

/s/ Andre Schulten

(Andre Schulten)

Chief Financial Officer

August 5, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

Opinion on the Financial Statements

We have audited the accompanying Consolidated Balance Sheets of The Procter & Gamble Company and subsidiaries (the "Company") as of June 30, 2022 and 2021, 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, 2022, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of June 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated August 5, 2022, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

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

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

Critical Audit Matter

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

Intangible Assets — Gillette Indefinite Lived Intangible Asset — Refer to Notes 1 and 4 to the financial statements

Critical Audit Matter Description

The Company's evaluation of indefinite lived intangible assets for impairment involves the comparison of the fair value of each indefinite lived intangible asset to its carrying value. The Company estimates fair value using the income method, which is based on the present value of estimated future cash flows attributable to the respective assets. This requires management to make significant estimates and assumptions related to forecasts of future net sales and earnings, including growth rates beyond a 10-year time period, royalty rates, and discount rate. Changes in the assumptions could have a significant impact on either the fair value, the amount of any impairment charge, or both. The Company performed their annual impairment assessment of the Gillette brand indefinite lived intangible asset (the "Gillette brand") as of December 31, 2021. Because the estimated fair value exceeds the carrying value, no impairment was recorded. As of June 30, 2022, the carrying value of Gillette indefinite lived intangible asset was \$14.1 billion.

We identified the Company's impairment evaluation of the Gillette indefinite lived intangible asset as a critical audit matter because of the significant judgments made by management to estimate the fair value of the indefinite lived intangible asset. A high degree of auditor judgment and an increased extent of effort was required when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to the forecasts of future net sales and earnings as well as the selection of royalty rates and discount rate, including the need to involve our fair value specialists.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to forecasts of future net sales and earnings and the selection of the royalty rates and discount rate for the Gillette indefinite lived intangible asset included the following, among others:

- We tested the effectiveness of controls over indefinite lived intangible assets, including those over the determination of fair value, such as controls related to management's development of forecasts of future net sales and earnings, and the selection of royalty rates and discount rate.
- We evaluated management's ability to accurately forecast net sales and earnings by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's forecast of net sales and earnings by comparing the forecasts to:
 - Historical net sales and earnings.
 - Underlying analysis detailing business strategies and growth plans including consideration of the effects related to the COVID-19 pandemic.
 - Internal communications to management and the Board of Directors.
 - Forecasted information included in Company press releases as well as in analyst and industry reports for the Company and certain of its peer companies.
- With the assistance of our fair value specialists, we evaluated the net sales and earnings growth rates, royalty rates, and discount rate by:
 - Testing the source information underlying the determination of net sales and earnings growth rates, royalty rates, and discount rate and the mathematical accuracy of the calculations.
 - Developing a range of independent estimates for the discount rate and comparing the discount rate selected by management to that range.

/s/ Deloitte & Touche LLP

Cincinnati, Ohio

August 5, 2022

We have served as the Company's auditor since 1890.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of The Procter & Gamble Company and subsidiaries (the "Company") as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2022, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended June 30, 2022, of the Company and our report dated August 5, 2022, expressed an unqualified opinion on those financial statements.

Basis for Opinion

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

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

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

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

/s/ Deloitte & Touche LLP

Cincinnati, Ohio

August 5, 2022

Consolidated Statements of Earnings**Amounts in millions except per share amounts; Years ended June 30**

	2022	2021	2020
NET SALES	\$ 80,187	\$ 76,118	\$ 70,950
Cost of products sold	42,157	37,108	35,250
Selling, general and administrative expense	20,217	21,024	19,994
OPERATING INCOME	17,813	17,986	15,706
Interest expense	(439)	(502)	(465)
Interest income	51	45	155
Other non-operating income, net	570	86	438
EARNINGS BEFORE INCOME TAXES	17,995	17,615	15,834
Income taxes	3,202	3,263	2,731
NET EARNINGS	14,793	14,352	13,103
Less: Net earnings attributable to noncontrolling interests	51	46	76
NET EARNINGS ATTRIBUTABLE TO PROCTER & GAMBLE	\$ 14,742	\$ 14,306	\$ 13,027
NET EARNINGS PER COMMON SHARE: ⁽¹⁾			
Basic	\$ 6.00	\$ 5.69	\$ 5.13
Diluted	\$ 5.81	\$ 5.50	\$ 4.96

⁽¹⁾ 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 IncomeAmounts in millions; Years ended June 30

	2022	2021	2020
NET EARNINGS	\$ 14,793	\$ 14,352	\$ 13,103
OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX			
Foreign currency translation (net of tax of \$515, \$(266) and \$59, respectively)	(1,450)	1,023	(1,083)
Unrealized gains/(losses) on investment securities (net of tax of \$1, \$5 and \$(1), respectively)	5	16	(12)
Unrealized gains/(losses) on defined benefit postretirement plans (net of tax of \$1,022, \$445 and \$(42), respectively)	2,992	1,386	(150)
TOTAL OTHER COMPREHENSIVE INCOME/(LOSS), NET OF TAX	1,547	2,425	(1,245)
TOTAL COMPREHENSIVE INCOME	16,340	16,777	11,858
Less: Comprehensive income attributable to noncontrolling interests	43	50	60
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO PROCTER & GAMBLE	\$ 16,297	\$ 16,727	\$ 11,798

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheets**Amounts in millions except stated values; As of June 30**

	2022	2021
Assets		
CURRENT ASSETS		
Cash and cash equivalents	\$ 7,214	\$ 10,288
Accounts receivable	5,143	4,725
INVENTORIES		
Materials and supplies	2,168	1,645
Work in process	856	719
Finished goods	3,900	3,619
Total inventories	6,924	5,983
Prepaid expenses and other current assets	2,372	2,095
TOTAL CURRENT ASSETS	21,653	23,091
PROPERTY, PLANT AND EQUIPMENT, NET	21,195	21,686
GOODWILL	39,700	40,924
TRADEMARKS AND OTHER INTANGIBLE ASSETS, NET	23,679	23,642
OTHER NONCURRENT ASSETS	10,981	9,964
TOTAL ASSETS	\$ 117,208	\$ 119,307
Liabilities and Shareholders' Equity		
CURRENT LIABILITIES		
Accounts payable	\$ 14,882	\$ 13,720
Accrued and other liabilities	9,554	10,523
Debt due within one year	8,645	8,889
TOTAL CURRENT LIABILITIES	33,081	33,132
LONG-TERM DEBT	22,848	23,099
DEFERRED INCOME TAXES	6,809	6,153
OTHER NONCURRENT LIABILITIES	7,616	10,269
TOTAL LIABILITIES	70,354	72,653
SHAREHOLDERS' EQUITY		
Convertible Class A preferred stock, stated value \$1 per share (600 shares authorized)	843	870
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: 2022 - 4,009.2, 2021 - 4,009.2)	4,009	4,009
Additional paid-in capital	65,795	64,848
Reserve for ESOP debt retirement	(916)	(1,006)
Accumulated other comprehensive loss	(12,189)	(13,744)
Treasury stock, at cost (shares held: 2022 - 1,615.4, 2021 - 1,579.5)	(123,382)	(114,973)
Retained earnings	112,429	106,374
Noncontrolling interest	265	276
TOTAL SHAREHOLDERS' EQUITY	46,854	46,654
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 117,208	\$ 119,307

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Shareholders' Equity

Dollars in millions except per share amounts; shares in thousands	Common Stock		Preferred Stock	Additional Paid-In Capital	Reserve for ESOP Debt Retirement	Accumulated Other Comp-rehensive Income/(Loss)	Treasury Stock	Retained Earnings	Non-controlling Interest	Total Shareholders' Equity
	Shares	Amount								
BALANCE JUNE 30, 2019	2,504,751	\$4,009	\$928	\$63,827	(\$1,146)	(\$14,936)	(\$100,406)	\$94,918	\$385	\$47,579
Net earnings								13,027	76	13,103
Other comprehensive income/(loss)						(1,229)			(16)	(1,245)
Dividends and dividend equivalents (\$3.0284 per share):										
Common								(7,551)		(7,551)
Preferred								(263)		(263)
Treasury stock purchases (61,346)	(61,346)						(7,405)			(7,405)
Employee stock plans	32,603			362			2,212			2,574
Preferred stock conversions	3,738		(31)	5			26			—
ESOP debt impacts					66			108		174
Noncontrolling interest, net									(88)	(88)
BALANCE JUNE 30, 2020	2,479,746	\$4,009	\$897	\$64,194	(\$1,080)	(\$16,165)	(\$105,573)	\$100,239	\$357	\$46,878
Net earnings								14,306	46	14,352
Other comprehensive income/(loss)						2,421			4	2,425
Dividends and dividend equivalents (\$3.2419 per share):										
Common								(8,020)		(8,020)
Preferred								(271)		(271)
Treasury stock purchases (81,343)	(81,343)						(11,009)			(11,009)
Employee stock plans	28,001			650			1,586			2,236
Preferred stock conversions	3,302		(27)	4			23			—
ESOP debt impacts					74			120		194
Noncontrolling interest, net									(131)	(131)
BALANCE JUNE 30, 2021	2,429,706	\$4,009	\$870	\$64,848	(\$1,006)	(\$13,744)	(\$114,973)	\$106,374	\$276	\$46,654
Net earnings								14,742	51	14,793
Other comprehensive income/(loss)						1,555			(8)	1,547
Dividends and dividend equivalents (\$3.5227 per share):										
Common								(8,514)		(8,514)
Preferred								(281)		(281)
Treasury stock purchases (67,088)	(67,088)						(10,003)			(10,003)
Employee stock plans	28,042			945			1,571			2,516
Preferred stock conversions	3,217		(27)	4			23			—
ESOP debt impacts					90			108		198
Noncontrolling interest, net				(2)					(54)	(56)
BALANCE JUNE 30, 2022	2,393,877	\$4,009	\$843	\$65,795	(\$916)	(\$12,189)	(\$123,382)	\$112,429	\$265	\$46,854

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Cash Flows**Amounts in millions; Years ended June 30**

	2022	2021	2020
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, BEGINNING OF YEAR	\$ 10,288	\$ 16,181	\$ 4,239
OPERATING ACTIVITIES			
Net earnings	14,793	14,352	13,103
Depreciation and amortization	2,807	2,735	3,013
Loss on early extinguishment of debt	—	512	—
Share-based compensation expense	528	540	558
Deferred income taxes	(402)	(258)	(596)
Loss/(gain) on sale of assets	(85)	(16)	7
Change in accounts receivable	(694)	(342)	634
Change in inventories	(1,247)	(309)	(637)
Change in accounts payable, accrued and other liabilities	1,429	1,391	1,923
Change in other operating assets and liabilities	(635)	(369)	(710)
Other	229	135	108
TOTAL OPERATING ACTIVITIES	16,723	18,371	17,403
INVESTING ACTIVITIES			
Capital expenditures	(3,156)	(2,787)	(3,073)
Proceeds from asset sales	110	42	30
Acquisitions, net of cash acquired	(1,381)	(34)	(58)
Purchases of investment securities	—	(55)	—
Proceeds from sales and maturities of investment securities	—	—	6,151
Change in other investments	3	—	(5)
TOTAL INVESTING ACTIVITIES	(4,424)	(2,834)	3,045
FINANCING ACTIVITIES			
Dividends to shareholders	(8,770)	(8,263)	(7,789)
Additions to short-term debt with original maturities of more than three months	10,411	7,675	14,371
Reductions in short-term debt with original maturities of more than three months	(11,478)	(7,577)	(12,984)
Additions/(reductions) in other short-term debt	917	(3,431)	958
Additions to long-term debt	4,385	4,417	4,951
Reductions of long-term debt ⁽¹⁾	(2,343)	(4,987)	(2,447)
Treasury stock purchases	(10,003)	(11,009)	(7,405)
Impact of stock options and other	2,005	1,644	1,978
TOTAL FINANCING ACTIVITIES	(14,876)	(21,531)	(8,367)
EFFECT OF EXCHANGE RATE CHANGES ON CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(497)	101	(139)
CHANGE IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	(3,074)	(5,893)	11,942
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, END OF YEAR	\$ 7,214	\$ 10,288	\$ 16,181
SUPPLEMENTAL DISCLOSURE			
Cash payments for interest	\$ 451	\$ 531	\$ 434
Cash payments for income taxes	3,818	3,822	3,550

⁽¹⁾ Includes early extinguishment of debt costs of \$512 in 2021.

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 approximately 180 countries and territories primarily through mass merchandisers, e-commerce (including social commerce) channels, grocery stores, membership club stores, drug stores, department stores, distributors, wholesalers, specialty beauty stores (including airport duty-free stores), high-frequency stores, pharmacies, electronics stores and professional channels. We also sell direct to consumers. 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.

Because of a lack of control over Venezuelan subsidiaries caused by a number of currency and other operating controls and restrictions, our Venezuelan subsidiaries are not consolidated for any year presented. We account for those subsidiaries at cost, less impairments, plus or minus observable price changes.

Beginning in fiscal year 2022, the Company began to present increases and reductions in short-term debt with maturities of more than three months separately within the Consolidated Statements of Cash Flows. The presentation for the twelve months ended June 30, 2021, and June 30, 2020, have been revised to align with the current period presentation. This change had no impact on total financing activities, and we have concluded the change is not material.

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, postretirement 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 and liabilities, 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, regarding

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

Our revenue is primarily generated from the sale of finished product to customers. Those sales predominantly contain a single performance obligation and revenue is recognized at a single point in time when ownership, risks and rewards transfer, 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 the revenue is recognized. 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.

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 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 manufacturing of product, as well as manufacturing labor, depreciation expense and direct overhead expenses necessary to acquire and convert the purchased materials and supplies into finished products. 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 2022, \$1.9 billion in 2021 and \$1.8 billion in 2020. Advertising costs, charged to expense as incurred, include worldwide television, print, radio, internet and in-store advertising expenses and were \$7.9 billion in 2022, \$8.2 billion in 2021 and \$7.3 billion in 2020. Non-advertising related components of the Company's total marketing spending reported in SG&A include costs associated with consumer promotions, product sampling and sales aids.

Other Non-Operating Income, Net

Other non-operating income, net primarily includes net acquisition and divestiture gains, net non-service impacts related to postretirement benefit plans, investment income and other non-operating items.

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). 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 flows from operating activities. Cash flows from foreign currency transactions and operations are translated at monthly exchange rates for each 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 rates, commodity or other currency exposures are classified as operating activities. Cash payments related to income taxes are classified as operating activities.

Investments

The Company holds minor equity investments in certain companies over which we exert significant influence, but do not control the financial and operating decisions. These are accounted for as equity method investments. Other equity investments that are not controlled, and over which we do not have the ability to exercise significant influence, and for which there is a readily determinable market value, are recorded at fair value, with gains and losses recorded through net earnings. Equity investments without readily determinable fair values are measured at cost, less impairments, plus or minus observable price changes. Equity investments are included as Other noncurrent assets in the Consolidated Balance Sheets.

The Company also holds highly-liquid investments, primarily money market funds and time deposits. Such investments are considered cash equivalents and are included within Cash and cash equivalents in the Consolidated Balance Sheets.

Inventory Valuation

Inventories are valued at the lower of cost or net realizable value. Product-related inventories are maintained on the

first-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.

We have acquired brands that have been determined to have indefinite lives. We evaluate several factors to determine whether an indefinite life is appropriate, including the 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. In addition, when certain events or changes in operating conditions occur, an additional impairment assessment is performed and indefinite-lived assets 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.

For additional details on goodwill and intangible assets see Note 4.

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, certain investments and certain 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 9.

New Accounting Pronouncements and Policies

In March 2020, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2020-04, "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting." In January 2021, the FASB issued ASU 2021-01, "Reference Rate Reform (Topic 848): Scope." The amendments were effective upon issuance and provide optional expedients and exceptions for applying generally accepted accounting principles (GAAP) to contracts, hedging relationships and other transactions affected by reference rate reform if certain criteria are met. We have completed our evaluation of significant contracts. Most contracts reviewed will mature prior to the termination of LIBOR or will be modified to apply a new reference rate, primarily the Secured Overnight Financing Rate (SOFR) where applicable. As a result, the guidance has not had, and is not expected to have, a material impact on the Company's Consolidated Financial Statements.

In November 2021, the FASB issued ASU 2021-10, "Government Assistance (Topic 832): Disclosures by Business Entities about Government Assistance". This guidance requires annual disclosures for transactions with a government authority that are accounted for by applying a grant or contribution model. These amendments are effective for annual periods beginning after December 15, 2021, with early adoption permitted. We plan to adopt the standard for the fiscal year ending June 30, 2023. We are currently assessing the impact of this guidance and do not expect a material impact at this time.

No other new accounting pronouncements issued or effective during the fiscal year or in future years had, or are expected to have, a material impact on our Consolidated Financial Statements.

NOTE 2

SEGMENT INFORMATION

Under U.S. GAAP, our operating segments are aggregated into five reportable segments: 1) Beauty, 2) Grooming, 3) Health Care, 4) Fabric & Home Care and 5) Baby, Feminine & Family Care. Our five reportable segments are comprised of:

- *Beauty*: Hair Care (Conditioner, Shampoo, Styling Aids, Treatments); Skin and Personal Care (Antiperspirant and Deodorant, Personal Cleansing, Skin Care);

- *Grooming*: Shave Care (Female Blades & Razors, Male Blades & Razors, Pre- and Post-Shave Products, Other Shave Care); Appliances
- *Health Care*: Oral Care (Toothbrushes, Toothpaste, Other Oral Care); Personal Health Care (Gastrointestinal, Rapid Diagnostics, Respiratory, Vitamins/Minerals/Supplements, Pain Relief, Other Personal Health Care);
- *Fabric & Home Care*: Fabric Care (Fabric Enhancers, Laundry Additives, Laundry Detergents); Home Care (Air Care, Dish Care, P&G Professional, Surface Care); and
- *Baby, Feminine & Family Care*: Baby Care (Baby Wipes, Taped Diapers and Pants); Feminine Care (Adult Incontinence, Feminine Care); Family Care (Paper Towels, Tissues, Toilet Paper).

While none of our reportable segments are highly seasonal, components within certain reportable segments, such as Appliances (Grooming) and Personal Health Care (Health), are seasonal.

The accounting policies of the segments 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 segments using applicable blended statutory rates. Adjustments to arrive at our effective tax rate are included in Corporate. In addition, capital expenditures in the segments are on an accrual basis consistent with the balance sheet. Adjustments to move from an accrual to cash basis, for purposes of the cash flow statement, are reflected 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 items to adjust management reporting principles to U.S. GAAP. Operating activities in Corporate include the results of incidental businesses managed at the corporate level. 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, asset impairment charges and other general Corporate items. The non-operating elements in Corporate primarily include interest expense, certain pension and other postretirement benefit costs, certain acquisition and divestiture gains, interest and investing income and other financing costs.

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

Our operating segments are comprised of similar product categories. Operating segments that individually accounted for 5% or more of consolidated net sales are as follows:

% of Net sales by operating segment ⁽¹⁾			
Years ended June 30	2022	2021	2020
Fabric Care	23%	22%	22%
Home Care	12%	12%	11%
Baby Care	10%	10%	11%
Skin and Personal Care	9%	10%	10%
Hair Care	9%	9%	9%
Family Care	9%	9%	9%
Oral Care	8%	8%	8%
Shave Care	6%	7%	7%
Feminine Care	6%	6%	6%
Personal Health Care	6%	5%	5%
All Other	2%	2%	2%
TOTAL	100%	100%	100%

⁽¹⁾ % of Net sales by operating segment excludes sales recorded in Corporate.

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

Years ended June 30	2022	2021	2020
NET SALES			
United States	\$ 36.5	\$ 33.7	\$ 31.3
International	\$ 43.7	\$ 42.4	\$ 39.7
LONG-LIVED ASSETS ⁽¹⁾			
United States	\$ 10.7	\$ 10.1	\$ 9.9
International	\$ 10.5	\$ 11.6	\$ 10.8

⁽¹⁾ Long-lived assets consists of property, plant and equipment.

No country, other than the United States, exceeds 10% of the Company's consolidated net sales or long-lived assets.

Our largest customer, Walmart Inc. and its affiliates, accounted for consolidated net sales of approximately 15% in 2022, 2021 and 2020. No other customer represents more than 10% of our consolidated net sales.

Global Segment Results		Net Sales	Earnings/(Loss) Before Income Taxes	Net Earnings/(Loss)	Depreciation and Amortization	Total Assets	Capital Expenditures
BEAUTY	2022	\$ 14,740	\$ 3,946	\$ 3,160	\$ 348	\$ 6,055	\$ 331
	2021	14,417	4,018	3,210	333	5,587	386
	2020	13,359	3,437	2,737	320	5,531	397
GROOMING	2022	6,587	1,835	1,490	361	20,482	260
	2021	6,440	1,728	1,427	378	20,668	291
	2020	6,069	1,613	1,329	406	20,589	305
HEALTH CARE	2022	10,824	2,618	2,006	376	7,888	410
	2021	9,956	2,398	1,851	372	7,976	364
	2020	9,028	2,156	1,652	350	7,726	338
FABRIC & HOME CARE	2022	27,556	5,729	4,386	672	8,567	988
	2021	26,014	5,986	4,622	646	8,334	1,006
	2020	23,735	5,426	4,154	605	7,745	887
BABY, FEMININE & FAMILY CARE	2022	19,736	4,267	3,266	826	8,443	932
	2021	18,850	4,723	3,629	846	8,666	814
	2020	18,364	4,534	3,465	839	8,628	764
CORPORATE	2022	744	(400)	485	224	65,773	235
	2021	441	(1,238)	(387)	160	68,076	(74)
	2020	395	(1,332)	(234)	493	70,481	382
TOTAL COMPANY	2022	\$ 80,187	\$ 17,995	\$ 14,793	\$ 2,807	\$ 117,208	\$ 3,156
	2021	76,118	17,615	14,352	2,735	119,307	2,787
	2020	70,950	15,834	13,103	3,013	120,700	3,073

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

NOTE 3**SUPPLEMENTAL FINANCIAL INFORMATION**

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

<u>As of June 30</u>	<u>2022</u>	<u>2021</u>
PROPERTY, PLANT AND EQUIPMENT		
Buildings	\$ 8,087	\$ 8,165
Machinery and equipment	35,098	35,367
Land	756	808
Construction in progress	2,756	2,358
TOTAL PROPERTY, PLANT AND EQUIPMENT	46,697	46,698
Accumulated depreciation	(25,502)	(25,012)
PROPERTY, PLANT AND EQUIPMENT, NET	\$ 21,195	\$ 21,686

Selected components of current and noncurrent liabilities were as follows:

<u>As of June 30</u>	<u>2022</u>	<u>2021</u>
ACCRUED AND OTHER LIABILITIES - CURRENT		
Marketing and promotion	\$ 3,878	\$ 4,140
Compensation expenses	1,797	2,145
Taxes payable	587	637
Restructuring reserves	147	278
Leases	205	219
Other	2,940	3,104
TOTAL	\$ 9,554	\$ 10,523
OTHER NONCURRENT LIABILITIES		
Pension benefits	\$ 3,139	\$ 5,452
U.S. Tax Act transitional tax payable	1,661	1,891
Other retiree benefits	672	922
Uncertain tax positions	752	794
Long term operating leases	595	631
Other	797	579
TOTAL	\$ 7,616	\$ 10,269

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 ongoing programs have generally ranged from \$250 to \$500 annually.

Restructuring costs incurred consist primarily of costs to separate employees, asset-related costs to exit facilities and other costs. Employee separation costs relate to severance packages that are primarily voluntary and the amounts calculated are 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. 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 for disposal. These assets are 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 standardizations. The asset-related charges will not have a significant impact on future depreciation charges. Other restructuring-type charges primarily include asset removal and termination of contracts related to supply chain and overhead optimization. The Company incurred total restructuring charges of \$253 and \$330 for the years ended June 30, 2022 and 2021. Of the charges incurred for fiscal year 2022, \$67 were recorded in SG&A, \$182 in Costs of products sold and \$4 in Other non-operating income, net. Of the charges incurred in fiscal year 2021, \$176 were recorded in SG&A, \$134 in Costs of products sold and \$20 in Other non-operating income, net. The following table presents restructuring activity for the years ended June 30, 2022 and 2021:

	<u>Separations</u>	<u>Asset-Related Costs</u>	<u>Other</u>	<u>Total</u>
RESERVE JUNE 30, 2020	\$ 285	\$ —	\$ 187	\$ 472
Cost incurred and charged to expense	127	24	179	330
Cost paid/settled	(236)	(24)	(264)	(524)
RESERVE JUNE 30, 2021	176	—	102	278
Cost incurred and charged to expense	88	87	78	253
Cost paid/settled	(143)	(87)	(154)	(384)
RESERVE JUNE 30, 2022	\$ 121	\$ —	\$ 26	\$ 147

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

Consistent with our historical policies for ongoing restructuring-type activities, the restructuring charges are funded by and included within Corporate for both management and segment reporting. Accordingly, all of the charges are included within the Corporate reportable segment.

However, for information purposes, the following table summarizes the total restructuring costs related to our reportable segments:

Years ended June 30	2022	2021	2020 ⁽²⁾
Beauty	\$ 11	\$ 13	\$ 54
Grooming	14	25	102
Health Care	32	51	136
Fabric & Home Care	42	22	75
Baby, Feminine & Family Care	83	29	192
Corporate ⁽¹⁾	71	190	223
Total Company	\$ 253	\$ 330	\$ 782

⁽¹⁾ Corporate includes costs related to allocated overheads, including charges related to our Enterprise Markets, Global Business Services and Corporate Functions activities.

⁽²⁾ Fiscal 2020 includes incremental restructuring charges above ongoing programs and tied to a multi-year productivity and cost savings plan (announced in 2017) to further reduce costs in the areas of supply chain, certain marketing activities and overhead expense.

NOTE 4

GOODWILL AND INTANGIBLE ASSETS

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

	Beauty	Grooming	Health Care	Fabric & Home Care	Baby, Feminine & Family Care	Total Company
BALANCE AT JUNE 30, 2020 - NET ⁽¹⁾	\$ 12,902	\$ 12,815	\$ 7,786	\$ 1,841	\$ 4,557	\$ 39,901
Acquisitions and divestitures	—	—	16	—	—	16
Translation and other	355	280	244	32	96	1,007
BALANCE AT JUNE 30, 2021 - NET ⁽¹⁾	13,257	13,095	8,046	1,873	4,653	40,924
Acquisitions and divestitures	781	—	1	—	—	782
Translation and other	(742)	(524)	(458)	(65)	(217)	(2,006)
BALANCE AT JUNE 30, 2022 - NET ⁽¹⁾	\$ 13,296	\$ 12,571	\$ 7,589	\$ 1,808	\$ 4,436	\$ 39,700

⁽¹⁾ Grooming goodwill balance is net of \$7.9 billion accumulated impairment losses.

Goodwill and indefinite-lived intangibles are tested for impairment at least annually by comparing the estimated fair values of our reporting units and underlying indefinite-lived intangible assets to their respective carrying values. We typically use an income method to estimate the fair value of these 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). Significant judgement by management is required to estimate the impact of macroeconomic and other factors on future cash flows, including those related to the COVID-19 pandemic and the Russia-Ukraine War. Estimates utilized in the projected cash flows include consideration of macroeconomic conditions, overall category growth rates, competitive activities, cost containment and margin expansion, Company business plans, 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.

We believe the estimates and assumptions utilized in our impairment testing are reasonable and are comparable to those that would be used by other marketplace participants. 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 initially used to estimate fair value for purposes of establishing or subsequently impairing the carrying amount of goodwill and related intangible assets, we may need to record additional non-cash impairment charges in the future.

Goodwill decreased during fiscal 2022 due to currency translation across all reportable segments, partially offset by three acquisitions (Farmacy Beauty, Ouai and TULA) in the Beauty reportable segment.

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

Goodwill increased during fiscal 2021 driven by a minor brand acquisition in the Health Care reportable segment and currency translation across all reportable segments. Identifiable intangible assets were comprised of:

As of June 30	2022		2021	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
INTANGIBLE ASSETS WITH DETERMINABLE LIVES				
Brands	\$ 4,299	\$ (2,628)	\$ 3,908	\$ (2,546)
Patents and technology	2,769	(2,609)	2,781	(2,575)
Customer relationships	1,797	(939)	1,789	(882)
Other	147	(97)	150	(97)
TOTAL	\$ 9,012	\$ (6,273)	\$ 8,628	\$ (6,100)
INTANGIBLE ASSETS WITH INDEFINITE LIVES				
Brands	20,940	—	21,114	—
TOTAL	\$ 29,952	\$ (6,273)	\$ 29,742	\$ (6,100)

Amortization expense of intangible assets was as follows:

Years ended June 30	2022	2021	2020
Intangible asset amortization	\$ 312	\$ 318	\$ 360

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

Years ending June 30	2023	2024	2025	2026	2027
Estimated amortization expense	\$ 316	\$ 305	\$ 288	\$ 268	\$ 258

NOTE 5

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.

We have elected to account for the tax effects of Global Intangible Low-Taxed Income (GILTI) as a current period expense when incurred.

Earnings before income taxes consisted of the following:

Years ended June 30	2022	2021	2020
United States	\$ 11,698	\$ 10,858	\$ 10,338
International	6,297	6,757	5,496
TOTAL	\$ 17,995	\$ 17,615	\$ 15,834

Income taxes consisted of the following:

Years ended June 30	2022	2021	2020
CURRENT TAX EXPENSE			
U.S. federal	\$ 1,916	\$ 1,663	\$ 1,266
International	1,333	1,534	1,769
U.S. state and local	355	324	292
TOTAL	3,604	3,521	3,327
DEFERRED TAX EXPENSE/(BENEFIT)			
U.S. federal	(320)	(65)	39
International and other	(82)	(193)	(635)
TOTAL	(402)	(258)	(596)
TOTAL TAX EXPENSE	\$ 3,202	\$ 3,263	\$ 2,731

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

Years ended June 30	2022	2021	2020
U.S. federal statutory income tax rate	21.0 %	21.0 %	21.0 %
Country mix impacts of foreign operations	(0.3)%	(0.5)%	(0.1)%
State income taxes, net of federal benefit	1.5 %	1.3 %	1.4 %
Excess tax benefits from the exercise of stock options	(2.0)%	(1.6)%	(1.6)%
Tax benefit from simplification of legal entity structure	— %	— %	(1.4)%
Foreign derived intangible income deduction (FDII)	(1.1)%	(1.0)%	(1.0)%
Changes in uncertain tax positions	(0.4)%	(0.1)%	0.1 %
Other	(0.9)%	(0.6)%	(1.2)%
EFFECTIVE INCOME TAX RATE	17.8 %	18.5 %	17.2 %

Country mix impacts of foreign operations includes the effects of foreign subsidiaries' earnings taxed at rates other than the U.S. statutory rate, the U.S. tax impacts of non-U.S. earnings repatriation and any net impacts of intercompany transactions. Changes in uncertain tax positions represent changes in our net liability related to prior year tax positions. Excess tax benefits from the exercise of stock options reflect the excess of actual tax benefits received on employee exercises of stock options and other share-based payments (which generally equals the income taxable to the employee) over the amount of tax benefits that were calculated and recognized based on the grant date fair values of such instruments.

Tax costs charged to shareholders' equity totaled \$1,538 for the year ended June 30, 2022. This primarily relates to the tax effects of certain adjustments to pension obligations recorded in shareholders' equity and the tax effects of net investment hedges. Tax costs charged to shareholders' equity totaled \$215 for the year ended June 30, 2021. This primarily relates to the tax effects of certain adjustments to

pension obligations recorded in shareholders' equity, partially offset by the tax effects of net investment hedges.

Prior to the passage of the U.S. Tax Act, the Company asserted that substantially all of the undistributed earnings of its foreign subsidiaries were considered indefinitely invested and, accordingly, no deferred taxes were provided. Pursuant to the provisions of the U.S. Tax Act, these earnings were subjected to a one-time transition tax. This charge included taxes for all U.S. income taxes and for the related foreign withholding taxes for the portion of those earnings which are no longer considered indefinitely invested. We have not provided deferred taxes on approximately \$22 billion of earnings that are considered indefinitely invested.

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

<u>Years ended June 30</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
BEGINNING OF YEAR	\$ 627	\$ 485	\$ 466
Increases in tax positions for prior years	102	157	60
Decreases in tax positions for prior years	(118)	(34)	(21)
Increases in tax positions for current year	53	60	82
Settlements with taxing authorities	(42)	(26)	(83)
Lapse in statute of limitations	(17)	(24)	(12)
Currency translation	(22)	9	(7)
END OF YEAR	\$ 583	\$ 627	\$ 485

Included in the total liability for uncertain tax positions at June 30, 2022, is \$363 that, depending on the ultimate resolution, could impact the effective tax rate in future periods.

The Company is present in approximately 70 countries and over 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 the closing of statutes of limitation. Such adjustments are reflected in the tax provision as appropriate. We have tax years open ranging from 2010 and forward. We are generally not able to reliably estimate the ultimate settlement amounts until the close of the audit. Based on information currently available, we anticipate that over the next 12-month period, audit activity could be completed related to uncertain tax positions in multiple jurisdictions for which we have accrued existing

liabilities of approximately \$12, including interest and penalties.

We recognize the additional accrual of any possible related interest and penalties relating to the underlying uncertain tax position in income tax expense. As of June 30, 2022, 2021 and 2020, we had accrued interest of \$179, \$166 and \$141 and accrued penalties of \$12, \$10 and \$17, respectively, which are not included in the above table. During the fiscal years ended June 30, 2022, 2021 and 2020, we recognized \$21, \$38 and \$39 in interest expense and \$2, \$6 and \$1 in penalties expense, respectively.

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

<u>As of June 30</u>	<u>2022</u>	<u>2021</u>
DEFERRED TAX ASSETS		
Loss and other carryforwards	914	1,030
Pension and other retiree benefits	\$ 740	\$ 1,476
Capitalized research & development	646	358
Accrued marketing and promotion	420	424
Stock-based compensation	386	386
Fixed assets	209	223
Lease liabilities	185	196
Unrealized loss on financial and foreign exchange transactions	138	109
Advance payments	82	—
Inventory	41	31
Accrued interest and taxes	22	22
Other	717	878
Valuation allowances	(409)	(569)
TOTAL	\$ 4,091	\$ 4,564

DEFERRED TAX LIABILITIES		
Goodwill and intangible assets	\$ 5,783	\$ 5,761
Fixed assets	1,542	1,512
Other retiree benefits	1,031	645
Unrealized gain on financial and foreign exchange transactions	439	111
Lease right-of-use assets	179	191
Foreign withholding tax on earnings to be repatriated	70	108
Other	244	175
TOTAL	\$ 9,288	\$ 8,503

Net operating loss carryforwards were \$2.5 billion at June 30, 2022, and \$3.0 billion at June 30, 2021. If unused, approximately \$300 will expire between 2022 and 2041. The remainder, totaling \$2.2 billion at June 30, 2022, may be carried forward indefinitely.

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

NOTE 6**EARNINGS PER SHARE**

Basic net earnings per common share are calculated by dividing Net earnings attributable to Procter & Gamble less preferred dividends by the weighted average number of common shares outstanding during the year. Diluted net earnings per common share are calculated by dividing Net earnings attributable to Procter & Gamble by the diluted weighted average number of common shares outstanding during the year. The diluted shares include the dilutive effect of stock options and other stock-based awards based on the treasury stock method (see Note 7) and the assumed conversion of preferred stock (see Note 8).

Net earnings per share were calculated as follows:

<u>Years ended June 30</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
<u>CONSOLIDATED AMOUNTS</u>			
Net earnings	\$ 14,793	\$ 14,352	\$ 13,103
Less: Net earnings attributable to noncontrolling interests	51	46	76
Net earnings attributable to P&G	14,742	14,306	13,027
Less: Preferred dividends	281	271	263
Net earnings attributable to P&G available to common shareholders (Basic)	\$ 14,461	\$ 14,035	\$ 12,764
Net earnings attributable to P&G available to common shareholders (Diluted)	\$ 14,742	\$ 14,306	\$ 13,027
<u>SHARES IN MILLIONS</u>			
Basic weighted average common shares outstanding	2,410.3	2,465.8	2,487.1
Add effect of dilutive securities:			
Stock options and other unvested equity awards ⁽¹⁾	49.5	52.5	52.7
Convertible preferred shares ⁽²⁾	79.3	82.7	86.0
Diluted weighted average common shares outstanding	2,539.1	2,601.0	2,625.8
<u>NET EARNINGS PER SHARE</u> ⁽³⁾			
Basic	\$ 6.00	\$ 5.69	\$ 5.13
Diluted	\$ 5.81	\$ 5.50	\$ 4.96

⁽¹⁾ Excludes 11 million, 9 million and 6 million in 2022, 2021 and 2020, respectively, of weighted average stock options outstanding because the exercise price of these options was greater than the average market value of the Company's stock or their effect was antidilutive.

⁽²⁾ An overview of preferred shares can be found in Note 8.

⁽³⁾ Net earnings per share are calculated on Net earnings attributable to Procter & Gamble.

NOTE 7**STOCK-BASED COMPENSATION**

The Company has two primary stock-based compensation programs under which we annually grant stock option, restricted stock unit (RSU) and performance stock unit (PSU) awards to key managers and directors.

In our main long-term incentive program, key managers can elect to receive options or RSUs. All options vest after three years and have a 10-year life. Exercise prices on options are set equal to the market price of the underlying shares on the date of the grant. RSUs vest and settle in shares of common stock three years from the grant date.

Senior-level executives participate in an additional long-term incentive program that awards PSUs, which are paid in shares after the end of a three-year performance period subject to pre-established performance goals. The program includes a Relative Total Shareholder Return (R-TSR) modifier under which the number of shares ultimately granted is also impacted by the Company's actual

shareholder return relative to our consumer products competitive peer set.

In addition to these long-term incentive programs, we award RSUs to the Company's non-employee directors and make other minor stock option and RSU grants to employees for which the terms are not substantially different from our long-term incentive awards.

A total of 150 million shares of common stock were newly authorized for issuance under the stock-based compensation plan approved by shareholders in 2019. A total of 119 million shares remain available for grant under the 2019 plan.

The Company recognizes stock-based compensation expense based on the fair value of the awards at the date of grant. The fair value is amortized on a straight-line basis over the requisite service period. Awards to employees eligible for retirement prior to the award becoming fully vested are recognized as compensation expense from the grant date through the date the employee first becomes eligible to retire.

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

and/or is no longer required to provide services to earn the award. Stock-based compensation expense is included as part of Cost of products sold and SG&A in the Consolidated Statement of Earnings and includes an estimate of forfeitures, which is based on historical data. Total expense and related tax benefit were as follows:

Years ended June 30	2022	2021	2020
Stock options	\$ 271	\$ 279	\$ 249
RSUs and PSUs	257	261	309
Total stock-based expense	\$ 528	\$ 540	\$ 558
Income tax benefit	\$ 88	\$ 102	\$ 97

We utilize an industry standard lattice-based valuation model to calculate the fair value for stock options granted. Assumptions utilized in the model, which are evaluated and revised to reflect market conditions and experience, were as follows:

Years ended June 30	2022	2021	2020
Interest rate	0.1 - 1.6 %	0.1 - 0.7 %	1.1 - 1.4 %
Weighted average interest rate	1.5 %	0.6 %	1.3 %
Dividend yield	2.4 %	2.4 %	2.4 %
Expected volatility	19 %	20 %	17 %
Expected life in years	9.1	9.2	9.2

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 outstanding under the plans as of June 30, 2022, and activity during the year then ended is presented below:

Options	Options (in thousands)	Weighted Average Exercise Price	Weighted Average Contractual Life in Years	Aggregate Intrinsic Value
Outstanding at July 1, 2021	138,272	\$ 91.24		
Granted	14,369	141.67		
Exercised	(25,040)	77.07		
Forfeited/expired	(886)	116.38		
Outstanding at June 30, 2022	126,715	\$ 99.59	5.4	\$ 5,618
Exercisable	86,992	\$ 84.89	4.0	\$ 5,124

The following table provides additional information on stock options:

Years ended June 30	2022	2021	2020
Weighted average grant-date fair value of options granted	\$ 21.55	\$ 20.94	\$ 15.60
Intrinsic value of options exercised	1,886	1,401	1,455
Grant-date fair value of options that vested	177	236	217
Cash received from options exercised	1,930	1,705	2,019
Actual tax benefit from options exercised	399	292	298

At June 30, 2022, \$166 of compensation cost had not yet been recognized related to stock option grants. That cost is expected to be recognized over a remaining weighted average period of 1.5 years.

A summary of non-vested RSUs and PSUs outstanding under the plans as of June 30, 2022, and activity during the year then ended is presented below:

RSU and PSU awards	RSUs		PSUs	
	Units (in thousands)	Weighted Average Grant Date Fair Value	Units (in thousands)	Weighted Average Grant Date Fair Value
Non-vested at July 1, 2021	3,237	\$ 114.68	971	\$ 135.24
Granted	1,365	141.13	539	152.69
Vested	(1,656)	109.08	(550)	121.62
Forfeited	(114)	123.06	(32)	152.89
Non-vested at June 30, 2022	2,832	\$ 130.37	928	\$ 152.94

At June 30, 2022, \$216 of compensation cost had not yet been recognized related to RSUs and PSUs. That cost is expected to be recognized over a remaining weighted average period of 1.6 years. The total grant date fair value of shares vested was \$248, \$266 and \$264 in 2022, 2021 and 2020, respectively.

The Company settles equity issuances with treasury shares. 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 8

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 \$366, \$340 and \$317 in 2022, 2021 and 2020, respectively.

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

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 14% of total participants' annual wages and salaries in 2022, 2021 and 2020.

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 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 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 benefits for the majority of our U.S. employees who become eligible for these benefits when they meet minimum age and service requirements. The plans require cost sharing with retirees and pay a stated percentage of expenses, reduced by deductibles and other coverages. These benefits are 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 ⁽¹⁾		Other Retiree Benefits ⁽²⁾	
	2022	2021	2022	2021
CHANGE IN BENEFIT OBLIGATION				
Benefit obligation at beginning of year ⁽³⁾	\$ 18,469	\$ 17,761	\$ 4,206	\$ 4,770
Service cost	253	275	86	94
Interest cost	253	240	99	114
Participants' contributions	14	13	67	76
Amendments ⁽⁵⁾	5	34	(586)	—
Net actuarial loss/(gain)	(4,067)	(466)	(586)	(678)
Special termination benefits	4	17	1	2
Currency translation and other	(1,720)	1,220	51	64
Benefit payments	(603)	(625)	(268)	(236)
BENEFIT OBLIGATION AT END OF YEAR ⁽³⁾	\$ 12,608	\$ 18,469	\$ 3,070	\$ 4,206
CHANGE IN PLAN ASSETS				
Fair value of plan assets at beginning of year	\$ 13,041	\$ 11,484	\$ 6,444	\$ 5,618
Actual return on plan assets	(1,233)	1,058	526	879
Employer contributions	222	202	37	34
Participants' contributions	14	13	67	76
Currency translation and other	(1,268)	909	1	2
ESOP debt impacts ⁽⁴⁾	—	—	82	71
Benefit payments	(603)	(625)	(268)	(236)
FAIR VALUE OF PLAN ASSETS AT END OF YEAR	\$ 10,173	\$ 13,041	\$ 6,889	\$ 6,444
FUNDED STATUS	\$ (2,435)	\$ (5,428)	\$ 3,819	\$ 2,238

⁽¹⁾ Primarily non-U.S.-based defined benefit retirement plans.

⁽²⁾ Primarily U.S.-based other postretirement benefit plans.

⁽³⁾ 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.

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

⁽⁵⁾ Primarily relates to adjustments in the self-insured U.S. retiree health care program to utilize fully-insured Medicare Advantage Programs beginning in January 2022.

The actuarial gain for pension plans in 2022 was primarily related to increases in discount rates. The actuarial gain for other retiree benefits in 2022 was primarily related to increases in discount rates, partially offset by unfavorable medical claim experience. The actuarial gain for pension plans in 2021 was primarily related to increases in discount rates, partially offset by unfavorable actuarial assumptions, including inflation assumptions. The actuarial gain for other retiree benefits in 2021 was primarily related to favorable medical cost trends.

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

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.

<u>As of June 30</u>	Pension Benefits		Other Retiree Benefits	
	2022	2021	2022	2021
CLASSIFICATION OF NET AMOUNT RECOGNIZED				
Noncurrent assets	\$ 765	\$ 88	\$ 4,525	\$ 3,193
Current liabilities	(61)	(64)	(34)	(33)
Noncurrent liabilities	(3,139)	(5,452)	(672)	(922)
NET AMOUNT RECOGNIZED	\$ (2,435)	\$ (5,428)	\$ 3,819	\$ 2,238
AMOUNTS RECOGNIZED IN ACCUMULATED OTHER COMPREHENSIVE (INCOME)/LOSS (AOCI)				
Net actuarial loss/(gain)	\$ 1,906	\$ 4,869	\$ (1,093)	\$ (504)
Prior service cost/(credit)	170	198	(907)	(471)
NET AMOUNTS RECOGNIZED IN AOCI	\$ 2,076	\$ 5,067	\$ (2,000)	\$ (975)

The accumulated benefit obligation for all defined benefit pension plans, which differs from the projected obligation in that it excludes the assumption of future salary increases, was \$11.9 billion and \$17.3 billion as of June 30, 2022 and 2021, respectively. Information related to the funded status of selected pension and other retiree benefits at June 30 is as follows:

<u>As of June 30</u>	2022	2021
PENSION PLANS WITH A PROJECTED BENEFIT OBLIGATION IN EXCESS OF PLAN ASSETS		
Projected benefit obligation	\$ 7,989	\$ 11,747
Fair value of plan assets	4,789	6,231
PENSION PLANS WITH AN ACCUMULATED BENEFIT OBLIGATION IN EXCESS OF PLAN ASSETS		
Accumulated benefit obligation	\$ 7,191	\$ 11,005
Fair value of plan assets	4,433	6,226
OTHER RETIREE BENEFIT PLANS WITH AN ACCUMULATED BENEFIT OBLIGATION IN EXCESS OF PLAN ASSETS		
Accumulated benefit obligation	\$ 808	\$ 1,082
Fair value of plan assets	102	127

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:

Years ended June 30	Pension Benefits			Other Retiree Benefits		
	2022	2021	2020	2022	2021	2020
AMOUNTS RECOGNIZED IN NET PERIODIC BENEFIT COST/(CREDIT)						
Service cost	\$ 253	\$ 275	\$ 247	\$ 86	\$ 94	\$ 100
Interest cost	253	240	276	99	114	160
Expected return on plan assets	(684)	(783)	(740)	(564)	(508)	(473)
Amortization of net actuarial loss	337	423	340	11	47	68
Amortization of prior service cost/(credit)	28	25	25	(107)	(60)	(48)
Amortization of net actuarial (gain)/loss due to settlements	(5)	5	7	—	—	—
Special termination benefits	4	17	11	1	2	2
GROSS BENEFIT COST/(CREDIT)	186	202	166	(474)	(311)	(191)
Dividends on ESOP preferred stock	—	—	—	—	(8)	(19)
NET PERIODIC BENEFIT COST/(CREDIT)	\$ 186	\$ 202	\$ 166	\$ (474)	\$ (319)	\$ (210)
CHANGE IN PLAN ASSETS AND BENEFIT OBLIGATIONS RECOGNIZED IN AOCI						
Net actuarial loss/(gain) - current year	\$ (2,150)	\$ (741)		\$ (548)	\$ (1,049)	
Prior service cost/(credit) - current year	5	34		(586)	—	
Amortization of net actuarial loss	(337)	(423)		(11)	(47)	
Amortization of prior service (cost)/credit	(28)	(25)		107	60	
Amortization of net actuarial loss/(gain) due to settlements	5	(5)		—	—	
Currency translation and other	(486)	367		13	—	
TOTAL CHANGE IN AOCI	(2,991)	(793)		(1,025)	(1,036)	
NET AMOUNTS RECOGNIZED IN PERIODIC BENEFIT COST/(CREDIT) AND AOCI	\$ (2,805)	\$ (591)		\$ (1,499)	\$ (1,355)	

The service cost component of the net periodic benefit cost is included in the Consolidated Statements of Earnings in Cost of products sold and SG&A. All other components are included in the Consolidated Statements of Earnings in Other non-operating income/(expense), net, unless otherwise noted.

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 used to determine benefit obligations recorded on the Consolidated Balance Sheets as of June 30, 2022 and 2021, were as follows: ⁽¹⁾

As of June 30	Pension Benefits		Other Retiree Benefits	
	2022	2021	2022	2021
Discount rate	3.7 %	1.7 %	5.0 %	3.2 %
Rate of compensation increase	2.8 %	2.7 %	N/A	N/A
Interest crediting rate for cash balance plans	4.3 %	4.4 %	N/A	N/A
Health care cost trend rates assumed for next year	N/A	N/A	6.4 %	6.4 %
Rate to which the health care cost trend rate is assumed to decline (ultimate trend rate)	N/A	N/A	4.5 %	4.5 %
Year that the rate reaches the ultimate trend rate	N/A	N/A	2028	2028

⁽¹⁾ Determined as of end of fiscal year.

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

The weighted average assumptions used to determine net benefit cost recorded on the Consolidated Statement of Earnings for the years ended June 30 were as follows: ⁽¹⁾

Years ended June 30	Pension Benefits			Other Retiree Benefits		
	2022	2021	2020	2022	2021	2020
Discount rate	1.7 %	1.5 %	1.9 %	3.2 %	3.1 %	3.7 %
Expected return on plan assets	5.5 %	6.5 %	6.6 %	8.4 %	8.4 %	8.4 %
Rate of compensation increase	2.7 %	2.5 %	2.6 %	N/A	N/A	N/A
Interest crediting rate for cash balance plans	4.4 %	4.4 %	4.4 %	N/A	N/A	N/A

⁽¹⁾ Determined as of beginning of fiscal year.

For plans that make up the majority of our obligation, the Company calculates the benefit obligation and the related impacts on service and interest costs using specific spot rates along the corporate bond yield curve. For the remaining plans, the Company determines these amounts utilizing a single weighted average discount rate derived from the corporate bond yield curve used to measure the plan obligations.

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 3 - 5% for bonds. For other retiree benefit plans, the expected long-term rate of return reflects 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.

Plan Assets. Our investment objective for defined benefit retirement plan assets is to meet the plans' benefit obligations and to improve plan self-sufficiency for future benefit obligations. 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 assessing different investment risks and matching the actuarial projections of the plans' future liabilities and benefit payments with current as well as 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, 2022, and actual asset allocation by asset category as of June 30, 2022 and 2021, were as follows:

Asset Category	Target Asset Allocation		Actual Asset Allocation at June 30			
	Pension Benefits	Other Retiree Benefits	Pension Benefits		Other Retiree Benefits	
			2022	2021	2022	2021
Cash	— %	2 %	1 %	1 %	2 %	2 %
Debt securities	61 %	2 %	58 %	59 %	1 %	2 %
Equity securities	39 %	96 %	41 %	40 %	97 %	96 %
TOTAL	100 %	100 %	100 %	100 %	100 %	100 %

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

The following table sets forth the fair value of the Company's plan assets as of June 30, 2022 and 2021, segregated by level within the fair value hierarchy (refer to Note 9 for further discussion on the fair value hierarchy and fair value principles). Investments valued using net asset value as a practical expedient are not valued using the fair value hierarchy, but rather 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.

As of June 30	Pension Benefits			Other Retiree Benefits		
	Fair Value Hierarchy Level	2022	2021	Fair Value Hierarchy Level	2022	2021
ASSETS AT FAIR VALUE						
Cash and cash equivalents	1	\$ 78	\$ 82	1	\$ 130	\$ 131
Company common stock		—	—	1	319	275
Company preferred stock ⁽¹⁾		—	—	2	6,340	5,911
Fixed income securities ⁽²⁾	2	1,545	1,931	2	—	3
Insurance contracts ⁽³⁾	3	94	111		—	—
TOTAL ASSETS IN THE FAIR VALUE HIERARCHY		1,717	2,124		6,789	6,320
Investments valued at net asset value ⁽⁴⁾		8,456	10,917		100	124
TOTAL ASSETS AT FAIR VALUE		\$ 10,173	13,041		\$ 6,889	6,444

(1) Company preferred stock is valued based on the value of Company common stock and is presented net of ESOP debt discussed below.

(2) Fixed income securities, classified as Level 2, are estimated by using pricing models or quoted prices of securities with similar characteristics.

(3) Fair values of insurance contracts are valued based on either their cash equivalent value 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. The activity for Level 3 assets is not significant for all years presented.

(4) Investments valued using net asset value as a practical expedient are primarily equity and fixed income collective funds.

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, 2023, is \$244 and \$47, respectively. 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 and payments from the plans are as follows:

Years ending June 30	Pension Benefits	Other Retiree Benefits
EXPECTED BENEFIT PAYMENTS		
2023	\$ 571	\$ 177
2024	564	186
2025	590	190
2026	585	193
2027	601	198
2028 - 2032	3,459	1,076

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 \$15 remain outstanding at June 30, 2022. 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 \$3.52 per share. The liquidation value is \$6.82 per share.

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

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. The original borrowings of \$1.0 billion were repaid in 2021. Debt service requirements were funded by preferred stock dividends, cash contributions and advances provided by the Company, of which \$901 are outstanding at June 30, 2022. 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 \$3.52 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 was guaranteed by the Company, was recorded as debt 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 was recorded as Interest expense. Dividends on all preferred shares are charged to Retained earnings.

The series A and B preferred shares of the ESOP are allocated to employees based on debt service requirements. The number of preferred shares outstanding at June 30 was as follows:

Shares in thousands	2022	2021	2020
Allocated	25,901	27,759	29,591
Unallocated	1,123	1,769	2,479
TOTAL SERIES A	27,024	29,528	32,070
Allocated	30,719	29,203	27,894
Unallocated	20,120	22,349	24,418
TOTAL SERIES B	50,839	51,552	52,312

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

NOTE 9

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.

If the Company elects to do so and if the instrument meets certain specified accounting criteria, management designates derivative instruments as cash flow hedges, fair value hedges or net investment hedges. We record derivative instruments at fair value and the accounting for changes in the fair value depends on the intended use of the derivative, the resulting designation and the effectiveness of the instrument in offsetting the risk exposure it is designed to hedge. We generally have a high degree of effectiveness between the exposure being hedged and the hedging instrument.

Credit Risk Management

We have counterparty credit guidelines and normally enter into transactions with investment grade financial institutions, to the extent commercially viable. 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.

Substantially all 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 arrangements. The aggregate fair value of the instruments covered by these contractual features that are in a net liability position as of June 30, 2022, 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.

We designate certain interest rate swaps on fixed rate debt that meet specific accounting criteria as fair value 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 earnings.

Foreign Currency Risk Management

We manufacture and sell our products and finance our operations in a number of countries throughout the world. As a result, we are exposed to movements in foreign currency exchange rates. We leverage the Company's diversified portfolio of exposures as a natural hedge. In certain cases, we enter into non-qualifying foreign currency contracts to hedge certain balance sheet items subject to revaluation. The change in fair value of these instruments and the underlying exposure are both immediately recognized in earnings.

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

To manage exchange rate risk related to our intercompany financing, we primarily use forward contracts and currency swaps. The change in fair value of these non-qualifying instruments is immediately recognized in earnings, substantially offsetting the foreign currency mark-to-market impact of the related exposure.

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 the Foreign Currency Translation component of OCI and offset the change in the value of the net investment being hedged. The time value component of the net investment hedge currency swaps is excluded from the assessment of hedge effectiveness. Changes in the fair value of the swap, including changes in the fair value of the excluded time value component, are recognized in OCI and offset the value of the underlying net assets. The time value component is subsequently reported in income on a systematic basis.

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. As of and during the years ended June 30, 2022 and 2021, we did not have any material financial 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 or by contract.

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.

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 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.

Assets and Liabilities Measured at Fair Value

Cash equivalents were \$6.0 billion and \$9.1 billion as of June 30, 2022 and 2021, respectively, and are classified as Level 1 within the fair value hierarchy. Other investments had a fair value of \$140 and \$192 as of June 30, 2022 and 2021, respectively, including equity securities of \$113 and \$163 as of June 30, 2022 and 2021, respectively, and are presented in Other noncurrent assets. Investments are measured at fair value and primarily classified as Level 1 and Level 2 within the fair value hierarchy. Level 1 are based on quoted market prices in active markets for identical assets, and Level 2 are based on quoted market prices for similar investments. There are no material investment balances classified as Level 3 within the fair value hierarchy or using net asset value as a practical expedient. Unrealized gains/(losses) on equity securities were \$(45) and \$69 for the fiscal years ended June 30, 2022 and 2021, respectively, and are recognized in the Consolidated Statements of Earnings in Other non-operating income, net.

The fair value of long-term debt was \$25.7 billion and \$28.8 billion as of June 30, 2022 and 2021, respectively. This includes the current portion of long-term debt instruments (\$3.6 billion as of June 30, 2022 and 2021). Certain long-term debt (debt designated as a fair value hedge) is recorded at fair value. All other long-term debt is recorded at amortized cost, but is measured at fair value for disclosure purposes. We consider our debt to be Level 2 in the fair value hierarchy. Fair values are generally estimated based on quoted market prices for identical or similar instruments.

Disclosures about Financial Instruments

The notional amounts and fair values of financial instruments used in hedging transactions as of June 30, 2022 and 2021, are as follows:

<u>As of June 30</u>	<u>Notional Amount</u>		<u>Fair Value Asset</u>		<u>Fair Value (Liability)</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
DERIVATIVES IN FAIR VALUE HEDGING RELATIONSHIPS						
Interest rate contracts	\$ 4,972	\$ 7,415	\$ 3	\$ 146	\$ (307)	\$ —
DERIVATIVES IN NET INVESTMENT HEDGING RELATIONSHIPS						
Foreign currency interest rate contracts	\$ 7,943	\$ 8,484	\$ 561	\$ 89	\$ (1)	\$ (94)
TOTAL DERIVATIVES DESIGNATED AS HEDGING INSTRUMENTS	\$ 12,915	\$ 15,899	\$ 564	\$ 235	\$ (308)	\$ (94)
DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS						
Foreign currency contracts	\$ 5,625	\$ 5,060	\$ 6	\$ 20	\$ (61)	\$ (22)
TOTAL DERIVATIVES AT FAIR VALUE	\$ 18,540	\$ 20,959	\$ 570	\$ 255	\$ (369)	\$ (116)

All derivative assets are presented in Prepaid expenses and other current assets or Other noncurrent assets. All derivative liabilities are presented in Accrued and other liabilities or Other noncurrent liabilities.

The fair value of the interest rate derivative asset/liability directly offsets the cumulative amount of the fair value hedging adjustment included in the carrying amount of the underlying debt obligation. The carrying amount of the underlying debt obligation, which includes the unamortized discount or premium and the fair value adjustment, was \$4.7 billion and \$7.5 billion as of June 30, 2022 and 2021, respectively. In addition to the foreign currency derivative contracts designated as net investment hedges, certain of our foreign currency denominated debt instruments are designated as net investment hedges. The carrying value of those debt instruments designated as net investment hedges, which includes the adjustment for the foreign currency transaction gain or loss on those instruments, was \$11.2 billion and \$12.0 billion as of June 30, 2022 and 2021, respectively. The decrease in the notional balance of interest rate contracts was primarily due to the maturity of interest rate swaps that were associated with multiple bonds maturing in the period.

All of the Company's derivative assets and liabilities are measured at fair value that is derived from observable market data, including interest rate yield curves and foreign exchange rates, and are classified as Level 2 within the fair value hierarchy. There was no significant activity within the Level 3 assets and liabilities during the periods presented. There were no significant assets or liabilities that were re-measured at fair value on a non-recurring basis during the years ended June 30, 2022 and 2021.

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

Before tax gains/(losses) on our financial instruments in hedging relationships are categorized as follows:

Years ended June 30	Amount of Gain/(Loss) Recognized in OCI on Derivatives	
	2022	2021
DERIVATIVES IN NET INVESTMENT HEDGING RELATIONSHIPS⁽¹⁾⁽²⁾		
Foreign currency interest rate contracts	\$ 1,033	\$ (232)

(1) For the derivatives in net investment hedging relationships, the amount of gain excluded from effectiveness testing, which was recognized in earnings, was \$73 and \$60 for the fiscal years ended June 30, 2022 and 2021, respectively.

(2) In addition to the foreign currency derivative contracts designated as net investment hedges, certain of our foreign currency denominated debt instruments are designated as net investment hedges. The amount of gain/(loss) recognized in AOCI for such instruments was \$1,639 and \$(918), for the fiscal years ended June 30, 2022 and 2021, respectively.

Years ended June 30	Amount of Gain/(Loss) Recognized in Earnings	
	2022	2021
DERIVATIVES IN FAIR VALUE HEDGING RELATIONSHIPS		
Interest rate contracts	\$ (450)	\$ (123)
DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS		
Foreign currency contracts	\$ (149)	\$ 296

The gain/(loss) on the derivatives in fair value hedging relationships is fully offset by the mark-to-market impact of the related exposure. These are both recognized in the Consolidated Statement of Earnings in Interest Expense. The gain/(loss) on derivatives not designated as hedging instruments is substantially offset by the currency mark-to-market of the related exposure. These are both recognized in the Consolidated Statements of Earnings in SG&A.

NOTE 10

SHORT-TERM AND LONG-TERM DEBT

As of June 30	2022	2021
DEBT DUE WITHIN ONE YEAR		
Current portion of long-term debt	\$ 3,647	\$ 3,620
Commercial paper	4,805	5,171
Other	193	98
TOTAL	\$ 8,645	\$ 8,889
Short-term weighted average interest rates ⁽¹⁾	0.8 %	0.2 %

(1) Short-term weighted average interest rates include the effects of interest rate swaps discussed in Note 9.

As of June 30	2022	2021
LONG-TERM DEBT		
2.15% USD note due August 2022	\$ 1,250	\$ 1,250
2.00% EUR note due August 2022	1,045	1,190
3.10% USD note due August 2023	1,000	1,000
1.13% EUR note due November 2023	1,306	1,488
0.50% EUR note due October 2024	523	595
0.63% EUR note due October 2024	836	952
0.55% USD note due October 2025	1,000	1,000
2.70% USD note due February 2026	600	600
1.00% USD note due April 2026	1,000	1,000
2.45% USD note due November 2026	875	875
1.90% USD note due February 2027	1,000	—
2.80% USD note due March 2027	500	500
4.88% EUR note due May 2027	1,045	1,190
2.85% USD note due August 2027	750	750
1.20% EUR note due October 2028	836	952
1.25% EUR note due October 2029	523	595
3.00% USD note due March 2030	1,500	1,500
0.35% EUR note due May 2030	523	—
1.20% USD note due October 2030	1,250	1,250
1.95% USD note due April 2031	1,000	1,000
2.30% USD note due February 2032	850	—
5.55% USD note due March 2037	716	716
1.88% EUR note due October 2038	523	595
3.55% USD note due March 2040	516	516
0.90% EUR note due November 2041	627	—
All other long-term debt	4,901	7,205
Current portion of long-term debt	(3,647)	(3,620)
TOTAL	\$ 22,848	\$ 23,099
Long-term weighted average interest rates ⁽¹⁾	2.2%	2.0%

(1) Long-term weighted average interest rates include the effects of interest rate swaps discussed in Note 9.

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

Years ending June 30	2023	2024	2025	2026	2027
Debt maturities	\$3,647	\$2,298	\$1,879	\$2,713	\$3,686

NOTE 11**ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)**

The table below presents the changes in Accumulated other comprehensive income/(loss) attributable to Procter & Gamble (AOCI), including the reclassifications out of AOCI by component:

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

	Investment Securities	Post-retirement Benefit Plans	Foreign Currency Translation	Total AOCI
BALANCE at JUNE 30, 2020	\$ (1)	\$ (4,350)	\$ (11,814)	\$ (16,165)
OCI before reclassifications ⁽¹⁾	20	1,046	1,023	2,089
Amounts reclassified to the Consolidated Statement of Earnings ⁽²⁾	(4)	340	—	336
Net current period OCI	16	1,386	1,023	2,425
Less: OCI attributable to non-controlling interests	—	(1)	5	4
BALANCE at JUNE 30, 2021	15	(2,963)	(10,796)	(13,744)
OCI before reclassifications ⁽³⁾	4	2,797	(1,451)	1,350
Amounts reclassified to the Consolidated Statement of Earnings ⁽⁴⁾	1	195	1	197
Net current period OCI	5	2,992	(1,450)	1,547
Less: OCI attributable to non-controlling interests	—	2	(10)	(8)
BALANCE at JUNE 30, 2022	\$ 20	\$ 27	\$ (12,236)	\$ (12,189)

⁽¹⁾ Net of tax (benefit)/expense of \$5, \$345 and \$(266) for gains/losses on investment securities, postretirement benefit plans and foreign currency translation, respectively, for the period ended June 30, 2021. Income tax effects within foreign currency translation include impacts from items such as net investment hedge transactions. Foreign cumulative translation is not adjusted for income taxes related to permanent investments in international subsidiaries.

⁽²⁾ Net of tax (benefit)/expense of \$0, \$100 and \$0 for gains/losses on investment securities, postretirement benefit plans and foreign currency translation, respectively, for the period ended June 30, 2021.

⁽³⁾ Net of tax (benefit)/expense of \$1, \$953 and \$515 for gains/losses on investment securities, postretirement benefit plans and foreign currency translation, respectively, for the period ended June 30, 2022. Income tax effects within foreign currency translation include impacts from items such as net investment hedge transactions. Foreign cumulative translation is not adjusted for income taxes related to permanent investments in international subsidiaries.

⁽⁴⁾ Net of tax (benefit)/expense of \$0, \$69 and \$0 for gains/losses on investment securities, postretirement benefit plans and foreign currency translation, respectively, for the period ended June 30, 2022.

The below provides additional details on amounts reclassified from AOCI into the Consolidated Statement of Earnings:

- Investment securities: amounts reclassified from AOCI into Other non-operating income, net.
- Postretirement benefit plans: amounts reclassified from AOCI into Other non-operating income, net and included in the computation of net periodic postretirement costs (see Note 8).

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

NOTE 12**LEASES**

The Company determines whether a contract contains a lease at the inception of a contract by determining if the contract conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration. We lease certain real estate, machinery, equipment, vehicles and office equipment for varying periods. Many of these leases include an option to either renew or terminate the lease. For purposes of calculating lease liabilities, these options are included within the lease term when it has become reasonably certain that the Company will exercise such options. The incremental borrowing rate utilized to calculate our lease liabilities is based on the information available at commencement date, as most of the leases do not provide an implicit borrowing rate. Our operating lease agreements do not contain any material guarantees or restrictive covenants. The Company does not have any material finance leases or sublease activities. Short-term leases, defined as leases with initial terms of 12 months or less, are not reflected on the Consolidated Balance Sheets. Lease expense for such short-term leases is not material. The most significant assets in our leasing portfolio relate to real estate and vehicles. For purposes of calculating lease liabilities for such leases, we have combined lease and non-lease components.

The components of the Company's total operating lease cost for the years ended June 30, 2022, 2021 and 2020, were as follows:

<u>Years ended June 30</u>	<u>2022</u>	<u>2021</u>	<u>2020</u>
Operating lease cost	220	245	271
Variable lease cost ⁽¹⁾	89	75	76
Total lease cost	\$ 309	\$ 320	\$ 347

⁽¹⁾ Includes primarily costs for utilities, common area maintenance, property taxes and other operating costs associated with operating leases that are not included in the lease liability and are recognized in the period in which they are incurred.

Supplemental balance sheet and other information related to leases is as follows:

<u>As of June 30</u>	<u>2022</u>	<u>2021</u>
Operating leases:		
Right-of-use assets (Other noncurrent assets)	\$ 760	\$ 808
Current lease liabilities (Accrued and other liabilities)	205	219
Noncurrent lease liabilities (Other noncurrent liabilities)	595	631
Total operating lease liabilities	\$ 800	\$ 850
Weighted average remaining lease term:		
Operating leases	6.4 years	6.4 years
Weighted average discount rate:		
Operating leases	3.2 %	3.8 %

At June 30, 2022, future payments of operating lease liabilities were as follows:

	<u>Operating Leases</u>
	<u>June 30, 2022</u>
1 year	\$ 206
2 years	179
3 years	135
4 years	92
5 years	64
Over 5 years	209
Total lease payments	885
Less: Interest	(85)
Present value of lease liabilities	\$ 800

Total cash paid for amounts included in the measurement of lease liabilities was \$228 and \$253 for the years ended June 30, 2022, and June 30, 2021, respectively.

The right-of-use assets obtained in exchange for lease liabilities were \$217 and \$163 for the years ended June 30, 2022, and June 30, 2021, respectively.

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

NOTE 13**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.

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

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 ending June</u> <u>30</u>	<u>2023</u>	<u>2024</u>	<u>2025</u>	<u>2026</u>	<u>2027</u>	<u>There-</u> <u>after</u>
Purchase obligations	\$ 1,082	\$ 494	\$ 332	\$ 259	\$ 193	\$ 425

Such amounts represent minimum commitments under take-or-pay agreements with suppliers and are in line with expected usage. These amounts include purchase commitments related 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.

Litigation

We are 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, patent and trademark matters, labor and employment matters and tax.

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 materially affect our financial position, results of operations or cash flows.

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 Chairman of the Board, President and Chief Executive Officer, Jon R. Moeller, and the Company's Chief Financial Officer, Andre Schulten, 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. Moeller and Schulten 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. Moeller and Schulten, 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.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

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

PART III**Item 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 Ms. Christine M. McCarthy.

The information required by this item is incorporated by reference to the following sections of the 2022 Proxy Statement filed pursuant to Regulation 14A, which will be filed no later than 120 days after June 30, 2022: the section entitled Election of Directors; the subsection of the Corporate Governance section entitled Board Meetings and Committees of the Board; the subsection of the Corporate Governance section entitled Code of Ethics; and the subsection of the Other Matters section entitled Shareholder Recommendations or Nominations of Director Candidates.

Pursuant to the Instruction to Item 401 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 2022 Proxy Statement filed pursuant to Regulation 14A, which will be filed no later than 120 days after June 30, 2022: the subsections of the Corporate Governance section entitled Board Meetings and Committees of the Board, Compensation Committee Interlocks and Insider Participation, and The Board's Oversight of Risk - Compensation-Related Risk; and the portion beginning with the section entitled 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, 2022. The table includes the following plans: The Procter & Gamble 1992 Stock Plan; The Procter & Gamble 2001 Stock and Incentive Compensation Plan; The Procter & Gamble 2003 Non-Employee Directors' Stock Plan; The Procter & Gamble 2009 Stock and Incentive Compensation Plan; The Procter & Gamble 2014 Stock and Incentive Compensation Plan; and The Procter & Gamble 2019 Stock and Incentive Compensation Plan.

<u>Plan Category</u>	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders			
Stock Options/Stock Appreciation Rights	126,737,581	\$99.5228	(1)
Restricted Stock Units (RSUs)/Performance Stock Units (PSUs)	6,448,414	N/A	(1)
TOTAL	133,185,995	\$99.5228	(2)

(1) Of the plans listed above, only The Procter & Gamble 2019 Stock and Incentive Compensation Plan (the "2019 Plan") allows for future grants of securities. The maximum number of shares that may be granted under this plan is 187 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) are counted as five shares for each share awarded. Total shares available for future issuance under this plan is 119 million.

(2) Weighted average exercise price of outstanding options only.

Additional information required by this item is incorporated by reference to the following section of the 2022 Proxy Statement filed pursuant to Regulation 14A, which will be filed no later than 120 days after June 30, 2022: the subsection of the Beneficial Ownership section entitled Security Ownership of Management and Certain Beneficial Owners.

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 2022 Proxy Statement filed pursuant to Regulation 14A, which will be

filed no later than 120 days after June 30, 2022: the subsections of the Corporate Governance section entitled Director Independence and Review and Approval of Transactions with Related Persons.

Item 14. Principal Accountant Fees and Services.

The information required by this item is incorporated by reference to the following section of the 2022 Proxy Statement filed pursuant to Regulation 14A, which will be filed no later than 120 days after June 30, 2022: Report of the Audit Committee, which ends with the subsection 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 (PCAOB Firm ID is 34)
- Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements
- Consolidated Statements of Earnings - for years ended June 30, 2022, 2021 and 2020
- Consolidated Statements of Comprehensive Income - for years ended June 30, 2022, 2021 and 2020
- Consolidated Balance Sheets - as of June 30, 2022 and 2021
- Consolidated Statements of Shareholders' Equity - for years ended June 30, 2022, 2021 and 2020
- Consolidated Statements of Cash Flows - for years ended June 30, 2022, 2021 and 2020
- 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 and consolidated by the Board of Directors on April 8, 2016) (Incorporated by reference to Exhibit (3-1) of the Company's Annual Report on Form 10-K for the year ended June 30, 2016). |
| | (3-2) - Regulations (as approved by the Board of Directors on April 8, 2016, 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 Annual Report on Form 10-K for the year ended June 30, 2016). |
| Exhibit | (4-1) - Indenture, dated as of September 3, 2009, between the Company and Deutsche Bank Trust Company Americas, as Trustee (Incorporated by reference to Exhibit (4-1) of the Company's Annual Report on Form 10-K for the year ended June 30, 2015). |
| | (4-2) - The Company agrees to furnish to the Securities and Exchange Commission, upon request, a copy of any other instrument defining the rights of holders of the Company's long-term debt. |
| | (4-3) - Description of the Company's Common Stock (Incorporated by reference to Exhibit (4-3) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-4) - Description of the Company's 0.625% Notes due 2024, 1.200% Notes due 2028, and 1.875% Notes due 2038 (Incorporated by reference to Exhibit (4-4) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-5) - Description of the Company's 4.875% EUR notes due May 2027, 6.250% GBP notes due January 2030, and 5.250% GBP notes due January 2033 (Incorporated by reference to Exhibit (4-5) of the Company's Annual report on Form 10-K for the year ended June 30, 2021). |
| | (4-6) - Description of the Company's 0.500% Notes due 2024 and 1.250% Notes due 2029 (Incorporated by reference to Exhibit (4-6) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-7) - Description of the Company's 1.375% Notes due 2025 and 1.800% Notes due 2029 (Incorporated by reference to Exhibit (4-7) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-8) - Description of the Company's 1.125% Notes due 2023 (Incorporated by reference to Exhibit (4-8) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-9) - Description of the Company's 2.000% Notes due 2022 (Incorporated by reference to Exhibit (4-11) of the Company's Annual report on Form 10-K for the year ended June 30, 2019). |
| | (4-10) - Description of the Company's 0.350% EUR Notes due 2030 and 0.900% EUR Notes due 2041. + |
| | (4-11) - Description of the Company's 0.110% Yen Notes due 2026 and 0.230% Yen Notes due 2031. + |
| Exhibit | (10-1) - The Procter & Gamble 2001 Stock and Incentive Compensation Plan (as amended), 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 Annual Report on Form 10-K for the year ended June 30, 2018).* |

- (10-2) - The Procter & Gamble 2001 Stock and Incentive Compensation Plan 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, 2013).*
 - (10-3) - 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 (Incorporated by reference to Exhibit (10-2) of the Company's Annual Report on Form 10-K for the year ended June 30, 2018).*
 - (10-4) - The Procter & Gamble Executive Group Life Insurance Policy (Incorporated by reference to Exhibit (10-3) of the Company's Annual Report on Form 10-K for the year ended June 30, 2018).*
 - (10-5) - Summary of the Company's Retirement Plan Restoration Program (Incorporated by reference to Exhibit (10-5) of the Company's Form 10-Q for the quarter ended December 31, 2019).*
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 - (10-8) - Long-Term Incentive Program related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-3) of the Company's Form 10-Q for the quarter ended September 30, 2021).*
 - (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 March 31, 2020).*
 - (10-10) - Summary of the Company's Short Term Achievement Reward Program.* +
 - (10-11) - Short Term Achievement Reward Program – related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-2) of the Company's Form 10-Q for the quarter ended September 30, 2021).*
 - (10-12) - Company's Form of Separation Agreement & Release.* +
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 - (10-14) - Summary of personal benefits available to certain officers and non-employee directors (Incorporated by reference to Exhibit (10-5) of the Company's Form 10-Q for the quarter ended September 30, 2021).*
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 - (10-16) - Senior Executive Recoupment Policy (Incorporated by reference to Exhibit (10-19) of the Company's Annual Report on Form 10-K for the year ended June 30, 2018).*
 - (10-17) - The Gillette Company Deferred Compensation Plan (for salary deferrals prior to January 1, 2005) as amended through August 21, 2006 (Incorporated by reference to Exhibit (10-20) of the Company's Annual Report on Form 10-K for the year ended June 30, 2017).*
 - (10-18) - The Procter & Gamble 2009 Stock and Incentive Compensation Plan, which was originally adopted by shareholders at the annual meeting on October 13, 2009 (Incorporated by reference to Exhibit (10-21) of the Company's Annual Report on Form 10-K for the year ended June 30, 2017).*
 - (10-19) - Regulations of the Compensation and Leadership Development Committee for The Procter & Gamble 2009 Stock and Incentive Compensation Plan, The Procter & Gamble 2001 Stock and Incentive Compensation Plan, The Procter & Gamble 1992 Stock Plan, The Procter & Gamble 1992 Stock Plan (Belgium Version), The Gillette Company 2004 Long-Term Incentive Plan and the Gillette Company 1971 Stock Option Plan (Incorporated by reference to Exhibit (10-21) of the Company's Annual Report on Form 10-K for the year ended June 30, 2018).*
 - (10-20) - The Procter & Gamble 2009 Stock and Incentive Compensation Plan - Additional terms and conditions and related correspondence (Incorporated by reference to Exhibit (10-2) of the Company Form 10-Q for the quarter ended December 31, 2013).*
 - (10-21) - The Procter & Gamble Performance Stock Program Summary (Incorporated by reference to Exhibit (10-5) of the Company's Form 10-Q for the quarter ended September 30, 2020).*
 - (10-22) - Performance Stock Program related correspondence and terms and conditions (Incorporated by reference to Exhibit (10-4) of the Company's Form 10-Q for the quarter ended September 30, 2021).*
 - (10-23) - The Procter & Gamble 2013 Non-Employee Directors' Stock Plan (Incorporated by reference to Exhibit (10-3) of the Company's Form 10-Q for the quarter ended December 31, 2013).*
 - (10-24) - The Procter & Gamble 2014 Stock and Incentive Compensation Plan, which was originally adopted by shareholders at the annual meeting on October 14, 2014 (Incorporated by reference to Exhibit (10-25) of the Company's Annual Report on Form 10-K for the year ended June 30, 2016).*
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-

- (10-26) - The Procter & Gamble 2014 Stock and Incentive Compensation Plan - Additional terms and conditions (Incorporated by reference to Exhibit (10-26) of the Company's Annual Report on Form 10-K for the year ended June 30, 2017).*
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- Exhibit (23) - Consent of Independent Registered Public Accounting Firm. +
- Exhibit (31) - Rule 13a-14(a)/15d-14(a) Certifications. +
- Exhibit (32) - Section 1350 Certifications. +
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- 101.SCH (1) Inline XBRL Taxonomy Extension Schema Document
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- 101.LAB (1) Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE (1) Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)
- (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.

Item 16. Form 10-K Summary.

Not applicable.

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 & GAMBLE COMPANY

By /s/ JON R. MOELLER

(Jon R. Moeller)

Chairman of the Board, President and Chief Executive Officer

August 05, 2022

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/ JON R. MOELLER</u> (Jon R. Moeller)	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	August 05, 2022
<u>/s/ ANDRE SCHULTEN</u> (Andre Schulten)	Chief Financial Officer (Principal Financial Officer)	August 05, 2022
<u>/s/ MATTHEW W. JANZARUK</u> (Matthew W. Janzaruk)	Senior Vice President - Chief Accounting Officer (Principal Accounting Officer)	August 05, 2022
<u>/s/ B. MARC ALLEN</u> (B. Marc Allen)	Director	August 05, 2022
<u>/s/ ANGELA F. BRALY</u> (Angela F. Braly)	Director	August 05, 2022
<u>/s/ AMY L. CHANG</u> (Amy L. Chang)	Director	August 05, 2022
<u>/s/ JOSEPH JIMENEZ</u> (Joseph Jimenez)	Director	August 05, 2022
<u>/s/ CHRISTOPHER J. KEMPCZINSKI</u> (Christopher J. Kempczinski)	Director	August 05, 2022
<u>/s/ DEBRA L. LEE</u> (Debra L. Lee)	Director	August 05, 2022
<u>/s/ TERRY J. LUNDGREN</u> (Terry J. Lundgren)	Director	August 05, 2022
<u>/s/ CHRISTINE M. MCCARTHY</u> (Christine M. McCarthy)	Director	August 05, 2022
<u>/s/ PATRICIA A. WOERTZ</u> (Patricia A. Woertz)	Director	August 05, 2022

EXHIBIT INDEX

- Exhibit (3-1) - [Amended Articles of Incorporation \(as amended by shareholders at the annual meeting on October 11, 2011 and consolidated by the Board of Directors on April 8, 2016\) \(Incorporated by reference to Exhibit \(3-1\) of the Company's Annual Report on Form 10-K for the year ended June 30, 2016\).](#)
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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) Inline XBRL Instance Document
- 101.SCH (1) Inline XBRL Taxonomy Extension Schema Document
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- 101.DEF (1) Inline XBRL Taxonomy Definition Linkbase Document
- 101.LAB (1) Inline XBRL Taxonomy Extension Label Linkbase Document
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- (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.
- + Filed herewith.

Exhibit (4-10)

Description of the Company's 0.350% EUR Notes due 2030 and 0.900% EUR Notes
due 2041

Description of the Company's 0.350% EUR Notes due 2030 and 0.900% EUR Notes due 2041, Registered Under Section 12 of the Securities Exchange Act of 1934

The following summary of The Procter & Gamble Company's above referenced debt securities is based on and qualified by the Indenture, dated as of September 3, 2009, between the Company and Deutsche Bank Trust Company Americas, as Trustee (the "Indenture") and the 0.350% EUR notes due 2030 and 0.900% EUR notes due 2041 (collectively, the "Notes"). For a complete description of the terms and provisions of the Company's Notes, refer to the Indenture and to the forms of Notes, all of which are filed as exhibits to the Form 8-A filed with the Securities and Exchange Commission on November 5, 2021.

General

The 0.350% notes:

- were issued in an aggregate initial principal amount of €500,000,000, subject to our ability to issue additional 0.350% notes which may be of the same series as the 0.350% notes as described below under "Further Issues,"
- will mature on May 5, 2030,
- bear interest at a rate of 0.350% per annum, payable annually in arrear,
- are unsecured,
- are senior debt, ranking equally with all of our other present and future unsecured and unsubordinated indebtedness,
- were issued as a separate series under the Indenture, in registered, book-entry form only,
- were issued in euros in denominations of €100,000 and integral multiples of €1,000 in excess thereof,
- will be repaid at par at maturity,
- are redeemable by us at any time prior to maturity as described below under "Optional Redemption" and in connection with certain events involving United States taxation,
- are subject to defeasance and covenant defeasance, and
- are not subject to any sinking fund.

The 0.900% notes:

- were issued in an aggregate initial principal amount of €600,000,000 subject to our ability to issue additional 0.900% notes which may be of the same series as the 0.900% notes as described below under "Further Issues,"
 - will mature on November 4, 2041,
 - bear interest at a rate of 0.900% per annum, payable annually in arrear,
 - are unsecured,
 - are senior debt, ranking equally with all of our other present and future unsecured and unsubordinated indebtedness,
 - were issued as a separate series under the Indenture, in registered, book-entry form only,
 - were issued in euros in denominations of €100,000 and integral multiples of €1,000 in excess thereof,
 - will be repaid at par at maturity,
 - are redeemable by us at any time prior to maturity as described below under "Optional Redemption" and in connection with certain events involving United States taxation,
 - are subject to defeasance and covenant defeasance, and
 - are not subject to any sinking fund.
-

The indenture and the Notes do not limit the amount of indebtedness which may be incurred or the amount of securities which may be issued by us or our subsidiaries, and contain no financial or similar restrictions on us or our subsidiaries, except as described in the accompanying prospectus under the captions “Restrictions on Secured Debt” and “Restrictions on Sales and Leasebacks.”

The Notes are listed on the New York Stock Exchange.

Interest

We pay interest on the 0.350% notes and the 0.900% notes annually on May 5 and November 4 of each year, respectively, and on any maturity date (each, an “interest payment date”), commencing May 5, 2022 (with respect to the 0.350% notes) and November 4, 2022 (with respect to the 0.900% notes) and ending on any maturity date, to the persons in whose names the 0.350% notes and the 0.900% notes are registered at the close of business on the Business Day immediately before the next interest payment date; provided, however, that interest payable on any maturity date shall be payable to the person to whom the principal of such notes shall be payable.

Interest payable on any interest payment date or maturity date shall be the amount of interest accrued from, and including, the immediately preceding interest payment date in respect of which interest has been paid or duly provided for (or from and including the original issue date, if no interest has been paid or duly provided for with respect to the notes) to, but excluding, such interest payment date or maturity date, as the case may be. If any interest payment date is not a Business Day at the relevant place of payment, we will pay interest on the next day that is a Business Day at such place of payment as if payment were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the immediately succeeding Business Day. If the maturity date or redemption date of the notes is not a Business Day at the relevant place of payment, we will pay interest, if any, and principal and premium, if any, on the next day that is a Business Day at such place of payment as if payment were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the immediately succeeding Business Day.

Where interest is to be calculated in respect of a period which is equal to or shorter than the relevant period for which interest is to be calculated (an “Interest Period”), it will be calculated on the basis of the actual number of days in the relevant period, from and including the date from which interest begins to accrue, to, but excluding, the date on which it falls due, divided by the number of days in the Interest Period in which the relevant period falls (including the first such day but excluding the last).

“Business Day” means any day that is not a Saturday or Sunday and that is not a day on which banking institutions are authorized or obligated by law or executive order to close in the City of New York or London and, for any place of payment outside of the City of New York or London, in such place of payment, and on which the Trans-European Automated Real-time Gross Settlement Express Transfer system (the TARGET2 system), or any successor thereto, operates.

The term “maturity,” when used with respect to a note, means the date on which the principal of such note or an installment of principal becomes due and payable as therein provided or as provided in the Indenture, whether at the stated maturity or by declaration of acceleration, call for redemption, repayment or otherwise.

Optional Redemption

We have the option to redeem the notes of either series, in whole or in part, at our option at any time, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes to be redeemed, plus accrued interest on the notes to be redeemed to, but excluding, the date on which the notes are to be redeemed, or (2) the sum of the present values of the remaining scheduled payments of principal and interest on the notes to be redeemed, not including any portion of these payments of interest accrued as of the date of which the notes are to be redeemed, discounted to the date on which the notes are to be redeemed on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable Comparable Government Bond Rate (as defined below), plus 10 basis points with respect to the 0.350% notes and at the applicable Comparable Government Bond Rate, plus 10 basis points with respect to the 0.900% notes, plus accrued interest on the notes to be redeemed to, but excluding, the date on which the notes are to be redeemed.

“Comparable Government Bond Rate” means the price, expressed as a percentage (rounded to three decimal places, with 0.0005 being rounded upwards), at which the gross redemption yield on the notes to be redeemed, if they were to be purchased at such price on the third Business Day prior to the date fixed for redemption, would be equal to the gross redemption yield on such Business Day of the Comparable Government Bond (as defined below) on the basis of the middle market price of the Comparable Government Bond prevailing at 11:00 a.m. (London time) on such Business Day as determined by an independent investment bank selected by us.

“Comparable Government Bond” means, in relation to any Comparable Government Bond Rate calculation, at the discretion of an independent investment bank selected by us, a German government bond whose maturity is closest to the maturity of the notes to be redeemed, or if such independent investment bank in its discretion determines that such similar bond is not in issue, such other German government bond as such independent investment bank may, with the advice of three brokers of, and/or market makers in, German government bonds selected by us, determine to be appropriate for determining the Comparable Government Bond Rate.

In the case of a partial redemption of any series of notes, the notes to be redeemed will be selected on a pro rata basis or by the trustee by a method the trustee deems to be fair and appropriate or, in case the notes are represented by one or more global notes, beneficial interests therein will be selected for redemption by Clearstream, Luxembourg and Euroclear in accordance with their respective applicable procedures therefor; provided that the unredeemed portion of the note shall be €100,000 in principal amount and €1,000 multiples above that amount. A new note in a principal amount equal to the unredeemed portion of the note will be issued in the name of the holder of the note upon surrender of the original note.

Notice of any redemption will be sent at least 15 days but not more than 45 days before the redemption date to each holder of notes of the applicable series to be redeemed.

The notes of each series are also subject to redemption if certain events occur involving United States taxation. See “Tax Redemption” below.

Additional Amounts

All payments of principal and interest in respect of the notes will be made free and clear of, and without deduction or withholding for or on account of any present or future taxes, duties, assessments or other governmental charges of whatsoever nature imposed, levied, collected, withheld or assessed by the United States or any political subdivision or taxing authority of or in the United States (collectively, “Taxes”), unless such withholding or deduction is required by law.

In the event such withholding or deduction of Taxes is required by law, subject to the limitations described below, we will pay to the holder or beneficial owner of any note that is not a United States holder such additional amounts (“Additional Amounts”) as may be necessary in order that every net payment by us or any paying agent of principal of or interest on the notes (including upon redemption), after deduction or withholding for or on account of such Taxes, will not be less than the amount provided for in such note to be then due and payable before deduction or withholding for or on account of such Taxes.

However, our obligation to pay Additional Amounts shall not apply to:

(a) any Taxes which would not have been so imposed but for:

(1) the existence of any present or former connection between such holder or beneficial owner (or between a fiduciary, settlor, beneficiary, member or shareholder or other equity owner of, or a person having a power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, a trust, a limited liability company, a partnership, a corporation or other entity) and the United States, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, member, shareholder or other equity owner or person having such a power) being or having been a citizen or resident or treated as a resident of the United States or being or having been engaged in a trade or business in the United States or being or having been present in the United States or having had a permanent establishment in the United States;

(2) the failure of such holder or beneficial owner to comply with any requirement under United States tax laws and regulations to establish entitlement to a partial or complete exemption from such Taxes (including, but not limited to, the requirement to provide Internal Revenue Service Form W-8BEN, Form W-8BEN-E, Form W-8ECI, or any subsequent versions thereof or successor thereto); or

(3) such holder’s or beneficial owner’s present or former status as a personal holding company or a foreign personal holding company with respect to the United States, as a controlled foreign corporation with respect to the United States, as a passive foreign investment company with respect to the United States, as a foreign tax exempt organization with respect to the United States or as a corporation which accumulates earnings to avoid U.S. federal income tax;

(b) any Taxes imposed by reason of the holder or beneficial owner:

(1) owning or having owned, directly or indirectly, actually or constructively, 10% or more of the total combined voting power of all classes of our stock,

(2) being a bank receiving interest described in section 881(c)(3)(A) of the Internal Revenue Code of 1986, as amended (the “Code”), or

(3) being a controlled foreign corporation with respect to the United States that is related to us by stock ownership;

(c) any Taxes which would not have been so imposed but for the presentation by the holder or beneficial owner of such note for payment on a date more than 10 days after the date on which such payment became due and payable or the date on which payment of the note is duly provided for and notice is given to holders, whichever occurs later, except to the extent that the holder or beneficial owner would have been entitled to such additional amounts on presenting such note on any date during such 10-day period;

(d) any estate, inheritance, gift, sales, transfer, personal property, wealth, interest equalization or similar Taxes;

(e) any Taxes which are payable otherwise than by withholding from payment of principal of or interest on such note;

(f) any Taxes which are payable by a holder that is not the beneficial owner of the note, or a portion of the note, or that is a fiduciary, partnership, limited liability company or other similar entity, but only to the extent that a beneficial owner, a beneficiary or settlor with respect to such fiduciary or member of such partnership, limited liability company or similar entity would not have been entitled to the payment of an additional amount had such beneficial owner, settlor, beneficiary or member received directly its beneficial or distributive share of the payment;

(g) any Taxes required to be withheld by any paying agent from any payment of principal of or interest on any note, if such payment can be made without such withholding by any other paying agent;

(h) any Taxes imposed under Sections 1471 through 1474 of the Code (or any amended or successor provisions that are substantively comparable) and any current or future regulations or official interpretations thereof; or

(i) any combination of items (a), (b), (c), (d), (e), (f), (g) and (h).

For purposes of this section, the acquisition, ownership, enforcement or holding of or the receipt of any payment with respect to a note will not constitute a connection (1) between the holder or beneficial owner and the United States or (2) between a fiduciary, settlor, beneficiary, member or shareholder or other equity owner of, or a person having a power over, such holder or beneficial owner if such holder or beneficial owner is an estate, a trust, a limited liability company, a partnership, a corporation or other entity and the United States.

Any reference in this exhibit, in the indenture or in the notes to principal or interest shall be deemed to refer also to Additional Amounts which may be payable under the provisions of this section.

We will pay all stamp and other duties, if any, which may be imposed by the United States or any political subdivision thereof or taxing authority therein with respect to the issuance of the notes.

Except as specifically provided in the notes, we will not be required to make any payment with respect to any tax, duty, assessment or other governmental charge imposed by any government or any political subdivision or taxing authority of or in the United States.

Tax Redemption

The notes of either series may be redeemed at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, together with interest accrued and unpaid to the date fixed for redemption, at any time, on giving not less than 15 nor more than 45 days' notice in accordance with "Notices" below if:

(a) we have or will become obligated to pay Additional Amounts as a result of any change in or amendment to the laws, regulations or rulings of the United States or any political subdivision or any taxing authority of or in the United States affecting taxation, or any change in or amendment to an official application, interpretation, administration or enforcement of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after October 26, 2021, or

(b) any action shall have been taken by a taxing authority, or any action has been brought in a court of competent jurisdiction, in the United States or any political subdivision or taxing authority of or in the United States, including any of those actions specified in (a) above, whether or not such action was taken or brought with respect to us, or any change, clarification, amendment, application or interpretation of such laws, regulations or rulings shall be officially proposed, in any such case on or after October 26, 2021, which results in a substantial likelihood that we will be required to pay Additional Amounts on the next interest payment date.

However, no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which we would be, in the case of a redemption for the reasons specified in (a) above, or there would be a substantial likelihood that we would be, in the case of a redemption for the reasons specified in (b) above, obligated to pay such Additional Amounts if a payment in respect of the notes were then due and at the time such notification of redemption is given such circumstances remain in effect.

Such notice, once delivered by us to the trustee, will be irrevocable.

Prescription

Under New York's statute of limitations, any legal action to enforce our payment obligations evidenced by the notes or the coupons must be commenced within six years after the payment thereof is due; thereafter our payment obligations will generally become unenforceable.

Further Issues

We may from time to time, without notice to or the consent of the registered holders of notes of any series, create and issue further notes ranking equally with the notes of any series in all respects. Such further notes may be consolidated and form a single series with the notes of any such series and have the same terms as to status, redemption or otherwise as the other notes of such series (other than the issue date of such further notes and first payment of interest following the issue date of such further notes).

Restricted Covenants

Restrictions on Secured Debt

If we or any Domestic Subsidiary shall incur, issue, assume or guarantee any Debt secured by a Mortgage on any Principal Domestic Manufacturing Property of ours or any Domestic Subsidiary's or on any shares of stock of any Domestic Subsidiary that owns a Principal Domestic Manufacturing Property, we will secure, or cause such Domestic Subsidiary to secure, the debt securities then outstanding equally and ratably with (or prior to) such Debt. However, we will not be restricted by this covenant if, after giving effect to the particular Debt so secured the total amount of all Debt so secured, together with all Attributable Debt in respect of sale and leaseback transactions involving Principal Domestic Manufacturing Properties, would not exceed 15% of our and our consolidated subsidiaries' Consolidated Net Tangible Assets.

In addition, the restriction will not apply to, and there shall be excluded in computing secured Debt for the purpose of the restriction, Debt secured by

1. with respect to any series of debt securities, Mortgages existing on the date of the original issuance of the debt securities of such series;
2. Mortgages on property of, or on any shares of stock of, any corporation existing at the time the corporation becomes a Domestic Subsidiary or at the time it is merged into or consolidated with us or a Domestic Subsidiary;
3. Mortgages in favor of us or a Domestic Subsidiary;
4. Mortgages in favor of U.S., State or foreign governmental bodies to secure progress or advance payments;
5. Mortgages on property or shares of stock existing at the time of their acquisition, including acquisition through merger or consolidation, purchase money Mortgages and construction or improvement cost Mortgages; and
6. any extension, renewal or refunding of any Mortgage referred to in the immediately preceding clauses (1) through (5), inclusive.

The indenture does not restrict the incurrence of unsecured debt by us or our subsidiaries

Restrictions on Sales and Leasebacks

Neither we nor any Domestic Subsidiary may enter into any sale and leaseback transaction involving any Principal Domestic Manufacturing Property, the completion of construction and commencement of full operation of which has occurred more than 180 days prior to the transaction, unless

- we or the Domestic Subsidiary could incur a lien on the property under the restrictions described above under "Restrictions on Secured Debt" in an amount equal to the
-

Attributable Debt with respect to the sale and leaseback transaction without equally and ratably securing the debt securities then outstanding, or

- we, within 180 days, apply to either (or a combination of) the investment in one or more other Principal Domestic Manufacturing Properties or the retirement of our Funded Debt an amount not less than the greater of (1) the net proceeds of the sale of the Principal Domestic Manufacturing Property leased pursuant to such arrangement or (2) the fair market value of the Principal Domestic Manufacturing Property so leased, subject to credits for various voluntary retirements of Funded Debt.

a. subject to credits for various voluntary retirements of Funded Debt.

This restriction will not apply to any sale and leaseback transaction

- between us and a Domestic Subsidiary,
- between Domestic Subsidiaries, or
- involving the taking back of a lease for a period of less than three years.

Definitions Applicable to Covenants

The term “Attributable Debt” means the lesser of (1) the fair market value of the Principal Domestic Manufacturing Property sold and leased back at the time of entering into a sale and leaseback transaction and (2) the total net amount of rent, discounted at 10% per annum compounded annually, required to be paid during the remaining term of any lease.

The term “Consolidated Net Tangible Assets” means our total assets, less net goodwill and other intangible assets, less total current liabilities, all as described on our and our consolidated subsidiaries’ most recent balance sheet and calculated based on positions as reported in our consolidated financial statements in accordance with generally accepted accounting principles.

The term “Debt” means notes, bonds, debentures or other similar evidences of indebtedness for money borrowed.

The term “Domestic Subsidiary” means any of our subsidiaries except a subsidiary which neither transacts any substantial portion of its business nor regularly maintains any substantial portion of its fixed assets within the United States or which is engaged primarily in financing our and our subsidiaries’ operations outside the United States.

The term “Funded Debt” means Debt having a maturity of more than 12 months from its date of creation.

The term “Mortgage” means pledges, mortgages and other liens.

The term “Principal Domestic Manufacturing Property” means any facility (together with the land on which it is erected and fixtures comprising a part of the land) used primarily for manufacturing or processing, located in the United States, owned or leased by us or one of our subsidiaries and having a gross book value in excess of 1.0% of Consolidated Net Tangible Assets. However, the term “Principal Domestic Manufacturing Property” does not include any facility or portion of a facility (1) which is financed by obligations the interest on which is exempt from U.S. federal income tax pursuant to Section 103 of the Code (or any predecessor or

successor provision thereof), or (2) which, in the opinion of our board of directors, is not of material importance to the total business conducted by us and our subsidiaries as an entirety.

Events of Default

Any one of the following are events of default under the Indenture with respect to debt securities of either series:

1. our failure to pay principal of or premium, if any, on any debt security of that series when due;
2. our failure to pay any interest on any debt security of that series when due, continued for 30 days;
3. our failure to deposit any sinking fund payment, when due, in respect of any debt security of that series;
4. our failure to perform any other of our covenants in the Indenture which affects or is applicable to the debt securities of that series, other than a covenant included in the Indenture solely for the benefit of other series of debt securities, continued for 90 days after written notice as provided in the indenture;
5. certain events involving bankruptcy, insolvency or reorganization; and
6. any other event of default provided with respect to debt securities of that series.

If an event of default with respect to outstanding debt securities of any series shall occur and be continuing, either the trustee or the holders of at least 25% in principal amount of the outstanding debt securities of that series may declare the principal amount (or, if the debt securities of that series are original issue discount securities, the portion of the principal amount as may be specified in the terms of that series) of all the debt securities of that series to be due and payable immediately. At any time after a declaration of acceleration with respect to debt securities of any series has been made, but before a judgment or decree based on acceleration has been obtained, the holders of a majority in principal amount of the outstanding debt securities of that series may, under some circumstances, rescind and annul the acceleration. For information as to waiver of defaults, see the section below entitled “Modification and Waiver.”

During default, the trustee has a duty to act with the required standard of care. Otherwise, the Indenture provides that the trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request or direction of any of the holders, unless the holders shall have offered to the trustee reasonable indemnity. If the provisions for indemnification of the trustee have been satisfied, the holders of a majority in principal amount of the outstanding debt securities of any series will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee, with respect to the debt securities of that series.

We will furnish to the trustee annually a certificate as to our compliance with all conditions and covenants under the Indenture.

Defeasance and Discharge

We will be discharged from any and all obligations in respect of the debt securities of any series if we deposit with the trustee, in trust, money and/or U.S. government securities which through

the payment of interest and principal will provide money in an amount sufficient to pay the principal of and premium, if any, and each installment of interest on the debt securities of the series on the dates those payments are due and payable.

If we defease a series of debt securities, the holders of the debt securities of the series will not be entitled to the benefits of the Indenture, except for

- the rights of holders to receive from the trust funds payment of principal, premium and interest on the debt securities,
- our obligation to register the transfer or exchange of debt securities of the series,
- our obligation to replace stolen, lost or mutilated debt securities of the series,
- our obligation to maintain paying agencies,
- our obligation to hold monies for payment in trust, and
- the rights of holders to benefit, as applicable, from the rights, powers, trusts, duties and immunities of the trustee.

We may defease a series of debt securities only if, among other things, we have delivered to the Trustee an opinion of counsel to the effect that we have received from, or there has been published by, the U.S. Internal Revenue Service a ruling to the effect that holders and beneficial owners of the debt securities of the series will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the deposit, defeasance and discharge and will be subject to U.S. federal income tax on the same amount and in the same manner and at the same times as would have been the case if the deposit, defeasance and discharge had not occurred.

Defeasance of Covenants and Events of Default

We may omit to comply with the covenants described above under “Restrictions on Secured Debt” and “Restrictions on Sales and Leasebacks”, and the failure to comply with these covenants will not be deemed an event of default, if we deposit with the trustee, in trust, money and/or U.S. government securities which through the payment of interest and principal will provide money in an amount sufficient to pay the principal of and premium, if any, and each installment of interest on the debt securities of the series on the dates those payments are due and payable. Our obligations under the Indenture and the debt securities of the series will remain in full force and effect, other than with respect to the defeased covenants and related events of default.

We may defease the covenants and the related events of default described above only if, among other things, we have delivered to the trustee an opinion of counsel, who may be our employee or counsel, to the effect that the holders and beneficial owners of the debt securities of the series will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the deposit and defeasance of the covenants and events of default, and the holders and beneficial owners of the debt securities of the series will be subject to U.S. federal income tax on the same amount and in the same manner and at the same times as would have been the case if the deposit and defeasance had not occurred.

If we choose covenant defeasance with respect to the debt securities of any series as described above and the debt securities of the series are declared due and payable because of the occurrence of any event of default other than the event of default described in clause (4) under

“Events of Default,” the amount of money and U.S. government securities on deposit with the trustee will be sufficient to pay amounts due on the debt securities of the series at the time of their stated maturity. The amount on deposit with the trustee may not be sufficient to pay amounts due on the debt securities of the series at the time of the acceleration resulting from the event of default. However, we will remain liable for these payments.

Modification and Waiver

Procter & Gamble and the trustee may make modifications of and amendments to the indenture if the holders of at least a majority in principal amount of the outstanding debt securities of each series affected by the modification or amendment consent to the modification or amendment.

However, the consent of the holder of each debt security affected will be required for any modification or amendment that

- changes the stated maturity of the principal of, or any installment of principal of or interest on, any debt security,
- reduces the principal amount of, or the premium, if any, or interest, if any, on, any debt security,
- reduces the amount of principal of an original issue discount security payable upon acceleration of the maturity of the security,
- changes the place or currency of payment of principal of, or premium, if any, or interest, if any, on, any debt security,
- impairs the right to institute suit for the enforcement of any payment on any debt security, or
- reduces the percentage in principal amount of debt securities of any series necessary to modify or amend the Indenture or to waive compliance with various provisions of the Indenture or to waive various defaults.

Without the consent of any holder of debt securities, we and the trustee may make modifications or amendments to the Indenture in order to

- evidence the succession of another person to us and the assumption by that person of the covenants in the Indenture,
- add to the covenants for the benefit of the holders,
- add additional events of default,
- permit or facilitate the issuance of securities in bearer form or uncertificated form,
- add to, change, or eliminate any provision of the Indenture in respect of a series of debt securities to be created in the future,
- secure the securities as required by “—Restrictive Covenants-Restrictions on Secured Debt,”
- establish the form or terms of securities of any series,
- evidence the appointment of a successor trustee, or
- cure any ambiguity, correct or supplement any provision which may be inconsistent with another provision, or make any other provision, provided that any action may not adversely affect the interests of holders of debt securities in any material respect.

The holders of at least a majority in principal amount of the outstanding debt securities of any series may on behalf of the holders of all debt securities of that series waive compliance by us with various restrictive provisions of the Indenture.

The holders of a majority in principal amount of the outstanding debt securities of any series may on behalf of the holders of all debt securities of that series waive any past default with respect to that series, except

- a default in the payment of the principal of or premium, if any, or interest on any debt security of that series, or
- a default in respect of a provision which under the Indenture cannot be modified or amended without the consent of the holder of each outstanding debt security of that series that would be affected.

Consolidation, Merger and Sale of Assets

If the conditions below are met, we may, without the consent of any holders of outstanding debt securities:

- consolidate or merge with or into another entity, or
- transfer or lease our assets as an entirety to another entity.

We have agreed that we will engage in a consolidation, merger or transfer or lease of assets as an entirety only if

- either we are the surviving entity or the entity formed by the consolidation or into which we are merged or which acquires or leases our assets is a corporation, partnership, limited liability company or trust organized and existing under the laws of any United States jurisdiction and assumes our obligations on the debt securities and under the indenture,
- after giving effect to the transaction no event of default would have happened and be continuing, and
- various other conditions are met.

Regarding the Trustee

Deutsche Bank Trust Company Americas is the trustee under the indenture. In addition, affiliates of Deutsche Bank Trust Company Americas may perform various commercial banking and investment banking services for Procter & Gamble and its subsidiaries from time to time in the ordinary course of business.

Exhibit (4-11)

Description of the Company's 0.110% Yen Notes due 2026 and 0.230% Yen Notes due 2031

Description of the Company's 0.275% Notes due 2020, Registered Under Section 12 of the Securities Exchange Act of 1934

The following summary of The Procter & Gamble Company's above referenced debt securities is based on and qualified by the Indenture, dated as of September 3, 2009, between the Company and Deutsche Bank Trust Company Americas, as Trustee (the "Indenture") and the 0.110% Yen notes due 2026 and 0.230% Yen notes due 2031 (collectively, the "Notes"). For a complete description of the terms and provisions of the Company's Notes, refer to the Indenture and to the forms of Notes, all of which are filed as exhibits to the Form 8-A filed with the Securities and Exchange Commission on November 8, 2021.

General

The 0.110% notes:

- were issued in an aggregate initial principal amount of ¥50,000,000,000, subject to our ability to issue additional 0.110% notes which may be of the same series as the 0.110% notes as described under "Further Issues,"
- mature on November 6, 2026,
- bear interest at a rate of 0.110% per annum,
- are unsecured,
- are senior debt, ranking equally with all of our other present and future unsecured and unsubordinated indebtedness,
- were issued as a separate series under the Indenture, in registered, book-entry form only,
- were issued in Japanese Yen in denominations of ¥100,000,000 and integral multiples of ¥10,000,000 in excess thereof,
- will be repaid at par at maturity,
- are not redeemable prior to maturity, other than as described below in connection with certain events involving United States taxation,
- are subject to defeasance and covenant defeasance, and
- are not subject to any sinking fund.

The 0.230% notes:

- were issued in an aggregate initial principal amount of ¥50,000,000,000, subject to our ability to issue additional 0.230% notes which may be of the same series as the 0.230% notes as described under "—Further Issues,"
 - mature on November 6, 2031,
 - bear interest at a rate of 0.230% per annum,
 - are unsecured,
 - are senior debt, ranking equally with all of our other present and future unsecured and unsubordinated indebtedness,
 - were issued as a separate series under the Indenture, in registered, book-entry form only,
 - were issued in Japanese Yen in denominations of ¥100,000,000 and integral multiples of ¥10,000,000 in excess thereof,
 - will be repaid at par at maturity,
 - are not redeemable prior to maturity, other than as described below in connection with certain events involving United States taxation,
 - are subject to defeasance and covenant defeasance, and
 - are not subject to any sinking fund.
-

The Indenture and the notes do not limit the amount of indebtedness which may be incurred or the amount of securities which may be issued by us or our subsidiaries, and contain no financial or similar restrictions on us or our subsidiaries, except as described in the accompanying prospectus under the captions “Restrictions on Secured Debt” and “Restrictions on Sales and Leasebacks.”

The Notes are listed on the New York Stock Exchange.

Interest

We pay interest on the 0.110% notes and the 0.230% notes semi-annually on May 6 and November 6 of each year, as applicable, and on any maturity date (each, an “interest payment date”), commencing May 6, 2022 and ending on any maturity date, to the persons in whose names the 0.110% notes and the 0.230% notes are registered at the close of business on May 1 or November 1, as applicable (in each case, whether or not a Business Day), immediately preceding the related interest payment date; provided, however, that interest payable on any maturity date shall be payable to the person to whom the principal of such notes shall be payable. Interest on the notes will be computed on the basis of a 360-day year of twelve 30-day months.

Interest payable on any interest payment date or maturity date shall be the amount of interest accrued from, and including, the immediately preceding interest payment date in respect of which interest has been paid or duly provided for (or from and including the original issue date, if no interest has been paid or duly provided for with respect to the notes) to, but excluding, such interest payment date or maturity date, as the case may be. If any interest payment date is not a Business Day at the relevant place of payment, we will pay interest on the next day that is a Business Day at such place of payment as if payment were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the immediately succeeding Business Day. If the maturity date or redemption date of the notes is not a Business Day at the relevant place of payment, we will pay interest, if any, and principal and premium, if any, on the next day that is a Business Day at such place of payment as if payment were made on the date such payment was due, and no interest will accrue on the amounts so payable for the period from and after such date to the immediately succeeding Business Day.

“Business Day” means any day which is a day on which commercial banks settle payments and are open for general business in: (a) the relevant place of payment, and (b) The City of New York, Tokyo and London.

The term “maturity,” when used with respect to a note, means the date on which the principal of such note or an installment of principal becomes due and payable as therein provided or as provided in the Indenture, whether at the stated maturity or by declaration of acceleration, call for redemption, repayment or otherwise.

Additional Amounts

All payments of principal and interest in respect of the notes will be made free and clear of, and without deduction or withholding for or on account of any present or future taxes, duties,

assessments or other governmental charges of whatsoever nature imposed, levied, collected, withheld or assessed by the United States or any political subdivision or taxing authority of or in the United States (collectively, "Taxes"), unless such withholding or deduction is required by law.

In the event such withholding or deduction of Taxes is required by law, subject to the limitations described below, we will pay to the holder or beneficial owner of any note that is not a United States holder such additional amounts ("Additional Amounts") as may be necessary in order that every net payment by us or any paying agent of principal of or interest on the notes (including upon redemption), after deduction or withholding for or on account of such Taxes, will not be less than the amount provided for in such note to be then due and payable before deduction or withholding for or on account of such Taxes.

However, our obligation to pay Additional Amounts shall not apply to:

(a) any Taxes which would not have been so imposed but for:

(1) the existence of any present or former connection between such holder or beneficial owner (or between a fiduciary, settlor, beneficiary, member or shareholder or other equity owner of, or a person having a power over, such holder or beneficial owner, if such holder or beneficial owner is an estate, a trust, a limited liability company, a partnership, a corporation or other entity) and the United States, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, member, shareholder or other equity owner or person having such a power) being or having been a citizen or resident or treated as a resident of the United States or being or having been engaged in a trade or business in the United States or being or having been present in the United States or having had a permanent establishment in the United States;

(2) the failure of such holder or beneficial owner to comply with any requirement under United States tax laws and regulations to establish entitlement to a partial or complete exemption from such Taxes (including, but not limited to, the requirement to provide Internal Revenue Service Form W-8BEN, Form W-8BEN-E, Form W-8ECI, or any subsequent versions thereof or successor thereto); or

(3) such holder's or beneficial owner's present or former status as a personal holding company or a foreign personal holding company with respect to the United States, as a controlled foreign corporation with respect to the United States, as a passive foreign investment company with respect to the United States, as a foreign tax exempt organization with respect to the United States or as a corporation which accumulates earnings to avoid U.S. federal income tax;

(b) any Taxes imposed by reason of the holder or beneficial owner:

(1) owning or having owned, directly or indirectly, actually or constructively, 10% or more of the total combined voting power of all classes of our stock,

(2) being a bank receiving interest described in section 881(c)(3)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), or

- (3) being a controlled foreign corporation with respect to the United States that is related to us by stock ownership;
- (c) any Taxes which would not have been so imposed but for the presentation by the holder or beneficial owner of such note for payment on a date more than 10 days after the date on which such payment became due and payable or the date on which payment of the note is duly provided for and notice is given to holders, whichever occurs later, except to the extent that the holder or beneficial owner would have been entitled to such additional amounts on presenting such note on any date during such 10-day period;
- (d) any estate, inheritance, gift, sales, transfer, personal property, wealth, interest equalization or similar Taxes;
- (e) any Taxes which are payable otherwise than by withholding from payment of principal of or interest on such note;
- (f) any Taxes which are payable by a holder that is not the beneficial owner of the note, or a portion of the note, or that is a fiduciary, partnership, limited liability company or other similar entity, but only to the extent that a beneficial owner, a beneficiary or settlor with respect to such fiduciary or member of such partnership, limited liability company or similar entity would not have been entitled to the payment of an additional amount had such beneficial owner, settlor, beneficiary or member received directly its beneficial or distributive share of the payment;
- (g) any Taxes required to be withheld by any paying agent from any payment of principal of or interest on any note, if such payment can be made without such withholding by any other paying agent;
- (h) any Taxes imposed under Sections 1471 through 1474 of the Code (or any amended or successor provisions that are substantively comparable) and any current or future regulations or official interpretations thereof; or
- (i) any combination of items (a), (b), (c), (d), (e), (f), (g) and (h).

For purposes of this section, the acquisition, ownership, enforcement or holding of or the receipt of any payment with respect to a note will not constitute a connection (1) between the holder or beneficial owner and the United States or (2) between a fiduciary, settlor, beneficiary, member or shareholder or other equity owner of, or a person having a power over, such holder or beneficial owner if such holder or beneficial owner is an estate, a trust, a limited liability company, a partnership, a corporation or other entity and the United States.

Any reference in this exhibit, in the Indenture or in the notes to principal or interest shall be deemed to refer also to Additional Amounts which may be payable under the provisions of this section.

We will pay all stamp and other duties, if any, which may be imposed by the United States or any political subdivision thereof or taxing authority therein with respect to the issuance of the notes.

Except as specifically provided in the notes, we will not be required to make any payment with respect to any tax, duty, assessment or other governmental charge imposed by any government or any political subdivision or taxing authority of or in the United States.

Tax Redemption

Except as provided below, the notes may not be redeemed prior to maturity. Unless previously redeemed or repurchased and canceled, the notes will be repayable at par, including Additional Amounts, if any, on November 6, 2026 in the case of the 0.110% notes and on November 6, 2031 in the case of the 0.230% notes, or such earlier date on which the same shall be due and payable in accordance with the terms and conditions of the notes. However, if the maturity date of the notes is not a Business Day, the notes will be payable on the next succeeding Business Day and no interest shall accrue for the period from November 6, 2026 in case of the 0.110% notes and from November 6, 2031 in case of the 0.230% notes to such payment date.

The notes of either series may be redeemed at our option, in whole but not in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, together with interest accrued and unpaid to the date fixed for redemption, at any time, on giving not less than 15 nor more than 45 days' notice if:

- (a) we have or will become obligated to pay Additional Amounts as a result of any change in or amendment to the laws, regulations or rulings of the United States or any political subdivision or any taxing authority of or in the United States affecting taxation, or any change in or amendment to an official application, interpretation, administration or enforcement of such laws, regulations or rulings, which change or amendment is announced or becomes effective on or after October 29, 2021, or
- (b) any action shall have been taken by a taxing authority, or any action has been brought in a court of competent jurisdiction, in the United States or any political subdivision or taxing authority of or in the United States, including any of those actions specified in (a) above, whether or not such action was taken or brought with respect to us, or any change, clarification, amendment, application or interpretation of such laws, regulations or rulings shall be officially proposed, in any such case on or after October 29, 2021, which results in a substantial likelihood that we will be required to pay Additional Amounts on the next interest payment date.

However, no such notice of redemption shall be given earlier than 90 days prior to the earliest date on which we would be, in the case of a redemption for the reasons specified in (a) above, or there would be a substantial likelihood that we would be, in the case of a redemption for the reasons specified in (b) above, obligated to pay such Additional Amounts if a payment in respect of the notes were then due and at the time such notification of redemption is given such circumstances remain in effect.

Such notice, once delivered by us to the trustee, will be irrevocable.

Prescription

Under New York's statute of limitations, any legal action to enforce our payment obligations evidenced by the notes or the coupons must be commenced within six years after the payment thereof is due; thereafter our payment obligations will generally become unenforceable.

Further Issues

We may from time to time, without notice to or the consent of the registered holders of notes, create and issue further notes ranking equally with the notes in all respects. Such further notes may be consolidated and form a single series with the notes and have the same terms as to status, redemption or otherwise as the other notes (other than the issue date of such further notes and first payment of interest following the issue date of such further notes).

Restricted Covenants

Restrictions on Secured Debt

If we or any Domestic Subsidiary shall incur, issue, assume or guarantee any Debt secured by a Mortgage on any Principal Domestic Manufacturing Property of ours or any Domestic Subsidiary's or on any shares of stock of any Domestic Subsidiary that owns a Principal Domestic Manufacturing Property, we will secure, or cause such Domestic Subsidiary to secure, the debt securities then outstanding equally and ratably with (or prior to) such Debt. However, we will not be restricted by this covenant if, after giving effect to the particular Debt so secured the total amount of all Debt so secured, together with all Attributable Debt in respect of sale and leaseback transactions involving Principal Domestic Manufacturing Properties, would not exceed 15% of our and our consolidated subsidiaries' Consolidated Net Tangible Assets.

In addition, the restriction will not apply to, and there shall be excluded in computing secured Debt for the purpose of the restriction, Debt secured by

1. with respect to any series of debt securities, Mortgages existing on the date of the original issuance of the debt securities of such series;
2. Mortgages on property of, or on any shares of stock of, any corporation existing at the time the corporation becomes a Domestic Subsidiary or at the time it is merged into or consolidated with us or a Domestic Subsidiary;
3. Mortgages in favor of us or a Domestic Subsidiary;
4. Mortgages in favor of U.S., State or foreign governmental bodies to secure progress or advance payments;
5. Mortgages on property or shares of stock existing at the time of their acquisition, including acquisition through merger or consolidation, purchase money Mortgages and construction or improvement cost Mortgages; and
6. any extension, renewal or refunding of any Mortgage referred to in the immediately preceding clauses (1) through (5), inclusive.

The indenture does not restrict the incurrence of unsecured debt by us or our subsidiaries

Restrictions on Sales and Leasebacks

Neither we nor any Domestic Subsidiary may enter into any sale and leaseback transaction involving any Principal Domestic Manufacturing Property, the completion of construction and commencement of full operation of which has occurred more than 180 days prior to the transaction, unless

- we or the Domestic Subsidiary could incur a lien on the property under the restrictions described above under "Restrictions on Secured Debt" in an amount equal to the
-

Attributable Debt with respect to the sale and leaseback transaction without equally and ratably securing the debt securities then outstanding, or

- we, within 180 days, apply to either (or a combination of) the investment in one or more other Principal Domestic Manufacturing Properties or the retirement of our Funded Debt an amount not less than the greater of (1) the net proceeds of the sale of the Principal Domestic Manufacturing Property leased pursuant to such arrangement or (2) the fair market value of the Principal Domestic Manufacturing Property so leased, subject to credits for various voluntary retirements of Funded Debt.

This restriction will not apply to any sale and leaseback transaction

- between us and a Domestic Subsidiary,
- between Domestic Subsidiaries, or
- involving the taking back of a lease for a period of less than three years.

Definitions Applicable to Covenants

The term “Attributable Debt” means the lesser of (1) the fair market value of the Principal Domestic Manufacturing Property sold and leased back at the time of entering into a sale and leaseback transaction and (2) the total net amount of rent, discounted at 10% per annum compounded annually, required to be paid during the remaining term of any lease.

The term “Consolidated Net Tangible Assets” means our total assets, less net goodwill and other intangible assets, less total current liabilities, all as described on our and our consolidated subsidiaries’ most recent balance sheet and calculated based on positions as reported in our consolidated financial statements in accordance with generally accepted accounting principles.

The term “Debt” means notes, bonds, debentures or other similar evidences of indebtedness for money borrowed.

The term “Domestic Subsidiary” means any of our subsidiaries except a subsidiary which neither transacts any substantial portion of its business nor regularly maintains any substantial portion of its fixed assets within the United States or which is engaged primarily in financing our and our subsidiaries’ operations outside the United States.

The term “Funded Debt” means Debt having a maturity of more than 12 months from its date of creation.

The term “Mortgage” means pledges, mortgages and other liens.

The term “Principal Domestic Manufacturing Property” means any facility (together with the land on which it is erected and fixtures comprising a part of the land) used primarily for manufacturing or processing, located in the United States, owned or leased by us or one of our subsidiaries and having a gross book value in excess of 1.0% of Consolidated Net Tangible Assets. However, the term “Principal Domestic Manufacturing Property” does not include any facility or portion of a facility (1) which is financed by obligations the interest on which is exempt from U.S. federal income tax pursuant to Section 103 of the Code (or any predecessor or

successor provision thereof), or (2) which, in the opinion of our board of directors, is not of material importance to the total business conducted by us and our subsidiaries as an entirety.

Events of Default

Any one of the following are events of default under the Indenture with respect to debt securities of either series:

1. our failure to pay principal of or premium, if any, on any debt security of that series when due;
2. our failure to pay any interest on any debt security of that series when due, continued for 30 days;
3. our failure to deposit any sinking fund payment, when due, in respect of any debt security of that series;
4. our failure to perform any other of our covenants in the Indenture which affects or is applicable to the debt securities of that series, other than a covenant included in the Indenture solely for the benefit of other series of debt securities, continued for 90 days after written notice as provided in the indenture;
5. certain events involving bankruptcy, insolvency or reorganization; and
6. any other event of default provided with respect to debt securities of that series.

If an event of default with respect to outstanding debt securities of any series shall occur and be continuing, either the trustee or the holders of at least 25% in principal amount of the outstanding debt securities of that series may declare the principal amount (or, if the debt securities of that series are original issue discount securities, the portion of the principal amount as may be specified in the terms of that series) of all the debt securities of that series to be due and payable immediately. At any time after a declaration of acceleration with respect to debt securities of any series has been made, but before a judgment or decree based on acceleration has been obtained, the holders of a majority in principal amount of the outstanding debt securities of that series may, under some circumstances, rescind and annul the acceleration. For information as to waiver of defaults, see the section below entitled “Modification and Waiver.”

During default, the trustee has a duty to act with the required standard of care. Otherwise, the Indenture provides that the trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request or direction of any of the holders, unless the holders shall have offered to the trustee reasonable indemnity. If the provisions for indemnification of the trustee have been satisfied, the holders of a majority in principal amount of the outstanding debt securities of any series will have the right to direct the time, method and place of conducting any proceeding for any remedy available to the trustee, or exercising any trust or power conferred on the trustee, with respect to the debt securities of that series.

We will furnish to the trustee annually a certificate as to our compliance with all conditions and covenants under the Indenture.

Defeasance and Discharge

We will be discharged from any and all obligations in respect of the debt securities of any series if we deposit with the trustee, in trust, money and/or U.S. government securities which through

the payment of interest and principal will provide money in an amount sufficient to pay the principal of and premium, if any, and each installment of interest on the debt securities of the series on the dates those payments are due and payable.

If we defease a series of debt securities, the holders of the debt securities of the series will not be entitled to the benefits of the Indenture, except for

- the rights of holders to receive from the trust funds payment of principal, premium and interest on the debt securities,
- our obligation to register the transfer or exchange of debt securities of the series,
- our obligation to replace stolen, lost or mutilated debt securities of the series,
- our obligation to maintain paying agencies,
- our obligation to hold monies for payment in trust, and
- the rights of holders to benefit, as applicable, from the rights, powers, trusts, duties and immunities of the trustee.

We may defease a series of debt securities only if, among other things, we have delivered to the Trustee an opinion of counsel to the effect that we have received from, or there has been published by, the U.S. Internal Revenue Service a ruling to the effect that holders and beneficial owners of the debt securities of the series will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the deposit, defeasance and discharge and will be subject to U.S. federal income tax on the same amount and in the same manner and at the same times as would have been the case if the deposit, defeasance and discharge had not occurred.

Defeasance of Covenants and Events of Default

We may omit to comply with the covenants described above under “Restrictions on Secured Debt” and “Restrictions on Sales and Leasebacks”, and the failure to comply with these covenants will not be deemed an event of default, if we deposit with the trustee, in trust, money and/or U.S. government securities which through the payment of interest and principal will provide money in an amount sufficient to pay the principal of and premium, if any, and each installment of interest on the debt securities of the series on the dates those payments are due and payable. Our obligations under the Indenture and the debt securities of the series will remain in full force and effect, other than with respect to the defeased covenants and related events of default.

We may defease the covenants and the related events of default described above only if, among other things, we have delivered to the trustee an opinion of counsel, who may be our employee or counsel, to the effect that the holders and beneficial owners of the debt securities of the series will not recognize income, gain or loss for U.S. federal income tax purposes as a result of the deposit and defeasance of the covenants and events of default, and the holders and beneficial owners of the debt securities of the series will be subject to U.S. federal income tax on the same amount and in the same manner and at the same times as would have been the case if the deposit and defeasance had not occurred.

If we choose covenant defeasance with respect to the debt securities of any series as described above and the debt securities of the series are declared due and payable because of the occurrence of any event of default other than the event of default described in clause (4) under

“Events of Default,” the amount of money and U.S. government securities on deposit with the trustee will be sufficient to pay amounts due on the debt securities of the series at the time of their stated maturity. The amount on deposit with the trustee may not be sufficient to pay amounts due on the debt securities of the series at the time of the acceleration resulting from the event of default. However, we will remain liable for these payments.

Modification and Waiver

Procter & Gamble and the trustee may make modifications of and amendments to the indenture if the holders of at least a majority in principal amount of the outstanding debt securities of each series affected by the modification or amendment consent to the modification or amendment.

However, the consent of the holder of each debt security affected will be required for any modification or amendment that

- changes the stated maturity of the principal of, or any installment of principal of or interest on, any debt security,
- reduces the principal amount of, or the premium, if any, or interest, if any, on, any debt security,
- reduces the amount of principal of an original issue discount security payable upon acceleration of the maturity of the security,
- changes the place or currency of payment of principal of, or premium, if any, or interest, if any, on, any debt security,
- impairs the right to institute suit for the enforcement of any payment on any debt security, or
- reduces the percentage in principal amount of debt securities of any series necessary to modify or amend the Indenture or to waive compliance with various provisions of the Indenture or to waive various defaults.

Without the consent of any holder of debt securities, we and the trustee may make modifications or amendments to the Indenture in order to

- evidence the succession of another person to us and the assumption by that person of the covenants in the Indenture,
- add to the covenants for the benefit of the holders,
- add additional events of default,
- permit or facilitate the issuance of securities in bearer form or uncertificated form,
- add to, change, or eliminate any provision of the Indenture in respect of a series of debt securities to be created in the future,
- secure the securities as required by “—Restrictive Covenants-Restrictions on Secured Debt,”
- establish the form or terms of securities of any series,
- evidence the appointment of a successor trustee, or
- cure any ambiguity, correct or supplement any provision which may be inconsistent with another provision, or make any other provision, provided that any action may not adversely affect the interests of holders of debt securities in any material respect.

The holders of at least a majority in principal amount of the outstanding debt securities of any series may on behalf of the holders of all debt securities of that series waive compliance by us with various restrictive provisions of the Indenture.

The holders of a majority in principal amount of the outstanding debt securities of any series may on behalf of the holders of all debt securities of that series waive any past default with respect to that series, except

- a default in the payment of the principal of or premium, if any, or interest on any debt security of that series, or
- a default in respect of a provision which under the Indenture cannot be modified or amended without the consent of the holder of each outstanding debt security of that series that would be affected.

Consolidation, Merger and Sale of Assets

If the conditions below are met, we may, without the consent of any holders of outstanding debt securities:

- consolidate or merge with or into another entity, or
- transfer or lease our assets as an entirety to another entity.

We have agreed that we will engage in a consolidation, merger or transfer or lease of assets as an entirety only if

- either we are the surviving entity or the entity formed by the consolidation or into which we are merged or which acquires or leases our assets is a corporation, partnership, limited liability company or trust organized and existing under the laws of any United States jurisdiction and assumes our obligations on the debt securities and under the indenture,
- after giving effect to the transaction no event of default would have happened and be continuing, and
- various other conditions are met.

Regarding the Trustee

Deutsche Bank Trust Company Americas is the trustee under the indenture. In addition, affiliates of Deutsche Bank Trust Company Americas may perform various commercial banking and investment banking services for Procter & Gamble and its subsidiaries from time to time in the ordinary course of business.

Exhibit (10-10)

STAR Program Summary

SHORT TERM ACHIEVEMENT REWARD PROGRAM **(Effective July 1, 2022)**

The Short-Term Achievement Reward (“STAR”) Program is The Procter & Gamble Company’s (the “Company”) annual bonus program designed to motivate and reward employees for achieving outstanding short-term business results for the Company and its subsidiaries. STAR awards are made pursuant to authority delegated to the Compensation & Leadership Development Committee (the “C&LD Committee”) by the Board of Directors for awarding compensation to the Company’s principal officers and for making awards under the Procter & Gamble 2019 Stock and Incentive Compensation Plan (the “2019 Plan”) or any successor stock plan approved in accordance with applicable listing standards.

I. ELIGIBILITY

Employees at Band 1 or above and who worked at least 28 days (four calendar weeks) during the applicable fiscal year are eligible to participate. Eligible employees who do not work a full schedule (e.g., leaves of absence, disability, and less-than-full time schedules) in the fiscal year in which the award is payable may have awards pro-rated.

II. CALCULATION

The individual STAR Award is calculated as follows:

(STAR Target) x [(Business Unit Performance Factor x 70% weighting) + (Total Company Performance Factor X 30% weighting)]

- The **STAR Target** for each participant is calculated as:

(Base Salary) x (STAR Target percent) where *Base Salary* at the end of the applicable fiscal year is used to calculate the STAR award; except in cases where an employee has a reduction in salary during the fiscal year, in which case the salary would be prorated, or in cases where an employee becomes ineligible for the program during the fiscal year, in which case base salary as of the end of the STAR eligible level will be used. Generally, the *STAR Target Percent* is dependent on the individual’s position and level (Band) in the organization. The STAR Target percent for participants at Band 7 or above is set by the C&LD Committee. The STAR Target percent for all other participants is set by the Chief Executive Officer, with the concurrence of the Chief Human Resources Officer, pursuant to authority delegated to them by the C&LD Committee. If an individual’s position and/or level changes during a fiscal year, and that change results in a new STAR Target Percent, the STAR Target Percent is pro-rated according to the amount of time in each position/level during the fiscal year.

- The **Business Unit Performance Factor** is weighted at 70% and is based on the fiscal year success for the appropriate STAR business unit. The STAR business units are defined by the Chief Human Resources Officer and may consist of business categories, segments, geographies, functions, organizations or a combination of one or more of these items. The STAR business units will be defined within ninety (90) days of the beginning of the fiscal year but may be adjusted as necessary to reflect business and/or organizational changes (e.g., reorganization, acquisition, merger, divestiture, etc.). The Business Unit Performance Factors can range from 0% to 200% with a target of 100%. In general, a committee consisting of at least two of the Chief Executive Officer, Chief Financial Officer, Chief Human Resources
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Officer and/or the Chief Operating Officer (the “STAR Committee”), conducts a comprehensive retrospective assessment of the fiscal year performance of each STAR business unit against previously established goals and relative to competition for one or more of the following measures: Operating Total Shareholder Return, After Tax Profit, Free Cash Flow Productivity, Value Share, Organic Sales, Internal controls, Accounts receivable, Inventory, Organization Head Self-Assessment, and Cross Organization Assessment. The STAR Committee makes a recommendation of an appropriate Business Unit Performance Factor to the C&LD Committee. There may also be other factors significantly affecting STAR business unit results positively or negatively which can be considered by the STAR Committee when making its recommendation. No member of the STAR Committee makes any recommendation or determination as to their own STAR award. As a result, there are certain instances in which a Business Unit Performance Factor recommendation to the C&LD Committee must be made exclusively by the Chief Executive Officer.

Business Unit leaders may then allocate the approved STAR Business Unit Factors among the divisions of the Business Unit to more closely align the STAR award with performance, so long as the total expenditure does not exceed that approved by the STAR Committee and no individual STAR award exceeds 200% of target.

- The **Total Company Performance Factor** is weighted at 30% and is based on the total Company’s success during the fiscal year and ranges from 0% to 200%, with a target of 100%. The same Total Company Performance Factor is applied to all STAR award calculations, regardless of STAR business unit. It is determined using a matrix which compares results against pre-established goals for fiscal year organic sales growth and core earnings per share (“EPS”) growth for the fiscal year. For participants who are members of the Global Leadership Council (GLC) at any time during the fiscal year, an ESG Factor will be applied to the Total Company Performance Factor. The ESG Factor will be based on an ESG scorecard approved by the C&LD Committee in the August meeting at the start of the fiscal year. Based on a retrospective assessment of final fiscal year results, a factor in the range of 80% - 120% will be assigned and multiplied by the Total Company Performance Factor to determine final awards. Application of the ESG Factor may not cause the final award to exceed the 200% of target maximum.

While the STAR Committee makes recommendations to the C&LD Committee regarding the Business Unit and Total Company performance factors to be applied to all STAR awards (except those for the STAR Committee members), only the final award amounts for principal officers are approved specifically by the C&LD Committee. The C&LD Committee has delegated the approval of STAR awards for other participants to the Chief Executive Officer. The C&LD Committee has discretion to use, increase or decrease the performance factors recommended by the STAR Committee and/or to choose not to pay STAR awards during a given year.

III. TIMING AND FORM

STAR awards are determined after the close of the fiscal year and are paid on or about September 15. The award form choices and relevant considerations are explained to participants annually. Participants receive written notice of their award detailing the calculation and grant letters for those employees who elect to receive awards in stock options

Generally, STAR awards are paid in cash. However, before the end of the calendar year preceding the award date, eligible participants can elect to receive their STAR award in forms

other than cash. Alternatives to cash include stock options, stock appreciation rights (“SARs”), local deferral programs (depending on local regulations in some countries) and/or deferred compensation (for employees eligible to participate in the Executive Deferred Compensation Program). The number of stock options or SARs awarded to each employee will be determined on grant date by determining the USD value of the award chosen by the employee to be paid in stock options and dividing that value by the grant date GAAP expense of one stock option. The result will be rounded up to the nearest whole share. Any STAR award paid in stock options or other form of equity shall be awarded pursuant to this program and the terms and conditions of the 2019 Plan or any successor stock plan approved in accordance with applicable listing standards, as they may be revised from time to time. STAR awards paid in stock options or SARs will have the following terms unless otherwise approved by the C&LD Committee at grant:

Grant date will be the last business day on or before September 15. If the New York Stock Exchange is closed on the day of the grant, then the C&LD Committee will establish a grant date as soon as practical following the date previously specified. Provided participants remain in compliance with the terms and conditions set forth in the currently active Stock Plan and the Regulations, STAR stock options and SARs are not forfeitable, will become exercisable three years after the grant date, and will expire ten years after the grant date. In the event of death of the participant, the award becomes exercisable as of the date of death and the award remains exercisable until the Expiration Date. For awards granted in France or the United Kingdom, the consequences of death are determined by the local plan supplement, if applicable.

The option price used for any STAR Award will be the closing price for a share of Common Stock on the New York Stock Exchange on the grant date, or such higher price as may be specified in the French Addendum of the Regulations (the “Grant Price”).

IV. SEPARATION FROM THE COMPANY

- **Retirement, Death or Special Separation Agreement:** If a participant worked at least 28 days (4 calendar weeks) during the fiscal year, the STAR award is pro-rated by dividing the number of calendar days the participant was an “active employee” during the fiscal year by 365.
- **Voluntary Resignation or Termination for cause:** Separating employees must have been active employees as of June 30 or the last business day in June (the close of the fiscal year for which the award is payable) to receive an award.
- **Separation due to a Company authorized divestiture:** In the case of divestitures the CHRO is authorized to determine the appropriate STAR payout based on Business Unit factors either at Target or at projected or actual business results. The CHRO is also authorized to pay awards for the current or following partial fiscal year at time of divestiture close for administrative convenience.

Eligible participants who have left the Company will receive a cash payment (stock options can only be issued to active employees) on the same timing as STAR awards or as soon thereafter as possible.

V. CHANGE IN CONTROL

Notwithstanding the foregoing, if there is a Change in Control in any fiscal year, STAR awards will be calculated in accordance with Section II above, but each factor will be calculated for the period from the beginning of the fiscal year in which a Change in Control occurred up to and including the date of such Change in Control ("CIC Period"). "Change in Control" shall have the same meaning as defined in the 2019 Plan or any successor stock plan.

VI. GENERAL TERMS AND CONDITIONS

While any STAR award amount received by one individual for any year shall be considered as earned remuneration in addition to salary paid, it shall be understood that this plan does not give to any officer or employee any contract rights, express or implied, against any Company for any STAR award or for compensation in addition to the salary paid to him or her, or any right to question the action of the Board of Directors or the C&LD or STAR Committees.

The Chief Human Resources Officer or the Chief Legal Officer may withhold a STAR award for a separated employee who is discovered to have engaged in serious misconduct or actions detrimental to the Company's interests. Each award to an individual at Band 7 and above, made pursuant to this plan, is subject to the Senior Executive Recoupment Policy as amended by the C&LD Committee in April 2018.

To the extent applicable, it is intended that STAR comply with the provisions of Section 409A. STAR will be administered and interpreted in a manner consistent with this intent. Neither a Participant nor any of a Participant's creditors or beneficiaries will have the right to subject any deferred compensation (within the meaning of Section 409A) payable under STAR to any anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment or garnishment. Except as permitted under Section 409A, any deferred compensation (within the meaning of Section 409A) payable to a Participant under STAR may not be reduced by, or offset against, any amount owing by a Participant to the Company.

This program document may be amended at any time by the C&LD Committee.

Exhibit (10-12)
Company's Form of Separation Agreement & Release

SEPARATION AGREEMENT AND RELEASE

To: «Employee_Name»
Date: «Actual_Offer_Date»

«Company» (“P&G”) is willing to provide you with certain assistance in connection with your employment separation from the Company. The following describes the terms under which you are separating from employment. Your receipt of the benefits described below is conditioned upon your accepting and abiding by the terms of this Agreement.

<i>Last Day of Employment:</i>	Your last day of employment will be « Exit_Date », referred to as your “Last Day of Employment.” You understand and agree that if P&G determines that you engaged in misconduct during your employment, or if you fail to perform your work and responsibilities in a satisfactory manner up to and including your Last Day of Employment, P&G may terminate your employment immediately and will not provide, nor be obligated to provide, the payment(s) and other benefits described in this Agreement. Otherwise, unless noted below, your pay and benefits will cease as of your Last Day of Employment.
<i>Separation Payment:</i>	<p>As soon as administratively practical after your Last Day of Employment, P&G will provide you with a Separation Payment of «Total_Amount», less legally required withholdings and deductions. In no event will payment be made before expiration of the seven-day revocation period discussed below or later than the March 15th of the year following the year which includes your last day of employment</p> <p>Amounts you owe to P&G as of your Last Day of Employment, including, but not limited to, wage and/or benefit overpayments and unpaid loans, will also be deducted from the Separation Payment.</p>
<i>Payment for Unvested PST:</i>	If you are not fully-vested in the Procter & Gamble Profit Sharing Trust and Employee Stock Ownership Plan (“PST”) as of your Last Day of Employment, as soon as administratively practical after your Last Day of Employment, but no later than the March 15 th of the year following the year which includes your Last Day of Employment, you will receive a lump sum payment in an amount substantially equivalent to the non-vested credits in your account in the PST.

<i>STAR Awards:</i>	As of your Last Day of Employment, if you worked at least 28 days (4 calendar weeks) during that fiscal year, you will receive a pro-rated STAR award for that fiscal year. Your STAR award will be pro-rated by dividing the number of calendar days during the fiscal year from July 1 through your Last Day of Employment by 365. Your STAR award will be paid in cash in the September (but no later than September 15th) immediately following the end of the fiscal year in which you terminate.
<i>Equity Awards</i>	<p>Your separation will be treated as a Special Separation for purposes of any outstanding equity awards granted under the Procter & Gamble 2009 Stock and Incentive Compensation Plan, the Procter & Gamble 2001 Stock and Incentive Compensation Plan, the Procter & Gamble 1992 Stock Plan, or the Gillette Company 2004 Long-Term Incentive Plan and, as a result, you will retain the awards subject to the original terms and conditions of the awards. You will also retain awards granted under the Procter & Gamble 2014 Stock and Incentive Compensation Plan and the Procter & Gamble 2019 Stock and Incentive Compensation Plan subject to the terms and conditions of those Awards. For awards granted on or after October 1, 2020, pursuant to the Long-Term Incentive Program (LTIP) and/or Performance Stock Program (PSP), awards will be prorated based on the number of days worked in the 12 months following the October 1 grant date, with a minimum requirement of 28 days worked beyond October 1.</p> <p>This agreement does not alter the rights and obligations that you may have under the Procter & Gamble 2019 Stock and Incentive Compensation Plan, the Procter & Gamble 2014 Stock and Incentive Compensation Plan, the Procter & Gamble 2009 Stock and Incentive Compensation Plan, the Procter & Gamble 2001 Stock and Incentive Compensation Plan, the Procter & Gamble 1992 Stock Plan, and the Gillette Company 2004 Long-Term Incentive Plan.</p>

<p><i>Current Medical, Dental, and Life Insurance Benefits:</i></p>	<p>If you are enrolled in P&G's active health (including medical, prescription drug, and EAP coverage), active dental, and company-paid life insurance coverage, that coverage will continue under the same terms until «Benefits_End_Date».</p> <p>If you continue to receive P&G active health coverage during the extension of benefits period, that coverage will be impacted if you (or your eligible dependents, including but not limited to your spouse or domestic partner) are or become eligible for Medicare. For more information on this impact, see the <i>Coordination With Medicare</i> section in the Summary Plan Description for your P&G active health coverage.</p> <p>If you continue to receive P&G active health coverage during the extension of benefits period, you may be entitled to continue your health and dental coverage under COBRA when the extension of benefits period ends. If you are entitled to COBRA continuation coverage, you will receive a notice of your right to elect COBRA.</p> <p>Any life insurance coverage other than company-paid life insurance coverage will not continue during this time.</p>
<p><i>Retiree Medical and Dental Benefits:</i></p>	<p>If you were eligible for P&G retiree healthcare coverage on your Last Day of Employment, you will be eligible to enroll in P&G's retiree medical and dental insurance coverage. You are eligible for P&G retiree healthcare coverage if you satisfy the regular retiree eligibility rules (i.e., you are a Regular Retiree) as of your Last Day of Employment. Under the terms of this Agreement, you also are eligible for P&G retiree healthcare coverage as a Special Retiree by satisfying the Rule of 70 as of your Last Day of Employment. You satisfy the Rule of 70 when your full years of age plus your full years of service equal 70¹. If you are eligible for P&G's retiree healthcare coverage as either a Regular Retiree or a Special Retiree as of your Last Day of Employment, you should contact P&G Employee Care before your extension of coverage ends to request retiree healthcare enrollment information. For details regarding the terms and conditions of your retiree health coverage, please refer to and review the summary plan descriptions, available at Benefits Online.</p> <p>Important Note: If you become employed by a direct competitor of P&G (as determined by P&G's Chief Human Resources Officer) in any capacity, you will not be eligible for coverage under P&G's retiree healthcare coverage as long as you remain employed by such competitor. If you have questions, please contact the P&G Employee Care at 1-833-441-4357.</p>

¹ Special rules apply to Gillette Heritage Employees with regard to retiree medical eligibility and the retiree medical cost sharing under the retiree medical plan. If you are a Gillette Heritage Employee, you will receive a separate handout on your retiree medical eligibility.

<i>Outplacement Services:</i>	<p>P&G's preferred third-party provider will provide services to assist you in managing your transition to a new future, based on your interest. Services include pre-decision counseling, career transition programs, and job development opportunities. P&G's preferred third-party provider will also assist you in preparing for your job search, including résumé preparation, cover letters, other written materials and interview and networking training.</p> <p>After you accept this Agreement, you <u>may</u> begin utilizing outplacement services on a limited basis prior to your Last Day of Employment, consistent with the needs of the business and your responsibilities to complete and/or transition your work. Note that you <u>must</u> begin utilizing outplacement services within 45 days of your Last Day of Employment to be eligible for this benefit.</p>
<i>No Consideration Without Executing this Agreement:</i>	<p>You affirm that you understand and agree that you would not receive the separation payment and/or benefits specified in this Agreement without executing this Agreement and fulfilling the promises contained in it. Except as provided in this Agreement or under the terms and conditions of an applicable benefit plan or policy sponsored by P&G, you shall not be due any payments or benefits from P&G in connection with the termination of your employment.</p>
<i>Continued Employment Through Your Last Day of Employment:</i>	<p>You agree to perform your work and responsibilities as an employee in a satisfactory manner up to and including your Last Day of Employment, including compliance with all provisions of this "Separation Agreement and Release." If P&G determines that you have engaged in serious misconduct during your employment, you understand and agree that P&G may terminate your employment immediately and will not provide, nor will it be obligated to provide, you with the Separation Payment, medical benefits, outplacement and other benefits described above. If you have already received any such pay or benefits, you agree to repay them to P&G upon demand.</p>
<i>Nonadmission of Wrongdoing:</i>	<p>You affirm that you understand and agree that neither this Agreement nor the furnishing of the consideration for this Agreement, including the Separation Payment, shall be deemed or construed at any time for any purpose as an admission by P&G of wrongdoing or evidence of any liability or unlawful conduct of any kind.</p>

*Release of Claims – Including
Age Discrimination and
Employment Claims:*

In consideration of the Separation Payment and other benefits provided above to which you would not have been entitled under any existing P&G Policy, you release P&G from any and all claims you have against P&G. The term “P&G” includes «Company» and any of its present, former and future owners, parents, affiliates and subsidiaries, and its and their directors, officers, shareholders, employees, agents, servants, representatives, predecessors, successors and assigns and their employee benefit plans and programs and their administrators and fiduciaries.

This release applies to claims about which you now know or may later discover, and includes but is not limited to: (1) claims arising under the Age Discrimination in Employment Act, 29 U.S.C. § 621, et seq.; (2) claims arising out of or relating in any way to your employment with P&G or the conclusion of that employment; (3) claims arising under any federal, state and local employment discrimination laws, regulations or ordinances or other orders that relate to the employment relationship and/or employee benefits; and (4) any other federal, state or local law, rule, regulation or ordinance, public policy, contract, tort or common law.

This release does not apply to claims that may arise after the date you accept this Agreement or that may not be released under applicable law.

You are not waiving any rights you may have to: (a) your own vested accrued employee benefits under the P&G health, welfare, or retirement benefit plans as of the Last Day of Employment; (b) benefits and/or the right to seek benefits under applicable workers’ compensation and/or unemployment compensation statutes; (c) pursue claims which by law cannot be waived by signing this Agreement; (d) enforce this Agreement; and/or (e) challenge the validity of this Agreement.

You agree that the decision as to what would be your Last Day of Employment was made prior to your accepting and executing this Agreement, and you agree that you are releasing any claim in connection with the separation of your employment.

If any claim is not subject to release, to the extent permitted by law, you agree that you waive any right or ability to be a class or collective action representative or to otherwise participate in any putative or certified class, collective or multi-party action or proceeding based on such a claim in which P&G is a party.

	<p>Governmental Agencies: Nothing in this Separation Letter & Release prohibits or prevents you from filing a charge with or participating, testifying, or assisting in any investigation, hearing, or other proceeding before the U.S. Equal Employment Opportunity Commission, the National Labor Relations Board or a similar agency enforcing federal, state or local anti-discrimination laws. However, to the maximum extent permitted by law, you agree that if such an administrative claim is made to such an anti-discrimination agency, you shall not be entitled to recover any individual monetary relief or other individual remedies. Nothing in this Separation Letter & Release, including but not limited to the “<i>Release of Claims – Including Age Discrimination and Employment Claims</i>” and the “<i>Confidential, Proprietary, Trade Secret Information & Period of Non-Competition</i>” sections of this Separation Letter & Release, prohibits you from: (1) reporting possible violations of federal law or regulations, including any possible securities laws violations, to any governmental agency or entity, including but not limited to the U.S. Department of Justice, the U.S. Securities and Exchange Commission, the U.S. Congress, or any agency Inspector General; (2) making any other disclosures that are protected under the whistleblower provisions of federal law or regulations; or (3) otherwise fully participating in any federal whistleblower programs, including but not limited to any such programs managed by the U.S. Securities and Exchange Commission and/or the Occupational Safety and Health Administration. You understand you do not need the prior authorization from the Company to make any such reports or disclosures, and you are not required to notify the Company that you have made such reports or disclosures. Moreover, nothing in this Separation Letter & Release prohibits or prevents you from receiving individual monetary awards or other individual relief by virtue of participating in such federal whistleblower programs.</p>
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<p><i>Confidential, Proprietary, Trade Secret Information & Period of Non-Competition:</i></p>	<p>Subject to the “Governmental Agencies” portion of the “<i>Release of Claims – Including Age Discrimination and Employment Claims</i>” above, you agree that you will not use or share any confidential, proprietary or trade secret information about any aspect of P&G’s business with any non-P&G employee or business entity at any time in the future. You further agree that you will not obtain, transfer or have in your possession any confidential, proprietary or trade secret information on or after your last day of employment, even information you may have created yourself or to which you may have contributed as a P&G employee. Confidential, proprietary or trade secret information includes, but is not limited to, marketing and advertising plans, pricing information, upstream plans, specific areas of research and development, project work, product formulation, processing methods, assignments of individual employees, testing and evaluation procedures, cost figures, construction plans, and special techniques or methods of any kind.</p> <p>Notwithstanding the requirements of confidentiality contained in this section, the federal Defend Trade Secrets Act of 2016 immunizes you against criminal and civil liability under federal or state trade secret laws for your disclosure of trade secrets that is made i) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney solely for the purpose of reporting or investigating a suspected violation of law; ii) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal; or iii) to your attorney for use in a lawsuit alleging retaliation for reporting a suspected violation of law, provided that any document containing the trade secret is filed under seal and you do not otherwise disclose the trade secret, except pursuant to court order.</p> <p>You further understand and agree that, unless you have prior written consent from P&G, you will not engage in any activity or provide any services for a period of three (3) years following your Last Day of Employment in connection with the manufacture, development, advertising, promotion or sale of any product which is the same as, similar to, or competitive with any products of P&G or its subsidiaries (including both existing products as well as products in development which are known to you, as a consequence of your employment with P&G):</p> <ol style="list-style-type: none"> 1. With respect to which your work has been directly concerned at any time during the two (2) years preceding your Last Day of Employment; or 2. With respect to which during that period of time you, as a consequence of your job performance and duties, acquired knowledge of trade secrets or other confidential information of P&G.
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	<p>For the purposes of this section, it shall be conclusively presumed that you have knowledge or information to which you were directly exposed through the actual receipt of memos or documents containing such information or through actual attendance at meetings at which such information was discussed or disclosed. The provisions of this section are not in lieu of, but are in addition to, your continuing obligation to not use or disclose P&G's trade secrets and confidential information known to you until any particular trade secret or confidential information becomes generally known (through no fault of yours). Information regarding products in development, in test market or being marketed or promoted in a discrete geographic region, which information P&G is considering for a broader use, shall not be deemed generally known until such broader use is actually commercially implemented. Also, "generally known" means known throughout the domestic United States industry or, if you have job responsibilities outside of the United States, the appropriate foreign country or countries' industry.</p> <p>If any restriction in this section is found by any court of competent jurisdiction or arbitrator to be unenforceable because it extends for too long a period of time or over too great a range of activities or in too broad a geographic area, it will be modified and interpreted to extend only over the maximum period of time, range of activities or geographic area so that it may be enforceable.</p> <p>As a participant in the 2009 Stock and Incentive Compensation Plan, the 2001 Stock and Incentive Compensation Plan, or the 1992 Stock Plan, you are also bound by the terms of Article F – Restrictions & Covenants of those plans, which are incorporated herein by reference.</p> <p>If you are a participant in the Procter & Gamble 2019 Stock and Incentive Compensation Plan and the Procter & Gamble 2014 Stock and Incentive Compensation Plan, you are also bound by the terms of Article 6 – Restrictions and Covenants of this plan which are incorporated herein by reference.</p>
<i>Non-Solicitation</i>	<p>You acknowledge, as a participant in the Procter & Gamble 2019 Stock and Incentive Compensation Plan, the Procter & Gamble 2014 Stock & Incentive Compensation Plan, the Procter & Gamble 2009 Stock and Incentive Compensation Plan, the Procter & Gamble 2001 Stock and Incentive Plan, the Procter & Gamble 1992 Stock Plan, and/or the Gillette Company 2004 Long-Term Incentive Plan that you are bound to comply with the Plans' non-solicitation obligations. Specifically, you agree that you will not, at any time following your Employment Separation Date, attempt to directly or indirectly induce any employee of P&G or its affiliates or subsidiaries to be employed or perform services elsewhere or attempt directly or indirectly to solicit the trade or business of any current or prospective customer, supplier or partner of P&G or its affiliates or subsidiaries.</p>

<p><i>Acknowledgements and Affirmations:</i></p>	<p>Subject to the “Governmental Agencies” portion of the “<i>Release of Claims – Including Age Discrimination and Employment Claims</i>” above, you affirm that you have not filed, caused to be filed, or presently are a party to any claim against P&G.</p> <p>You affirm that you have been paid and/or have received all compensation, wages, bonuses, commissions, and/or benefits which are due and payable as of the date you sign this Agreement. To the extent that you are required to report hours worked, you affirm that you have reported all hours worked as of the date you sign this Agreement.</p> <p>You affirm that you have been granted any leave to which you were entitled under the Family and Medical Leave Act or related state or local leave or disability accommodation laws.</p> <p>You further affirm that you have no known workplace injuries or occupational diseases that have not been reported.</p>
<p><i>Assignment of Intellectual Property:</i></p>	<p>You will promptly and fully disclose, transfer and assign to P&G all inventions and any other intellectual property (collectively “Intellectual Property”) made or conceived by you during your employment with P&G. You agree to fully cooperate in executing any papers required for establishing or protecting the Intellectual Property and for establishing P&G’s ownership, even if such cooperation is necessary after your Last Day of Employment.</p>
<p><i>Return of P&G Property:</i></p>	<p>You agree that on or before your Last Day of Employment, you will return to P&G in good condition all of its equipment, materials and information that were in your possession, custody or control (including, but not limited to, computers, files, documents, credit cards, keys and identification badges). You further agree that you will provide your manager with all passwords to P&G electronic communication and data systems before your Last Day of Employment. You further agree that on or before your Last Day of Employment, you will return or if directed to do so by your immediate manager, delete (i.e., destroy all copies of) any and all P&G confidential, proprietary or trade secret information you have maintained in your possession, custody, or control in paper, electronic and/or digital formats, including but not limited to, any such confidential, proprietary, or trade secret information (e.g., files, documents, etc.) that you may have electronically or digitally processed or stored on P&G-issued or on personally-owned or maintained digital devices and/or service accounts. Such digital devices and/or service accounts may include, but are not limited to desktop and laptop computers, notebooks, tablets, iPads, mobile phones, smartphones, personal digital assistants (PDAs), USB and flash drives, external hard drives, CDs, DVDs, and/or external file processing or storage provided by cloud service providers such as box.net, dropbox, Google docs, etc.</p>

<i>Ethics Compliance:</i>	Subject to the “Governmental Agencies” portion of the “ <i>Release of Claims – Including Age Discrimination and Employment Claims</i> ” above, you agree that you provided P&G all information known to you regarding any violations of the Procter & Gamble Worldwide Business Conduct Manual and/or any other violations of P&G policy or the law.
<i>Severability:</i>	If any court of competent jurisdiction or arbitrator should later find that any portion of this Agreement is invalid, that invalidity will not affect the enforceability of any other portion of this Agreement.
<i>Employment References:</i>	You understand that P&G’s historical policy is to not provide employment references to prospective employers. However, P&G is willing to waive that policy in your case on the following basis: You authorize your manager or human resources representative to provide an employment reference upon written or verbal request. In return, you release any claim against P&G and will not bring a lawsuit in court against P&G based upon that employment reference (or lack thereof). You agree that you will refer all reference inquiries to your manager or human resources representative only.
<i>No Reliance:</i>	This Agreement sets forth the entire agreement between you and P&G and fully supersedes any prior agreements or understanding between the parties except that if you are a participant in the 2009 Stock and Incentive Compensation Plan, the 2001 Stock and Incentive Compensation Plan, or the 1992 Stock Plan, the terms of Article F – Restrictions & Covenants of those plans remain in full force and effect and are incorporated herein by reference and if you are a participant in the Procter & Gamble 2019 Stock and Incentive Compensation Plan or the Procter & Gamble 2014 Stock and Incentive Compensation Plan, the terms of Article 6 – Restrictions & Covenants of those plans remain in full force and are in effect and are incorporated herein by reference. In deciding to accept this Agreement, you agree that you have not relied upon any statements or promises by P&G, its managers, agents or employees, other than those set forth in this Agreement. No other promises or agreements concerning the matters described in this Agreement shall be binding unless in a subsequent document signed by these parties.

<i>Your Attorney:</i>	You acknowledge that you have been and hereby are advised to consult with legal counsel before accepting this Agreement and have either done so or have voluntarily declined to do so.
<i>Timing for Acceptance or Revocation:</i>	<p>You have forty-five (45) calendar days in which to consider this Agreement in which you waive important rights, including those under the Age Discrimination in Employment Act of 1967. If you choose to sign this Agreement, please do so by indicating your acceptance of this Agreement with your electronic signature in P&G's electronic system. We advise you to consult with an attorney of your choosing prior to signing this Agreement. Further, you may within seven (7) calendar days following the date you sign this Agreement, cancel and terminate it by giving written notice of your intention to revoke the Agreement to your immediate manager, and by returning to P&G any remuneration or benefits that have been advanced to you in anticipation of your not revoking your agreement and to which you are not entitled. If notice of your revocation is mailed, it must be postmarked within seven (7) calendar days after you sign this Agreement.</p> <p>You agree that any modifications, material or otherwise, made to this Agreement, do not restart or affect in any manner the original up to forty-five (45) calendar day consideration period.</p>

The benefits described in this Agreement and pursuant to the summary plan description for the Procter & Gamble Basic Separation Program for U.S. Employees (to be obtained from your HR business partner), are the special benefits you will receive by signing this Agreement. To the extent this Agreement describes benefits under other benefit plans and policies sponsored by P&G, these special benefits are also described in the summary plan descriptions for those plans. As such, nothing in this Agreement amends or changes the terms of any P&G-sponsored employee benefit plan or policy.

After your Last Day of Employment, you will no longer be an active P&G employee, which may affect your coverage under those plans and policies. For example, plans may require that you enroll in Medicare to be eligible for coverage. For more information on how not being an active P&G employee may affect your coverage, please refer to and review the summary plan descriptions for each plan.

Exhibit (10-13)

Company's Form of Separation Letter and Release

[ON P&G LETTERHEAD]

[INSERT DATE]

[INSERT EMPLOYEE NAME]

[INSERT EMPLOYEE ADDRESS]

[INSERT EMPLOYEE ADDRESS]

RE: Separation Agreement & Release

Dear [INSERT EMPLOYEE NAME]:

[INSERT PROPER LEGAL ENTITY] ("P&G") is willing to assist you following your employment separation from P&G in exchange for your agreement and compliance with the terms set forth below.

Employment Separation Date: Your last day of employment with P&G will be [INSERT DATE], which will be your "Employment Separation Date" for purposes of this agreement. You understand and agree that if P&G determines that you engaged in misconduct during your employment, or if you fail to perform your work and responsibilities in a satisfactory manner up to and including your Employment Separation Date, P&G may terminate your employment immediately and will not provide, nor be obligated to provide, the payment(s) and other benefits described in this agreement.

Vacation: You will receive payment for your accrued but unused vacation as of your Employment Separation Date, which sum will be paid to you in accordance with P&G policy and applicable laws. You will not accrue any additional vacation following your Employment Separation Date.

STAR Award
(use this paragraph only if the employee is eligible for STAR awards) As of your Employment Separation Date, if you were otherwise eligible for a STAR award and you worked at least 28 days (4 calendar weeks) during the fiscal year, you will receive a pro-rated STAR award for the fiscal year. Your STAR award will be pro-rated by dividing the number of calendar days during the fiscal year from July 1 through your Employment Separation Date by 365. Your STAR award will be paid in cash in the September (but no later than September 15th) immediately following the end of the fiscal year in which your employment terminates with P&G.

Separation Payment (use this paragraph only if a separation payment will be provided):

P&G will, within thirty (30) calendar days after your Employment Separation Date, provide you with a separation payment in the amount of \$[INSERT AMOUNT] ("Separation Payment") (representing [INSERT #] weeks of pay at your current salary), less applicable state and federal withholdings and deductions, which sum will be paid in one lump sum payment. The Separation Payment will be the only assistance P&G provides upon your separation. Other resources may be available to you as a participant in general compensation and benefit plans, which it will be your responsibility to identify and make any necessary arrangements upon separation.

Amounts you owe to P&G as of your Employment Separation Date, including, but not limited to, wage and/or benefit overpayments and unpaid loans, will also be deducted from the Separation Payment.

Unemployment Compensation Benefits (use this paragraph only if a separation payment is being provided):

Your Separation Payment will be allocated to the [INSERT #] week period following your Employment Separation Date.

Special Retirement (“Rule of 70”) (use this paragraph only if the Company has decided to give access to special retirement upon separation) P&G will agree to allow the “Rule of 70” to apply to you, but only for purposes of eligibility for retiree health care benefits under the Procter & Gamble Retiree Welfare Benefits Plan. The Rule of 70 is a special eligibility rule for retiree health care coverage (including medical, dental, and prescription drug benefits) under the Procter & Gamble Retiree Welfare Benefits Plan that only applies in specific circumstances. The Rule of 70 will apply to you with respect to health care coverage under the Procter & Gamble Retiree Welfare Benefits Plan as long as that Plan continues to exist and as long as the Rule of 70 continues as an eligibility rule for coverage under that Plan.

For purposes of this paragraph only, the parties agree that your employment with P&G ended on [EMPLOYMENT SEPARATION DATE], and that you were not terminated for cause. The parties also agree that at the time your employment with the Company ended, you were [##] years old and had [##] years of service with the Company, making your full years of age plus full years of service [TOTAL], which is greater than 70.

To avoid confusion, other than establishing that the Rule of 70 applies to you for purposes of retiree health care coverage under the Procter & Gamble Welfare Benefits Plan, you are subject to the same terms and conditions of the Procter & Gamble Welfare Benefits Plan, including but not limited to (1) coverage does not begin until you enroll in the Plan, and once enrolled coverage is only prospective, (2) the monthly premiums required for coverage under the Plan must be paid on time to avoid coverage from terminating, (3) you will become ineligible for coverage under the Plan while you are employed by a direct competitor of P&G (as determined by P&G’s Chief Human Resources Officer) in an officer and/or director capacity (if you were at Band 5 or below at the time your employment with the Company ended) or in any capacity (if you were at Band 6 or above at the time your employment with the Company ended), and (4) the Company’s reservation of amendment and termination rights with respect to the Plan.

Retention of Vested & Unvested Equity Awards (use this paragraph only if the Company has decided to allow the person to retain his/her equity and the proper approvals have been obtained)

Your separation will be treated as a Special Separation for purposes of any outstanding equity awards granted under the Procter & Gamble 2009 Stock and Incentive Compensation Plan, the Procter & Gamble 2001 Stock and Incentive Compensation Plan, the Procter & Gamble 1992 Stock Plan, or the Gillette Company 2004 Long-Term Incentive Plan and, as a result, you will retain the awards subject to the original terms and conditions of the awards. You will also retain awards granted under the Procter & Gamble 2014 Stock & Incentive Compensation Plan and the Procter & Gamble 2019 Stock & Incentive Compensation Plan subject to the terms and conditions of those Awards. For awards granted on or after October 1, 2020 pursuant to the Long-Term Incentive Program (LTIP) and/or Performance Stock Program (PSP), awards will be prorated based on the number of days worked in the 12 months following the October 1 grant date, with a minimum of 28 days worked beyond October 1.

This Separation Agreement & Release does not alter the rights and obligations that you may have under the Procter & Gamble 2019 Stock & Incentive Compensation Plan, the Procter & Gamble 2014 Stock & Incentive Compensation Plan, the Procter & Gamble 2009 Stock and Incentive Compensation Plan, the Procter & Gamble 2001 Stock and Incentive Plan, the Procter & Gamble 1992 Stock Plan, and the Gillette Company 2004 Long-Term Incentive Plan.

*Release of Claims - Including
Employment Claims:*

You hereby release P&G from any, and all claims or rights you may have against P&G. The term "P&G" includes The Procter & Gamble Company and any of its present, former and future owners, parents, affiliates and subsidiaries, and its and their directors, officers, shareholders, employees, agents, benefit plans, trustees, fiduciaries, servants, representatives, predecessors, successors and assigns. This release applies to claims about which you now know or may later discover, and includes but is not limited to: (1) claims arising under the **Age Discrimination in Employment Act** ("ADEA"), 29 U.S.C. § 621, et seq.; (2) claims arising under any other federal, state or local law, regulation or ordinance or other order that regulates the employment relationship and/or employee benefits; and (3) claims arising out of or relating in any way to your employment with P&G or the conclusion of that employment. This release does not apply to claims that may arise after the date you sign this agreement or that may not be released under applicable law.

Governmental Agencies: Nothing in this Separation Agreement & Release prohibits or prevents you from filing a charge with or participating, testifying, or assisting in any investigation, hearing, or other proceeding before the U.S. Equal Employment Opportunity Commission, the National Labor Relations Board or a similar agency enforcing federal, state or local anti-discrimination laws. However, to the maximum extent permitted by law, you agree that if such an administrative claim is made to such an anti-discrimination agency, you shall not be entitled to recover any individual monetary relief or other individual remedies. Nothing in this Separation Agreement & Release prohibits you from: (1) reporting possible violations of federal law or regulations, including any possible securities laws violations, to any governmental agency or entity, including but not limited to the U.S. Department of Justice, the U.S. Securities and Exchange Commission, the U.S. Congress, or any agency Inspector General; (2) making any other disclosures that are protected under the whistleblower provisions of federal law or regulations; or (3) otherwise fully participating in any federal whistleblower programs, including but not limited to any such programs managed by the U.S. Securities and Exchange Commission and/or the Occupational Safety and Health Administration. You understand you do not need the prior authorization from the Company to make any such reports or disclosures, and you are not required to notify the Company that you have made such reports or disclosures. Moreover, nothing in this Separation Agreement & Release prohibits or prevents you from receiving individual monetary awards or other individual relief by virtue of participating in such federal whistleblower programs.

<i>Return of P&G Property:</i>	You agree that by your Employment Separation Date, you will return to P&G in good condition all of its equipment, materials and information that were in your possession, custody or control (including, but not limited to, computers, phones, iPads, tablets files, documents, credit cards, keys and identification badges). You further agree that you will provide your manager with all passwords to P&G electronic communication and data systems before your Employment Separation Date.
<i>Confidential Business Information:</i>	Consistent with the “Information for the Departing Employee” document reviewed with you prior to your Employment Separation Date, you agree to protect P&G business information. Subject to the “Government Agencies” paragraph in the above Release of Claims, you agree not to disclose or transfer to yourself or others any P&G business information, even information you may have created yourself or to which you may have contributed as a P&G employee. Please refer to the “Information for the Departing Employee” document for more information.
<i>Continuing Cooperation (this paragraph should be used for R&D employees)</i>	Regardless of whether you sign this Agreement and in the event it becomes necessary, following your Employment Separation Date, you are required to cooperate in executing any and all papers required for filing and prosecuting any patent applications and establishing P&G’s ownership of all inventions relating to its business which are made by employees hired to invent or create. You understand that you will not receive any additional compensation for such cooperation.
<i>No Other Agreements:</i>	Except as specifically set forth in this Paragraph (“No Other Agreements”), this agreement supersedes any prior written or oral agreements between P&G and you concerning the termination of your employment and any benefits you might receive following that event. This agreement is neither a Negotiated Separation Agreement under the Procter & Gamble Basic Separation Program nor an agreement under any other separation program or plan sponsored by The Procter & Gamble Company or any of its subsidiaries. This agreement does not alter your rights and obligations under the terms of the P&G Profit Sharing and Employee Stock Ownership Plan, other retirement plans, the P&G Stock and Incentive Compensation Plan, and other compensation plans.

To accept the terms set forth in this agreement, you can do so by following one of the two options below:

1. To accept electronically via the Global Separation System (“GSS”) according to the terms of the above agreement: Go back to the e-mail and electronic link you received from GSS and click on the “Accept” button to accept the electronic signature process. Then you will be taken to the page that you can provide your decision to the above agreement. By clicking “Accept,” you acknowledge that you have read the entire agreement, that you understand it, and that you voluntarily accept its terms. You further agree that you understand that it is a

legally binding agreement, that you have been advised to consult with an attorney, that you have been given 21 days to consider this Separation Agreement & Release, and that you can revoke your acceptance within seven days of accepting the agreement by providing written notification to your immediate manager. **Finally, you understand that (1) this Separation Agreement & Release includes the release of all claims and (2) you are waiving unknown claims and are doing so intentionally and voluntarily.** If you do not wish to accept the terms of this agreement, click on the “Decline” button.

2. To accept this agreement by manual signature, please sign and date below. By signing below, you acknowledge that you have read the entire agreement, that you understand it, and that you voluntarily accept its terms. You further agree that you understand this is a legally binding agreement, that you have been advised to consult with an attorney, that you have been given 21 days to consider this Separation Agreement & Release and that you can revoke your acceptance within seven days of your acceptance by providing written notification to your human resources manager. **Finally, you understand that (1) this Separation Agreement & Release includes the release of all claims and (2) you are waiving unknown claims and are doing so intentionally and voluntarily.**

Sincerely,
The Procter & Gamble Company
By: _____

Accepted and agreed to this _____ day of _____, 20__.

[INSERT EMPLOYEE NAME]

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 that, if considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of June 30, 2022.

SUBSIDIARIES OF THE PROCTER & GAMBLE COMPANY

	Jurisdiction
1837, LLC	Ohio
Agile Pursuits Franchising, Inc.	Ohio
Agile Pursuits, Inc.	Ohio
Arbora & Ausonia, S.L.U.	Spain
Braun (Shanghai) Co., Ltd.	China
Braun GmbH	Germany
Celtic Insurance Company, Inc.	Vermont
Charlie Banana (USA), LLC	Delaware
Detergent Products B.V.	Netherlands
Detergent Products Sarl	Switzerland
Detergenti S.A.	Romania
Pharmacy Beauty Japan Kabushiki Kaisha	Japan
Pharmacy Beauty, LLC	New Jersey
Pharmacy Korea Co., Ltd.	Korea
Fater Central Europe SRL	Romania
Fater Eastern Europe LLC	Russia
Fater Portugal Unipessoal Lda	Portugal
Fater S.p.A.	Italy
Fater Temizlik Urunleri Ltd STI	Turkey
First Aid Beauty Limited	Delaware
Fountain Square Music Publishing Co., Inc.	Ohio
FPG Oleochemicals Sdn. Bhd.	Malaysia
Gillette (China) Limited	China
Gillette (Shanghai) Ltd.	China
Gillette Australia Pty. Ltd.	Australia
Gillette Commercial Operations North America	Massachusetts
Gillette del Uruguay, S.A.	Uruguay
Gillette Diversified Operations Pvt. Ltd.	India
Gillette Dominicana, S.A.S.	Dominican Republic
Gillette Egypt S.A.E.	Egypt
Gillette Holding Company LLC	Delaware
Gillette Holding GmbH	Germany
Gillette India Limited	India
Gillette Industries Ltd.	U.K.
Gillette Latin America Holding B.V.	Netherlands
Gillette Management, LLC	Delaware
Gillette Pakistan Limited	Pakistan
Gillette Poland International Sp. z.o.o.	Poland
Gillette U.K. Limited	U.K.
Grooming Ventures - FL LLC	Florida
Grooming Ventures LLC	Delaware
Hygiett KFT	Hungary
iMFLUX Inc.	Delaware
Industries Marocaines Modernes SA	Morocco
Ismail Abudawood Procter & Gamble - Dammam	Saudi Arabia
Laboratoire Mediflor S.A.S.	France
Laboratorios Vicks, S.L.U.	Spain
Lamberts Healthcare Ltd.	U.K.
Liberty Street Music Publishing Company, Inc.	Ohio
LLC "Procter & Gamble - Novomoskovsk"	Russia

LLC 'Procter & Gamble Trading Ukraine'	Ukraine
LLC with foreign investments “Procter & Gamble Ukraine”	Ukraine
Modern Products Company - Jeddah	Saudi Arabia
Nature's Best Health Products Ltd.	U.K.
New Chapter Canada Inc.	Canada
New Chapter, Inc.	Delaware
Oral-B Laboratories	Delaware
P&G Consumer Health Germany GmbH	Germany
P&G Distribution East Africa Limited	Kenya
P&G Distribution Morocco SAS	Morocco
P&G Hair Care Holding, Inc.	Delaware
P&G Health Austria GmbH & Co. OG	Austria
P&G Health Belgium BV	Belgium
P&G Health France S.A.S.	France
P&G Health Germany GmbH	Germany
P&G Healthcare (Zhejiang) Company Limited	China
P&G Industrial Peru S.R.L.	Peru
P&G Innovation Godo Kaisha	Japan
P&G Investment Management Ltd.	United Arab Emirates
P&G Israel M.D.O. Ltd.	Israel
P&G Japan G.K.	Japan
P&G K.K.	Japan
P&G Northeast Asia Pte. Ltd.	Singapore
P&G Prestige Godo Kaisha	Japan
P&G South African Trading (Pty.) Ltd.	South Africa
"Petersburg Products International" LLC	Russia
PG 13 Launchpad Alpha, Inc.	Delaware
PG13 Launchpad Beta, Inc.	Delaware
PG13 Launchpad Gamma, Inc.	Delaware
Phase II Holdings Corporation	Philippines
Principle Forsaking AB	Sweden
Procter & Gamble (Chengdu) Ltd.	China
Procter & Gamble (China) Ltd.	China
Procter & Gamble (China) Sales Co., Ltd.	China
Procter & Gamble (Guangzhou) Consumer Products Co., Ltd.	China
Procter & Gamble (Guangzhou) Enterprise Management Service Company Limited	China
Procter & Gamble (Guangzhou) Ltd.	China
Procter & Gamble (Guangzhou) Technology Innovation Co., LTD.	China
Procter & Gamble (Guangzhou) Commerce Co. 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 (Manufacturing) Ireland Limited	Ireland
Procter & Gamble (Singapore) Pte. Ltd.	Singapore
Procter & Gamble Algeria EURL	Algeria
Procter & Gamble Amiens S.A.S.	France
Procter & Gamble Arabia L.L.C.	United Arab Emirates
Procter & Gamble Argentina SRL	Argentina
Procter & Gamble Asia Pte. Ltd.	Philippines
Procter & Gamble Australia Proprietary Limited	Australia
Procter & Gamble Azerbaijan Services LLC	Azerbaijan
Procter & Gamble Bangladesh Private Ltd.	Bangladesh
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 Limitada	Chile
Procter & Gamble Colombia Ltda.	Colombia
Procter & Gamble Commercial LLC	Puerto Rico
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 de Venezuela, S.R.L.	Venezuela
Procter & Gamble Detergent (Beijing) Ltd.	China
Procter & Gamble Deutschland GmbH	Germany
Procter & Gamble Distributing (Philippines) Inc.	Philippines
Procter & Gamble Distribution Company (Europe) BV	Belgium
Procter & Gamble Distribution S.R.L.	Romania
Procter & Gamble Distributorskaya Compania LLC	Russia
Procter & Gamble do Brasil Ltda.	Brazil
Procter & Gamble do Brazil, LLC	Delaware
Procter & Gamble doo Beograd	Serbia and Montenegro
Procter & Gamble DS Polska Sp. 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.U.	Spain
Procter & Gamble Far East, Inc.	Ohio
Procter & Gamble Finance Holding Ltd.	U.K.
Procter & Gamble Finance Management S.a.r.l.	Luxembourg
Procter & Gamble Financial Investments LLP	U.K.
Procter & Gamble Financial Services Ltd.	U.K.
Procter & Gamble Finland OY	Finland
Procter & Gamble France S.A.S.	France
Procter & Gamble Germany GmbH	Germany
Procter & Gamble Germany GmbH & Co. Operations oHG	Germany
Procter & Gamble Ghana Trading Limited	Ghana
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 Health Limited	India
Procter & Gamble Health Ltd.	U.K.
Procter & Gamble Health Poland Sp. z o.o.	Poland
Procter & Gamble Hellas Single Member 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 Home Products Private Limited	India
Procter & Gamble Honduras S de RL	Honduras
Procter & Gamble Hong Kong Limited	Hong Kong
Procter & Gamble Hungary Wholesale Trading Partnership (KKT)	Hungary

Procter & Gamble Hygiene & Health Care Limited	India
Procter & Gamble Inc.	Canada
Procter & Gamble India Holdings, Inc.	Ohio
Procter & Gamble Indochina Company Limited	Vietnam
Procter & Gamble Industrial - 2012 C.A.	Venezuela
Procter & Gamble Industrial e Comercial Ltda.	Brazil
Procter & Gamble Industrial S.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 Operations SA	Switzerland
Procter & Gamble International Operations SA-ROHQ	Philippines
Procter & Gamble International Sarl	Switzerland
Procter & Gamble Italia, S.p.A.	Italy
Procter & Gamble Kazakhstan Distribution LLP	Kazakhstan
Procter & Gamble Korea S&D Co.	Korea
Procter & Gamble Korea, Inc.	Korea
Procter & Gamble Leasing LLC	Ohio
Procter & Gamble Levant S.A.L.	Lebanon
Procter & Gamble Limited	U.K.
Procter & Gamble LLC	Russia
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 GmbH	Germany
Procter & Gamble Manufacturing Mexico S. de R.L. de C.V.	Mexico
Procter & Gamble Manufacturing SA (Pty) Ltd	South Africa
Procter & Gamble Marketing Romania SRL	Romania
Procter & Gamble Mataro, S.L.U.	Spain
Procter & Gamble Mexico (US) LLC	Delaware
Procter & Gamble Mexico S. de R.L. de C.V.	Mexico
Procter & Gamble Middle East FZE	United Arab Emirates
Procter & Gamble Nederland B.V.	Netherlands
Procter & Gamble Netherlands Services B.V.	Netherlands
Procter & Gamble Nigeria Limited	Nigeria
Procter & Gamble Norge AS	Norway
Procter & Gamble Operations Polska Sp. z o.o.	Poland
Procter & Gamble Overseas India B.V.	Netherlands
Procter & Gamble Pakistan (Private) Limited	Pakistan
Procter & Gamble Peru S.R.L.	Peru
Procter & Gamble Philippines Business Services Inc.	Philippines
Procter & Gamble Philippines, Inc.	Philippines
Procter & Gamble Polska Sp. z o.o	Poland
Procter & Gamble Portugal - Produtos De Consumo, Higiene e Saúde S.A.	Portugal
Procter & Gamble Product Supply (U.K.) Limited	U.K.
Procter & Gamble Productions, Inc.	Ohio
Procter & Gamble Retail Services Sarl	Switzerland
Procter & Gamble RHD, Inc.	Ohio
Procter & Gamble RSC Regional Service Company Ltd.	Hungary
Procter & Gamble S.r.l.	Italy
Procter & Gamble Service, GmbH	Germany
Procter & Gamble Services Company N.V.	Belgium
Procter & Gamble Sverige AB	Sweden

Procter & Gamble Taiwan Limited	Taiwan
Procter & Gamble Taiwan Sales Company Limited	Taiwan
Procter & Gamble Technical Centres Limited	U.K.
Procter & Gamble Technology (Beijing) Co., Ltd.	China
Procter & Gamble Trading (Thailand) Limited	Thailand
Procter & Gamble Tuketim Mallari Sanayii A.S.	Turkey
Procter & Gamble UK	U.K.
Procter & Gamble UK Group Holdings Ltd	U.K.
Procter & Gamble Vietnam Company Limited	Vietnam
Procter & Gamble West Africa Sarl	Switzerland
Procter & Gamble, Spol. s.r.o. (Ltd.)	Slovak Republic
Procter & Gamble-Rakona s.r.o.	Czech Republic
Procter and Gamble Lanka (Private) Limited	Sri Lanka
Progam Realty & Development Corporation	Philippines
PT Procter & Gamble Home Products Indonesia	Indonesia
PT Procter & Gamble Operations Indonesia	Indonesia
Redmond Products, Inc.	Minnesota
Richardson-Vicks Real Estate Inc.	Ohio
Riverfront Music Publishing Co., Inc.	Ohio
Rosemount LLC	Delaware
Series Acquisition B.V.	Netherlands
Seven Seas Limited	U.K.
Shulton, Inc.	New Jersey
Snowberry New Zealand Limited	New Zealand
SPD Development Company Limited	U.K.
SPD Swiss Precision Diagnostics GmbH	Switzerland
Sunflower Distributing LLC	Delaware
Tambrands Inc.	Delaware
TAOS - FL, LLC	Florida
Temple Trees Impex & Investment Private Limited	India
The Dover Wipes Company	Ohio
The Gillette Company LLC	Delaware
The Procter & Gamble Distributing LLC	Delaware
The Procter & Gamble Global Finance Company, LLC	Ohio
The Procter & Gamble Manufacturing Company	Ohio
The Procter & Gamble Paper Products Company	Ohio
The Procter & Gamble U.S. Business Services Company	Ohio
This is L. Inc.	Delaware
TULA Life, Inc.	Delaware
United Beauty Brands, LLC	California
US CD LLC	Delaware
Vidal Sassoon (Shanghai) Academy	China
VitaminHaus Pty Ltd	Australia
VitaminHaus Pty Ltd	U.K.
Walker & Co. Brands, Inc.	Delaware
Zenlen, Inc.	Delaware
ZeroBrush, Inc.	Delaware

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 registration statements of our reports dated August 5, 2022, relating to the consolidated financial statements of The Procter & Gamble Company and the effectiveness of The Procter & Gamble Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K for the year ended June 30, 2022:

Form S-8

No. 33-49289
No. 33-47656
No. 33-50273
No. 33-51469
No. 333-14381
No. 333-21783
No. 333-37905
No. 333-51213
No. 333-51219
No. 333-51221
No. 333-34606
No. 333-44034
No. 333-47132
No. 333-75030
No. 333-100561
No. 333-108991
No. 333-108993
No. 333-108994
No. 333-108995

Form S-8

No. 333-108997
No. 333-108998
No. 333-108999
No. 333-111304
No. 333-128859
No. 333-143801
No. 333-155046
No. 333-161725
No. 333-164612
No. 333-192841
No. 333-208407
No. 333-208408
No. 333-208409
No. 333-208410
No. 333-208411
No. 333-208412
No. 333-234131
No. 333-199592

Form S-3

No. 333-249543
No. 333-249545
No. 333-249546

/s/ Deloitte & Touche LLP

Cincinnati, Ohio

August 5, 2022

EXHIBIT (31)

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:
 - i) 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;
 - ii) 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;
 - iii) 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;
 - iv) 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/ JON R. MOELLER

(Jon R. Moeller)
Chairman of the Board, President and Chief Executive Officer

August 5, 2022
Date

EXHIBIT (31)

Rule 13a-14(a)/15d-14(a) Certifications

I, Andre Schulten, 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:
 - i) 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;
 - ii) 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;
 - iii) 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;
 - iv) 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/ ANDRE SCHULTEN

(Andre Schulten)
Chief Financial Officer

August 5, 2022
Date

EXHIBIT (32)

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, 2022 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)
Chairman of the Board, President and Chief Executive Officer

August 5, 2022
Date

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version 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.

EXHIBIT (32)

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, 2022 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/ ANDRE SCHULTEN

(Andre Schulten)
Chief Financial Officer

August 5, 2022
Date

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version 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.

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, 2021 to June 30, 2022 were \$300 million.