

PROCTER & GAMBLE Co

Form PREC14A

July 17, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

The Procter & Gamble Company

(Name of Registrant as Specified in Its Charter)

Triam Fund Management, L.P.

Triam Fund Management GP, LLC

Triam Partners, L.P.

Trian Partners Co-Investment Opportunities Fund, Ltd.
Trian Partners Master Fund, L.P.
Trian Partners Parallel Fund I, L.P.
Trian Partners Master Fund (ERISA), L.P.
Trian Partners Strategic Investment Fund-A, L.P.

Trian Partners Strategic Co-Investment Fund-A, L.P.

Trian Partners Strategic Investment Fund-D, L.P.
Trian SPV (Sub) XII L.P.

Trian Partners Fund (Sub)-G, L.P.

Trian Partners Strategic Fund-G II, L.P.

Trian Partners Strategic Fund-G III, L.P.

Trian Partners Strategic Investment Fund-N, L.P.

Trian Partners Strategic Fund-K, L.P.

Trian Partners Strategic Fund-C, Ltd.

Nelson Peltz

Peter W. May

Edward P. Garden

Clayton C. Daley, Jr.

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

PRELIMINARY COPY SUBJECT TO COMPLETION

2017 Annual Meeting of Shareholders of

The Procter & Gamble Company

PROXY STATEMENT

OF

THE TRIAN GROUP

PLEASE VOTE THE ENCLOSED WHITE PROXY CARD TODAY—BY PHONE, BY INTERNET OR BY SIGNING, DATING AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED

IMPORTANT

July [], 2017

To Our Fellow P&G Shareholders:

This Proxy Statement (this "Proxy Statement") and the enclosed **WHITE** proxy card are being furnished to shareholders of The Procter & Gamble Company ("P&G" or the "Company") in connection with the solicitation of proxies by Trian Partners, L.P., a Delaware limited partnership ("Trian Onshore"), Trian Partners Co-Investment Opportunities Fund,

Ltd., a Cayman Islands exempted company with limited liability ("Co-Investment Fund," and together with Trian Onshore, the "Nominating Funds"), Trian Partners Master Fund, L.P., a Cayman Islands limited partnership ("Trian Offshore"), Trian Partners Parallel Fund I, L.P., a Delaware limited partnership ("Parallel Fund I"), Trian Partners Master Fund (ERISA), L.P., a Cayman Islands limited partnership ("Trian ERISA"), Trian Partners Strategic Investment Fund-A, L.P., a Delaware limited partnership ("Strategic Fund-A"), Trian Partners Strategic Co-Investment Fund-A, L.P., a Delaware limited partnership ("Coinvest Fund-A"), Trian Partners Strategic Investment Fund-D, L.P., a Cayman Islands limited partnership ("Strategic Fund-D"), Trian SPV (Sub) XII, L.P., a Delaware limited partnership ("SPV XII"), Trian Partners Fund (Sub)-G, L.P., a Delaware limited partnership ("Fund G"), Trian Partners Strategic Fund-G II, L.P., a Delaware limited partnership ("Strategic Fund-G II"), Trian Partners Strategic Fund-G III, L.P., a Delaware limited partnership ("Strategic Fund-G III"), Trian Partners Strategic Investment Fund-N, L.P., a Delaware limited partnership ("Strategic Fund-N"), Trian Partners Strategic Fund-K, L.P., a Delaware limited partnership ("Strategic Fund-K"), Trian Partners Strategic Fund-C, Ltd., a Cayman Islands exempted company with limited liability ("Strategic Fund-C"), and together with the Nominating Funds, Trian Offshore, Parallel Fund I, Trian ERISA, Strategic Fund-A, Coinvest Fund-A, Strategic Fund-D, SPV XII, Fund G, Strategic Fund-G II, Strategic Fund-G III, Strategic Fund-N, Strategic Fund-K and Strategic Fund-C, collectively, the "Funds"), Trian Fund Management, L.P., a Delaware limited partnership ("Trian Management", or "Trian"), Trian Fund Management GP, LLC, a Delaware limited liability company ("Trian Management GP") (the Funds, Trian Management and Trian Management GP are sometimes hereinafter referred to collectively as the "Trian Entities"), Nelson Peltz, a citizen of the United States of America, Peter W. May, a citizen of the

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United States of America, and Edward P. Garden, a citizen of the United States of America (the Trian Entities and Messrs. Peltz, May and Garden are sometimes hereinafter referred to collectively as the “Trian Group”), and Clayton C. Daley, Jr., a citizen of the United States of America (together with the Trian Group, the “Participants”), to be used at the 2017 annual meeting of shareholders of P&G, including any adjournments or postponements thereof and any special meeting held in lieu thereof (the “2017 Annual Meeting”). The 2017 Annual Meeting is scheduled to be held at [The Procter & Gamble Company General Offices, 1 Procter & Gamble Plaza, Cincinnati, Ohio 45202] on [[], 2017], at [9:00 a.m.] (EDT)]. This Proxy Statement and the enclosed WHITE proxy card are first being furnished to shareholders on or about [].

THIS SOLICITATION IS BEING MADE BY THE TRIAN GROUP AND NOT ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY.

We are soliciting your proxy for the 2017 Annual Meeting in respect of the following proposals:

1. To elect Nelson Peltz ("Mr. Peltz" or the "Nominee") and the candidates of The Procter & Gamble Company (the "Company") other than [] (the "Excluded Company Nominee") for election at the 2017 Annual Meeting to serve as directors of the Company ("Proposal 1");
2. To ratify the appointment of Deloitte & Touche LLP ("Deloitte") as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018 ("Proposal 2");
3. To approve, on an advisory basis, the Company's executive compensation ("Proposal 3"); and

4. To adopt a resolution that each provision or amendment of the Regulations of the Company (the "Regulations") adopted by the Board of Directors of the Company (the "Board") (and not by the Company's shareholders) subsequent to April 8, 2016 and prior to the approval of this resolution be repealed, effective as of the time this resolution is approved by the Company's shareholders ("Proposal 4").

Except as set forth in this Proxy Statement, the Trian Group is not aware of any other matter to be considered at the 2017 Annual Meeting. However, if the Trian Group learns of any other proposals made at a reasonable time before the 2017 Annual Meeting, the Trian Group will either supplement this Proxy Statement and provide shareholders with an opportunity to vote by proxy directly on such matters or will not exercise discretionary authority with respect thereto. If other proposals are made thereafter, the persons named as proxies on the **WHITE** proxy card solicited by the Trian Group will vote such proxies in their discretion with respect to such matters.

P&G has disclosed that the record date for determining shareholders entitled to notice of and to vote at the 2017 Annual Meeting is [] (the "Record Date"). Shareholders of record at the close of business on the Record Date will be entitled to vote at the 2017 Annual Meeting. According to the [Company's Preliminary Proxy Statement for the 2017 Annual Meeting, filed with the Securities and Exchange Commission (the "SEC") on [], 2017 (the "Company's Preliminary Proxy Statement"),] as of the Record Date, there were [] shares of common stock, without par value (the "Shares"), outstanding and entitled to vote at the 2017 Annual Meeting. Each Share has one vote. In addition, as of [the Record Date,] there were approximately [] shares of Series A ESOP Convertible Class A Preferred Stock, without par value, and [] shares of Series B ESOP Convertible Class A Preferred Stock, without par value (collectively, the "Series A and B ESOP Convertible Class A Preferred Stock"). Each share of the Series A and Series B ESOP Convertible Class A Preferred Stock has one vote.

As of the date of this Proxy Statement, the members of the Trian Group beneficially own an aggregate of 37,612,012 Shares, representing approximately []% of the Company's outstanding Shares (based on information disclosed in the [Company's Preliminary Proxy Statement] regarding the number of outstanding Shares as of the Record Date).

The Trian Group is seeking your proxy to vote FOR the election of Mr. Peltz and the Company's candidates for election (other than the Excluded Company Nominee) and FOR Proposal 4 described herein. In the event that Mr. Peltz is unable (due to death, disability, ineligibility or otherwise) or hereafter becomes unwilling for any reason to serve as a director, the proxies named on the enclosed **WHITE** proxy card will be voted for Edward P. Garden ("Mr. Garden" or the "Alternate Nominee," and together with the Nominee, the "Nominees") in place of Mr. Peltz. In addition to the foregoing, the Nominating Funds reserve the right to further nominate, substitute or add additional persons in the event that any of the events described in the previous sentence occurs with respect to the Alternate Nominee or the Company purports to increase the number of directorships after the date hereof and prior to the 2017 Annual Meeting. In the case of any of the foregoing, the Nominating Funds will give prompt written notice to the Company if it chooses to nominate any such additional or substitute nominee and the Trian Group will file and deliver supplemental proxy materials, including a revised proxy card, disclosing the information relating to such additional persons that is required to be disclosed in solicitations for proxies for the election of directors pursuant to Section 14 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"). Notwithstanding the foregoing, the Nominating Funds reserve the right to withdraw the nomination of the Nominee or the Alternate Nominee or any additional or substitute nominee at any time, if applicable. In any such case, the Nominating Funds will give prompt notice to the Company of any such withdrawal and the Trian Group will file and disclose to shareholders the relevant information. The Trian Group has no reason to believe that Mr. Peltz will be unable or unwilling to serve as director. **None of the Participants has any intention, either alone or in concert with another person, to acquire or exercise control of the Company or any of its subsidiaries.**

WE BELIEVE MR. PELTZ'S SIGNIFICANT EXPERTISE AND LONG TRACK RECORD OF WORKING SUCCESSFULLY WITH MANAGEMENT TEAMS AND BOARDS TO TURN AROUND CONSUMER COMPANIES AND DRIVE SUSTAINABLE LONG-TERM SHAREHOLDER VALUE WILL BE INVALUABLE TO THE COMPANY AS IT WORKS TO OVERCOME ITS CHALLENGES. ACCORDINGLY, THE TRIAN GROUP URGES YOU TO VOTE YOUR WHITE PROXY CARD FOR OUR NOMINEE AND THE COMPANY'S CANDIDATES FOR ELECTION (OTHER THAN THE EXCLUDED COMPANY NOMINEE) AND FOR PROPOSAL 4.

As explained in the detailed instructions on your **WHITE** proxy card, there are four ways you may vote. You may:

1. Sign, date and return the enclosed **WHITE** proxy card in the enclosed postage-paid envelope. We recommend that you vote on the **WHITE** proxy card even if you plan to attend the 2017 Annual Meeting;

2. Vote via the Internet by following the voting instructions on the **WHITE** proxy card or the voting instructions provided by your broker, bank or other holder of record. Internet voting procedures are designed to authenticate your identity, allow you to vote your Shares and confirm that your instructions have been properly recorded. Your Internet vote authorizes the named proxies to vote your Shares in the same manner as if you had signed and returned a proxy card. If you submit your vote by Internet, you may incur costs associated with electronic access, such as usage charges from Internet access providers and telephone companies;

3. Vote by telephone by following the voting instructions on the **WHITE** proxy card or the instructions provided by your broker, bank or other holder of record. Your telephone vote authorizes the named proxies to vote your Shares in the same manner as if you had signed and returned a proxy card; or

Vote in person by attending the 2017 Annual Meeting. Written ballots will be distributed to shareholders who wish to vote in person at the 2017 Annual Meeting. If you hold your Shares through a bank, broker or other custodian, you must obtain a legal proxy from such bank, broker or other custodian in order to vote in person at the meeting.

WE URGE YOU NOT TO SIGN ANY [] PROXY CARD SENT TO YOU BY THE COMPANY. IF YOU HAVE ALREADY DONE SO, YOU MAY REVOKE YOUR PREVIOUSLY SIGNED [] PROXY BY SIGNING AND RETURNING A LATER-DATED WHITE PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE, BY DELIVERING A WRITTEN NOTICE OF REVOCATION TO THE TRIAN GROUP OR TO THE SECRETARY OF THE COMPANY, OR BY INSTRUCTING US BY TELEPHONE OR VIA THE INTERNET AS TO HOW YOU WOULD LIKE YOUR SHARES VOTED (INSTRUCTIONS ARE ON YOUR WHITE PROXY CARD).

HOLDERS OF SHARES AS OF THE RECORD DATE ARE URGED TO SUBMIT A WHITE PROXY CARD EVEN IF YOUR SHARES WERE SOLD AFTER THE RECORD DATE.

IF YOUR SHARES ARE HELD IN THE NAME OF A BROKERAGE FIRM, BANK, BANK NOMINEE OR OTHER INSTITUTION ON THE RECORD DATE, ONLY THAT INSTITUTION CAN VOTE THOSE SHARES AND ONLY UPON RECEIPT OF YOUR SPECIFIC INSTRUCTIONS. ACCORDINGLY, PLEASE CONTACT THE PERSON RESPONSIBLE FOR YOUR ACCOUNT AND INSTRUCT THAT PERSON TO SIGN AND RETURN ON YOUR BEHALF THE WHITE PROXY CARD AS SOON AS POSSIBLE.

Triam Management has retained Innisfree M&A Incorporated to assist in communicating with shareholders in connection with the proxy solicitation and to assist in efforts to obtain proxies. If you have any questions concerning this Proxy Statement, would like to request additional copies of this Proxy Statement or need help voting your Shares, please contact:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor

New York, New York 10022

Shareholders Call Toll-Free: (877) 750-8338

Banks and Brokers Call Collect: (212) 750-5833

Email: material@innisfreema.com (Requests for materials only)

REASONS TO VOTE FOR THE TRIAN GROUP'S NOMINEE

As of the date of this Proxy Statement, the members of the Trian Group beneficially own an aggregate of 37,612,012 Shares. As one of the Company's largest shareholders and given P&G's disappointing results over the past decade, as detailed below, we have a keen interest in helping the Company address the challenges it is facing, which include:

Weak Total Shareholder Returns. Over the past decade, the Company has underperformed relative to both its peers and to the S&P 500.^[1] In fact, the Company's total return to shareholders over the last ten years was less than half that of its peers.^[2] We believe P&G needs to address the factors contributing to this consistent underperformance.

Deteriorating Market Share. Over the past five years, P&G's organic sales growth has decelerated and the Company has lost market share across most of its categories.^[3] The Trian Group believes that disruptive and existential threats are impacting the entire consumer packaged goods industry, including changes in technology and consumer behavior, and the Company must act with the greatest possible urgency to address the market share it is losing to both its peers and smaller local competitors, who are adapting to industry changes more effectively than P&G.

Excessive Cost and Bureaucracy. The Company's management acknowledges the need to reduce cost and bureaucracy,^[4] but it is clear to us that these critical issues have not been sufficiently addressed.

Trian's analysis shows that the Company's \$10 billion cost-cutting program, launched in 2012, has had no discernible impact on profits or sales growth. In particular, the program did not drive earnings growth given that operating profit was essentially flat from 2012 to 2016.^[5]

Although the Company has stated that it has identified up to \$13 billion of additional cost savings, given P&G's track record, the Trian Group is concerned that this initiative will be as ineffective as the 2012 program in driving sales growth, earnings growth and shareholder value creation.

^[1] S&P 500 refers to the S&P 500 Total Return Index, which includes the price changes of all underlying stocks and all dividends reinvested. S&P 500 data is obtained from Bloomberg using the SPX ticker with the inclusion of dividend re-investment.

^[2] Source: Capital IQ. Total shareholder return of the S&P 500, the Company and its peers measured through June 15, 2017, one day before rumors surfaced of the Trian Group seeking Board representation. The Trian Group considers the Company's peers to include Beiersdorf, Church & Dwight, Clorox, Colgate, Edgewell Personal Care, Henkel, Kimberly-Clark, L'Oreal, Reckitt Benckiser and Unilever. We believe this peer group is relevant because each company is domiciled in the United State or Europe, has a significant market capitalization and generates a significant portion of its sales in categories in which P&G competes.

^[3] Source: Company SEC filings. The Company's organic sales growth was 0% in FY2016 and 2% year-to-date in FY2017, compared with a compound annual growth rate of 4% for organic sales from FY2006 through FY2011. In addition, the Company's volume growth has trailed the average volume growth of its peers which disclose this data in four out of the five most recently completed years (indicating a loss of market share).

^[4] As referenced above, P&G announced a goal to reduce costs by \$10 billion dollars by 2016 at the Consumer Analyst Group of New York Conference held on February 23, 2013. In addition, P&G identified an additional savings opportunity of up to \$13 billion at the Deutsche Bank Global Consumer Conference held on June 15, 2017.

^[5] Source: Company SEC filings. From FY2012 through FY 2016, the Company grew sales volumes at a compound annual growth rate of 0.6% and grew operating profit at a compound annual growth rate of -0.1%.

^[6] The Triun Group believes that P&G's organizational structure is overly "matrixed," which we believe impedes growth by adding unnecessary complexity and cost. We understand that there are three overlapping organizational structures at P&G (Global Business Units as defined by category, Selling and Marketing Operations, and Corporate Functions), and in our view, these overlapping structures obscure accountability, increase bureaucracy and slow decision-making and impede sales growth and market shares.

We believe that P&G has an overly complex organizational structure and a slow moving and insular culture.

- Structural and organizational bureaucracy may be preventing management from identifying and responding to commercial opportunities in a timely manner, hindering product innovation and dampening sales growth.^[6]

We believe the Company must take decisive action that goes above and beyond what the Company has presently committed to do.

Adding Nelson Peltz to the Board Will Help the Company Address These Challenges. The Triun Group believes that Mr. Peltz's significant expertise and long track record of working successfully with management teams and boards to turn around consumer companies and drive sustainable long-term shareholder value will be invaluable to the Company as it works to overcome its challenges.

Furthermore, because we believe that many of these challenges relate to the Company's organizational structure and culture, which can be highly resistant to change, it is Triun's strong view that the addition of a motivated independent director with a material ownership stake and relevant industry experience would be a valuable resource for overcoming the root causes of these challenges.

What the Triun Group Is NOT Pushing For. The Triun Group believes strongly in the Company's potential, and as a long-term shareowner, our objective is to create sustainable long-term shareholder value for all P&G shareholders. That means that we are:

- NOT advocating for the break-up of the Company
- NOT suggesting that the CEO be replaced
- NOT seeking to replace directors
- NOT advocating taking on excessive leverage
- NOT seeking to cut pension benefits
- NOT suggesting that research & development, marketing expense or capital expenditures be reduced

As a member of the Board, Mr. Peltz would seek to help the Company increase sales and profits, regain lost market share, and address the Company's structure and culture, and we believe that he can contribute far more value operating from within the Company's boardroom than by merely advising the Company from the outside. We urge shareholders to support us in this effort by voting a **WHITE** proxy card for our Nominee.

PROPOSAL 1: ELECTION OF DIRECTORS

According to information contained in the [Company's Preliminary Proxy Statement], eleven directors are to be elected to the Board at the 2017 Annual Meeting. The Trian Group recommends that shareholders elect Nelson Peltz as a director of the Company at the 2017 Annual Meeting. Mr. Peltz has consented to being named in this Proxy Statement as a nominee and to serving as a director of the Company if elected. If elected, the initial term of Mr. Peltz will be until the next annual meeting of shareholders and until his successor shall have been duly elected and qualified in accordance with the Regulations. We have no knowledge of any facts that would prevent the determination that Mr. Peltz is independent in accordance with the corporate governance standards of the Company and the pertinent listing standards of the New York Stock Exchange. Mr. Peltz satisfies all qualifications required by the Ohio Revised Code (the "ORC") to be a director of the Company.

The Trian Group believes that Mr. Peltz's significant expertise and long track record of working successfully with management teams and boards to turn around consumer companies and drive sustainable long-term shareholder value will be invaluable to the Company as it works to overcome its challenges. Furthermore, because we believe that many of these challenges relate to the Company's organizational structure and culture, which can be highly resistant to change, we believe that the addition of a motivated independent director with a material ownership stake and relevant industry experience would be a valuable resource for overcoming the root causes of these challenges. As a member of the Board, Mr. Peltz would seek to help the Company improve performance by increasing sales and profits, regaining lost market share, and addressing the Company's structure and culture, and the Trian Group believes that Mr. Peltz can contribute far more value operating from within the Company's boardroom than by merely advising the Company from the outside.

The Trian Group intends to vote all of their Shares in favor of the Nominee. If Mr. Peltz is elected he will only represent one out of eleven members of the Board, and therefore there can be no assurance that Mr. Peltz individually can implement the actions that he believes are necessary to enhance shareholder value.

Biographical Information

Set forth below is background information about Mr. Peltz, including his name, age, principal occupation and employment and public company directorships held during the past five years, as well as a description of the qualifications, attributes and skills that led to the conclusion that Mr. Peltz should serve as a director of the Company. Please see the section of this Proxy Statement titled "Information About The Trian Group and other Participants" for additional information about Mr. Peltz, including information about his beneficial ownership of Shares.

**Name and
Business
Address**

Nelson Peltz
Trian Fund
Management,
L.P.
280 Park
Avenue
New York,
New York
10017

Age Principal Occupation and Directorships During Past Five Years

75 Mr. Nelson Peltz has served as the Chief Executive Officer and a Founding Partner of Trian Management, an investment management firm, since its formation in 2005. Trian is a highly engaged shareowner that combines concentrated public equity ownership with operational expertise. Trian seeks to invest in high quality but undervalued and underperforming public companies and to work collaboratively with management teams and boards of those companies to execute operational and strategic initiatives designed to drive long-term sustainable earnings growth for the benefit of all stakeholders.

Mr. Peltz has served as director of The Wendy's Company ("Wendy's"), the world's third largest quick-service hamburger company, since April 1993 and as its non-executive Chairman since June 2007. Mr. Peltz has also served as a director of Mondelēz International, Inc. ("Mondelēz"), a global snacking powerhouse, since January 2014, and as a director of Sysco Corporation ("Sysco"), the largest North American distributor of food and related products, since August 2015. In addition, he has served as a director of The Madison Square Garden Company ("Madison Square Garden"), a sports, entertainment and media company, and its predecessor, since December 2014. Mr. Peltz previously served on the board of directors of Ingersoll-Rand plc ("Ingersoll-Rand"), an Irish global diversified industrial company, from August 2012 to June 2014. From September 2006 until June 2013, Mr. Peltz served as a director of H.J. Heinz Company ("Heinz"), a global packaged food manufacturer, and from October 2009 until December 2014, Mr. Peltz served as a director of Legg Mason, Inc. ("Legg Mason"), an asset management firm.

In addition to founding Trian Management, Mr. Peltz has served in senior management positions at various companies. From 1993 to 2007, he served as the Chairman and Chief Executive Officer of Triarc Companies, Inc. (now known as The Wendy's Company), which, during that period, owned Arby's Restaurant Group, Inc. and acquired Snapple Beverage Group, as well as other consumer and industrial businesses. Mr. Peltz was also Chairman & Chief Executive Officer of Triangle Industries, Inc., a *Fortune* 100 industrial company and the parent of American National Can Company, from 1983 until December 1988, when it was acquired by Pechiney, S.A. From 1984 until 1992, Mr. Peltz was Chairman and Chief Executive Officer of Avery, Inc., which primarily engaged in the manufacture and sale of specialty chemicals through Uniroyal Chemical Company, and from 1996 to 1999, he served as Chairman of the Board of National Propane Corporation, the managing general partner of National Propane Partners, L.P., a distributor of liquefied petroleum gas.

Mr. Peltz has more than 40 years of business and investment experience, has served as the chairman and chief executive officer of public companies for over 20 years and has extensive public company board experience--currently serving on the boards of Mondelēz, Sysco, Wendy's and Madison Square Garden and previously serving on the boards of Heinz, Legg Mason and Ingersoll-Rand. Throughout his professional career, he has developed extensive experience working with management teams and boards, as well as in acquiring, investing in and building companies and implementing operational improvements at the companies with which he has been involved (including many companies in the consumer sector). Mr. Peltz was also

recognized by the National Association of Corporate Directors in 2010, 2011 and 2012 as among the most influential people in the global corporate governance arena. As a result, Mr. Peltz has developed strong operating experience and strategic planning skills, valuable leadership and corporate governance experience and strong relationships with institutional investors, investment banking/capital markets advisors and others that we believe will benefit the Company and its Board.

Mr. Peltz has consented to being named as a nominee in this Proxy Statement and to serving as a director of the Company if elected. However, in the event that Mr. Peltz is unable (due to death, disability, ineligibility or otherwise) or hereafter becomes unwilling for any reason to serve as a director, the proxies named on the enclosed **WHITE** proxy card will be voted for the Alternate Nominee in place of Mr. Peltz. In addition to the foregoing, the Nominating Funds reserve the right to further nominate, substitute or add additional persons in the event that any of the events described in the previous sentence occurs with respect to the Alternate Nominee or the Company purports to increase the number of directorships after the date hereof and prior to the 2017 Annual Meeting. In the case of any of the foregoing, the Nominating Funds will give prompt written notice to the Company if it chooses to nominate any such additional or substitute nominee and the Trian Group will file and deliver supplemental proxy materials, including a revised proxy card, disclosing the information relating to such additional persons that is required to be disclosed in solicitations for proxies for the election of directors pursuant to Section 14 of the Exchange Act. Notwithstanding the foregoing, the Nominating Funds reserves the right to withdraw the nomination of the Nominee or the Alternate Nominee or any additional or substitute nominee at any time, if applicable. In any such case, the Nominating Funds will give prompt notice to the Company of any such withdrawal and the Trian Group will disclose to shareholders the relevant information. The Trian Group has no reason to believe that Mr. Peltz will be unable or unwilling to serve as a director.

The Trian Group notes that none of the Company's binding governance documents, including the Amended Articles of Incorporation (the "Charter") and the Regulations, include any age restriction for directors or nominees. The Company's non-binding Corporate Governance Guidelines (the "Governance Guidelines"), which reflect the Board's internal governance practices, provide for a resignation policy for Board members upon reaching the age of 72, subject to certain exceptions. Although the Nominee exceeds the retirement age of 72, Trian believes that the Board may not seek to apply such resignation policy to prohibit the Nominee from serving the entirety of his term if the Company's shareholders choose to elect the Nominee to the Board after taking account of such disclosure. Section 1701.56 of the ORC provides that "directors shall be natural persons of at least eighteen years of age and shall have such qualifications, if any, as are stated in the articles or the regulations." As the Company's Governance Guidelines are not part of the Charter or Regulations, any attempt by the Board to refuse to seat the Nominee based on the Governance Guidelines after the Company's shareholders have elected the Nominee on an informed basis would be counter to Section 1701.56.

In addition, the Governance Guidelines provide that non-executive directors of the Company are limited to serving on three public company boards in addition to the Board. Currently, Mr. Peltz serves on four public company boards. If elected as a director of P&G, Mr. Peltz intends to resign from at least one of the boards on which he currently serves.

Finally, given Mr. Peltz's status as the Chief Executive Officer and Founding Partner of Trian Management, Trian Management notes its intention, in the case of Mr. Peltz's election, to enter into a customary non-disclosure agreement with the Company to allow Mr. Peltz to share information he receives from the Company with Trian Management and acknowledging its agreement to maintain, and to cause its personnel and advisors to maintain, the confidentiality of any information provided to Mr. Peltz in connection with his service as a director of the Company.

If elected, Mr. Peltz would only be one out of eleven members of the Board. Therefore, we are "rounding out" our slate to give shareholders who vote on the enclosed **WHITE** proxy card the opportunity to vote for all available directorships, including the candidates who have been nominated by the Company (other than the Excluded Company

Nominee). Shareholders will therefore be able to vote for the total number of directors up for election at the 2017 Annual Meeting. The Trian Group notes that the exclusion of the Excluded Company Nominee for the purposes of “rounding out” its slate to the available number of directorships does not

reflect the Trian Group's opposition to the Excluded Company Nominee serving on the Board, and, in the event that the Nominee or Alternate Nominee is elected in place of the Excluded Company Nominee at the 2017 Annual Meeting, the Nominee or Alternate Nominee would propose, as his first action as a director of the Company, that the Board immediately re-appoint to the Board the Excluded Company Nominee. You should refer to the Company's definitive Proxy Statement (the "Company's Proxy Statement") and form of proxy distributed by the Company for the names, background, qualifications and other information concerning the Company's director nominees. There is no assurance that any of the Company's nominees will serve as directors if the Trian Group's nominee is elected to the Board. In the event that Mr. Peltz or the Alternate Nominee is elected and that one or more of the Company's nominees declines to serve with Mr. Peltz or the Alternate Nominee, the Regulations provide that the resulting vacancies may be filled by the directors then in office by a vote of the majority of the whole authorized number of directors.

Vote Required.

According to the Article EIGHTH of the Charter, in contested elections such as this one, the affirmative vote of a plurality of the votes cast in person or represented by proxy and entitled to vote on the election of

directors at the 2017 Annual Meeting is required for the election of each director nominee (meaning that the director nominees who receive the highest number of shares voted "FOR" their election by the shareholders will be elected to the Board). A "WITHHOLD" vote will have the same effect as a vote "AGAINST" the election of a director nominee. A shareholder cannot abstain in the election of directors and broker non-votes will not be counted.

WE STRONGLY URGE YOU TO VOTE FOR THE ELECTION OF OUR NOMINEE AND FOR THE COMPANY'S CANDIDATES FOR ELECTION (OTHER THAN THE EXCLUDED COMPANY NOMINEE) BY SIGNING, DATING AND RETURNING YOUR WHITE PROXY CARD TODAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

PROPOSAL 4: REPEAL CERTAIN AMENDMENTS TO REGULATIONS

Pursuant to Article VIII of the Regulations, the Board has the power to alter, amend, add to or repeal the Regulations of the Company. As of the date of this Proxy Statement, the Trian Group is not aware of any decision by the Board to adopt, amend or repeal any provision of the Regulations since April 8, 2016, but it is possible that the Board may have done so, or that following the date of this Proxy Statement and prior to the adoption of this resolution, such an amendment could be adopted by the Board and/or become effective. Such an amendment could negatively impact the Trian Group's ability to solicit and/or obtain proxies from shareholders of the Company or otherwise adversely affect the ability of the Company's shareholders to vote on Proposal 1, and the Trian Group would like to ensure that the Company's shareholders have the ability to elect our Nominee at the 2017 Annual Meeting.

Although adoption of this proposal could have the effect of repealing previously undisclosed amendments to the Regulations without considering the beneficial nature, if any, of such amendments to the shareholders, it would not repeal any such amendments that were approved by the shareholders.

Proposal 4 provides for the adoption of the resolution in the following form:

RESOLVED, that each provision or amendment of the Regulations of The Procter & Gamble Company (the "Corporation") adopted by the Board of Directors of the Corporation (and not by the Corporation's shareholders) subsequent to April 8, 2016 and prior to the approval of this resolution be, and hereby is, repealed, effective as of the time this resolution is approved by the Corporation's shareholders.

Vote Required.

According to Article VIII of the Regulations, the affirmative vote of a majority of the outstanding shares entitled to vote on the election of directors at the 2017 Annual Meeting is required to alter, amend, add to or repeal any provision of the Regulations. Abstentions and broker non-votes, if any, will have the effect of a vote "AGAINST" Proposal 4.

WE STRONGLY URGE YOU TO VOTE FOR PROPOSAL 4 BY SIGNING, DATING AND RETURNING YOUR WHITE PROXY CARD TODAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

OTHER MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

Based on information contained in the [Company's Preliminary Proxy Statement,] it is expected that the shareholders at the 2017 Annual Meeting will be asked to ratify the employment of Deloitte & Touche LLP ("Deloitte") as the independent registered public accounting firm to perform the audit of the Company's financial statements and its internal controls over financial reporting for the fiscal year ending June 30, 2018 ("Proposal 2"). According to the [Company's Preliminary Proxy Statement,] the Audit Committee of the Board is directly responsible for the appointment, compensation, retention and oversight of the independent external audit firm retained to audit the Company's financial statement. In order to assure continuing audit independence and objectivity, the Audit Committee will periodically consider whether there should be a rotation of the independent external audit firm. In accordance with the SEC-mandated rotation of the audit firm's lead engagement partner, the Audit Committee is also involved in the selection of the external audit firm's lead engagement partner.

Based on information contained in the [Company's Preliminary Proxy Statement,] it is expected that the shareholders at the 2017 Annual Meeting will be asked to approve, on an advisory basis, the named executive officer compensation disclosed in the Company's Proxy Statement ("Proposal 3"). According to the [Company's Preliminary Proxy Statement,] this vote is advisory in nature, meaning that it is non-binding on the Company, its Board or Compensation & Leadership Development Committee. However, according to the [Company's Preliminary Proxy Statement,] the Compensation & Leadership Development Committee intends to consider to the outcome of the vote on Proposal 3 in connection with future executive compensation decisions.

Vote Required.

According to the [Company's Preliminary Proxy Statement,] the approval of Proposals 2 and 3 require the affirmative vote of a majority of votes cast at the 2017 Annual Meeting. Abstentions and broker non-votes, if any, will have no effect on Proposals 2 and 3.

The Trian Group makes no recommendations with respect to Proposals 2 and 3.

BACKGROUND TO THE SOLICITATION

On February 16, 2017, Nelson Peltz, Chief Executive Officer and a Founding Partner of Trian, called David S. Taylor, Chairman of the Board, President and Chief Executive Officer of the Company, to introduce himself and initiate a dialogue between the Company and Trian. Mr. Peltz and Mr. Taylor agreed to arrange an in-person meeting on a mutually convenient date.

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On March 7, 2017, Mr. Peltz and Ed Garden, Chief Investment Officer and a Founding Partner of Trian, met with Mr. Taylor and Jon R. Moeller, Chief Financial Officer and Vice Chairman of the Company. The parties discussed a variety of topics, including Trian's background and investment philosophy, the reasons why Trian invested in the Company and potential opportunities that Trian believed the Company should pursue, including opportunities to simplify the organizational structure, increase accountability, accelerate revenue growth and realize additional earnings growth from recently announced cost saving initiatives.

The next day, March 8, 2017, Messrs. Peltz and Garden corresponded with Mr. Taylor via email, and Mr. Taylor indicated that he would contact Messrs. Peltz and Garden about setting up another discussion after giving consideration to the business opportunities discussed at the prior meeting.

On April 12, 2017, Mr. Peltz spoke with Mr. Taylor by telephone and Mr. Taylor invited Mr. Peltz to address the Company's global leadership team at an upcoming meeting.

On April 24, 2017, Messrs. Peltz and Garden and Josh Frank, a partner at Trian, attended a follow-up meeting with Messrs. Taylor and Moeller to continue discussing potential opportunities for the Company. Messrs. Peltz, Garden and Frank shared a short presentation regarding Trian's focus on sustained long-term value creation. They also noted that Trian held deep concerns regarding the Company's long history of underperformance, specifically related to market share losses, poor sales volumes relative to peers, the Company's inability to realize income statement improvement from prior cost savings initiatives, and weak total shareholder returns. Messrs. Peltz, Garden and Frank discussed specific areas of opportunity that would allow the Company to address such underperformance, including a less complex organizational structure, with a reduced level of bureaucracy, that would allow for faster and more autonomous decision-making; increased management accountability with real profit and loss (P&L) responsibility for individual executives; and a more nimble, less insular corporate culture that is more open to hiring individuals from outside the P&G organization for senior leadership positions. The Trian representatives indicated that they believed that the Company was capable of significantly more income statement improvement, including accelerated revenue and profit growth, than the Company had previously signaled, and they looked forward to working with management to help realize such improvement. They also noted that they were not proposing that the Company's Chief Executive Officer be replaced or that the Company incur excessive leverage or make cuts to research and development, marketing expense or capital expenditures.

On May 4, 2017, Mr. Peltz addressed the Company's global leadership team. Mr. Frank was also in attendance. Mr. Peltz answered questions from Mr. Taylor and presented an overview of his business background and experience, Trian's philosophy of working constructively with boards and management teams to drive long-term sustainable earnings growth, several case studies describing successful collaborations between Trian and companies in which it had invested, Trian's rationale for investing in the Company and Trian's specific recommendations for improving the Company's operational performance and organizational structure. Mr. Peltz also noted important changes in the broader consumer landscape including changes in consumer habits and a shift towards e-commerce and digital sales. He shared his perspective that the Company must act with urgency to confront these new challenges, and that doing so would require a different mindset, and more autonomy for individual business units, so they could more effectively incubate and develop small brands that resonate with today's consumers.

From May 11, 2017 to May 14, 2017, Mr. Peltz and Mr. Taylor corresponded by email to arrange logistics for a meeting between Mr. Peltz and W. James McNerney, Jr., the Company's Lead Director since 2007.

On May 18, 2017, Mr. Peltz met with Messrs. Taylor and McNerney, and Mr. Peltz discussed with Mr. McNerney his background, Trian's investment philosophy and Trian's operational and strategic recommendations for the Company. Mr. McNerney advised Mr. Peltz that he had researched Trian and garnered positive references regarding Mr. Peltz and his past involvement with boards and management teams from various executives, directors and shareholders with whom Mr. McNerney had spoken.

During that meeting, the parties also discussed the possibility of appointing Mr. Peltz to the Board. Specifically, Mr. McNerney informed Mr. Peltz that the Company would consider appointing Mr. Peltz to the Board in one year if the Company performed poorly over the course of the following twelve months. In response, Mr. Peltz inquired as to whether the Company would consider making such a commitment public. Mr. McNerney indicated that the Company would not be willing to do so, but that he and Mr. Taylor would discuss the possibility of making another type of "public statement" and would revert to Mr. Peltz following that discussion. Mr. Peltz informed Messrs. Taylor and McNerney that, in light of the Company's upcoming

deadline of May 24, 2017 for shareholders to submit a notice of nomination of candidates for election to the Board at the 2017 annual meeting of shareholders, certain members of the Trian Group, in order to preserve their options, intended to submit a nomination notice while Trian and the Company continued their ongoing dialogue.

In addition, on May 18, 2017, the Nominating Funds delivered a letter to the Company informing the Company of their intention to nominate Mr. Peltz (and, if applicable, the Alternate Nominee) for election to the Board and to propose the repeal of each provision or amendment of the Regulations that has been adopted by the Board subsequent to April 8, 2016, in each case, at the 2017 Annual Meeting (the "Nomination Notice").

On May 19, 2017, Mr. Peltz received an email from Mr. Taylor thanking him for the productive conversation on May 18 and indicating his intention to send over a draft of a public statement by the Company the following week. Mr. Peltz noted that he enjoyed meeting Mr. McNerney and indicated that he hoped something could be worked out.

On May 22, 2017, Mr. Taylor emailed a proposed public statement by the Company to Mr. Peltz. The statement acknowledged an active and constructive dialogue between the Company and Trian, Mr. Peltz's recent presentation to the Company's global leadership team, and the Board and management team's focus on continuing the Company's transformation and executing its strategy. However, the proposed statement did not reference any performance goals or provide any indication that Mr. Peltz would be appointed to the Board at a later time if those performance goals were not met.

On May 24, 2017, Mr. Peltz responded to Mr. Taylor via email, and noted that Trian would be open to discussing a statement that includes specific 12-month performance goals and a commitment to give Trian Board representation if those goals were not achieved, as was previously discussed at the May 18 meeting. However, Mr. Peltz acknowledged that an agreement subject to an arbitrary one-year performance period would be difficult for Mr. Taylor and the Board, and, similarly, Trian did not invest in the Company with the hope that it would realize incrementally stronger performance over the short term, but rather that it would pursue opportunities that would lead to a steep change in performance over the long term. Mr. Peltz noted that if an agreement could not be reached, as previously discussed at the May 18 meeting and as set forth in the Nomination Notice, Trian would respectfully take his board candidacy to shareholders at the 2017 Annual Meeting. Mr. Peltz also noted that Trian, as an engaged shareowner with an approximately \$3.2 billion ownership stake, believed that Mr. Peltz would bring a shareholder's viewpoint to the boardroom and help the Company to enhance long-term value and overcome ongoing competitive challenges. Mr. Peltz indicated that he hoped that a solution could be reached that avoided the unnecessary distraction and cost of a proxy contest.

On May 25, 2017, Mr. Peltz and Mr. Taylor sent a series of emails to one another in which they agreed that a one-year performance period would represent an arbitrary evaluation period from each party's perspective. Mr. Peltz also noted that he did not want the Company to make any commitments that could detract from its long-term performance, which would be contrary to the best interests of all long-term shareholders, but that Trian believed it was critical for the Company to make material changes in order to position itself for sustained success. The two agreed to meet again in the near future to continue the dialogue in an effort to avoid the distraction of a proxy contest.

On June 1, 2017, Mr. Peltz and Mr. Taylor met to continue discussions regarding opportunities and challenges facing the Company, as well as Trian's recommendations for improving the Company's operational performance and organizational structure. Mr. Peltz and Mr. Taylor also discussed the possibility of Mr. Peltz being appointed as a director, with Mr. Peltz noting he would be better positioned to assess the efficiency and structure of the organization as a member of the Board. Mr. Taylor declined to invite Mr. Peltz to join the Board during that discussion. At the meeting, Mr. Peltz requested to meet the entire Board (either in one meeting or

over the course of two or three meetings with different subsets of the Board, and at a geographic location that would be convenient for the directors) so that he could introduce himself, his investment philosophy and the potential contributions he could make to the Company as a director.

On June 14, 2017, Mr. Peltz and Mr. Taylor spoke by telephone and Mr. Taylor advised Mr. Peltz that he was not being invited to join the Board. However, it was agreed that Mr. Peltz would meet on July 11, 2017 with a subset of the Board composed of Mr. Taylor and Mr. McNerney (each of whom Mr. Peltz had met previously) and Angela F. Braly and Kenneth I. Chenault.

On July 5, 2017, Mr. Peltz and Mr. Taylor spoke again by telephone, and Mr. Taylor stressed to Mr. Peltz that the purpose of the upcoming meeting scheduled for July 11, 2017 was not to interview Mr. Peltz for a Board position.

On July 11, 2017, Messrs. Peltz and Frank met with Messrs. Taylor, McNerney and Chenault. Ms. Braly joined the meeting by teleconference. Messrs. Peltz and Frank shared a short presentation regarding Trian's history, long-term investment horizon and focus on collaborating with management teams and boards; the strong performance of the consumer companies in which Trian has invested (and particularly of those companies in which Mr. Peltz has served on the Board) in terms of both earnings growth and total shareholder return; a description of the Company's recent underperformance; and Trian's reasons for investing in the Company. Messrs. Peltz and Frank noted that the presentation was not intended to be a "white paper" outlining a detailed set of strategic and operating initiatives that the Company should undertake.

At the meeting, Messrs. Peltz and Frank discussed various opportunities for the Company to consider that would address recent underperformance, including exploring new organizational structures that would involve less bureaucracy and allow for more autonomous decision-making. Messrs. Peltz and Frank also emphasized that, in light of the Company's recent market share losses and an increasingly competitive consumer environment, time was of the essence for addressing structural issues that could impede performance. As a result, they explained that Trian was requesting one Board seat for Mr. Peltz, who would be one of twelve directors, and would work with Mr. Taylor and Company management to study potential initiatives and opportunities to improve performance. The Company directors attending the meeting noted that they were also dissatisfied with the Company's performance, but that they felt that Trian's representation on the Board was unnecessary in light of recent initiatives undertaken by the Company. Messrs. Peltz and Frank stated their disappointment with this response, in light of what they believed was continuing underperformance at the Company and the lack of tangible evidence that it had embraced the initiatives discussed at various meetings between the parties, and that the Trian Group intended to proceed with the solicitation of proxies at the 2017 Annual Meeting to elect Nelson Peltz to the Board. They also stated that if Mr. Peltz is elected to the Board at the 2017 Annual Meeting, Mr. Peltz would propose that the Board immediately re-appoint to the Board whichever director is not re-elected by shareholders.

INFORMATION ABOUT THE TRIAN GROUP AND OTHER PARTICIPANTS

This proxy solicitation is being conducted by the Trian Group, which is comprised of Nelson Peltz, Peter W. May, Ed Garden, Trian Management GP, Trian Management and certain investment funds and investment vehicles managed by Trian Management, all of which are described below. The Trian Group collectively is the beneficial owner of an aggregate of 37,612,012 Shares or approximately []% of the outstanding Shares of P&G and is one of the largest shareholders of P&G. Each member of the Trian Group, including Mr. Peltz and Mr. Garden, as well as Mr. Daley, are participants in this proxy solicitation (the "Participants").

Information about the Participants, including information as to any substantial interest, direct or indirect, by security holdings or otherwise, that they may have with respect to the various proposals to be voted on at the 2017 Annual Meeting is set forth below in this section.

The Trian Group

The principal business address of each member of the Trian Group is 280 Park Avenue, New York, New York 10017, except that the principal business address of Trian Offshore, Co-Investment Fund, Trian ERISA, Strategic Fund-D and Strategic Fund-C is c/o DE (Cayman) Limited, Landmark Square, West Bay Road, PO Box 775, Grand Cayman, Cayman Islands, KY1-9006.

Each of the Funds is primarily engaged in the business of investing in securities. Trian Management is primarily engaged in the business of serving as the management company for the Funds and certain other funds, accounts and investment vehicles. Trian Management GP is primarily engaged in the business of serving as the general partner of Trian Management.

Nelson Peltz's present principal occupation or employment is serving as Chief Executive Officer and a Founding Partner of Trian Management and, as such, managing the investments of the Funds and the other funds, accounts and investment vehicles managed by Trian Management. Peter W. May's present principal occupation or employment is serving as President and a Founding Partner of Trian Management and, as such, managing the investments of the Funds and the other funds and investment vehicles managed by Trian. Ed. Garden's present principal occupation or employment is serving as Chief Investment Officer and a Founding Partner of Trian Management and, as such, managing the investments of the Funds and the other funds, accounts and investment vehicles managed by Trian Management.

Nominee, Alternate Nominee, and Mr. Daley

Please see “Proposal 1: Election of Directors” or Annex A for additional information about the Nominee or the Alternate Nominee, as applicable.

Mr. Daley is the former Chief Financial Officer and Vice Chairman of The Procter & Gamble Company. Mr. Daley held positions of increasing responsibility at the Company from 1974 until 1998, before serving as Chief Financial Officer from 1998 until 2007, and as Vice Chairman and Chief Financial Officer from 2007 until his retirement from the Company in 2009. Since that time, Mr. Daley served as a Senior Advisor to TPG Capital from 2010 until 2012, and as director of Starwood Hotels and Resorts Worldwide, Inc. from 2008 until 2016, Foster Wheeler AG from 2009 until 2014, and Nucor Corporation from 2001 until 2013. Mr. Daley has also served on the boards of directors of SunEdison, Inc. since 2014 and The Simply Good Foods Company and one of its predecessor companies since 2016. Mr. Daley currently serves as a business consultant with a principal business address of 565 Sanctuary Drive, Longboat Key, FL 34228.

The Trian Group has engaged Mr. Daley at its own expense because of his deep background in the consumer products industry and track record of overseeing strong organic volume increases, sustained earnings growth and total shareholder return (TSR) outperformance during his tenure as Chief Financial Officer of the Company. As a significant shareholder of the Company, Mr. Daley also brings an ownership mentality and a commitment to addressing the challenges it faces in order to improve long-term performance.

Consulting Agreement with Mr. Daley

Trian Management and Mr. Daley entered into a Consulting Agreement dated as of July 14, 2017 (the “Consulting Agreement”) pursuant to which Mr. Daley has agreed to provide the Trian Group with strategic advice and analysis regarding the Company and the consumer products industry and other related services, including, but not limited to, engaging, at the request and direction of the Trian Group, with management and members of the Board, proxy advisory firms and shareholders of the Company, as well as the solicitation of proxies on behalf of the Trian Group. In consideration for the performance of the services by Mr. Daley, Trian Management has agreed to pay \$125,000 to Mr. Daley’s family’s charitable foundation upon execution of the Consulting Agreement and has agreed to pay an additional \$125,000 to the foundation upon completion or termination of this proxy solicitation. The Consulting Agreement also provides for customary indemnification of Mr. Daley similar to the terms described above with respect to the Director Nominee Consent and Indemnification Agreements.

Beneficial Ownership of Shares

The following table shows the number of Shares that are beneficially owned (within the meaning of Rule 13d-3 under the Exchange Act) by each Participant as of the Record Date. Except as described below, each member of the Trian Group directly owns and has sole voting power and sole dispositive power with regard to the number of Shares beneficially owned. Please see Annex B for additional information about each Participant’s purchases and sales of Shares and other securities related to the Company, including swaps and options.

Entity	Number of Shares Beneficially Owned	Percent of Outstanding Shares(1)
Trian Onshore	2,052,124	*
Co-Investment Fund	6,980,189	*
Trian Offshore	4,428,680	*
Parallel Fund I	289,051	*
Trian ERISA		