The Procter & Gamble Company Board of Directors
Innovation & Technology Committee Charter

I. Purpose. The Innovation and Technology Committee (the "Committee") is appointed by the Board for the primary purpose of overseeing and providing counsel on matters of innovation and technology.

II. Duties and Responsibilities. The Committee has the following duties and responsibilities.

A. **Innovation and Technology Approaches and Plans.** To review and make recommendations to the Board on major strategies and other subjects relating to:

1. The Company's approach to technical innovation and/or commercial innovation;

2. The innovation and technology acquisition and/or development process to assure ongoing business growth; and

3. Measurement and tracking systems important to successful innovation.

B. **Other Activities.** To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's By Laws and applicable law.

C. **Charter.** To maintain and update, as appropriate, this Charter, which will be published on the Company's website.

III. Membership, Structure and Operations

A. **Appointment and Removal of Members.**

1. ***Appointment.*** At the first meeting of the Board following the annual meeting of shareholders, the Board will, by resolution, designate the members of the Committee, which shall consist of not fewer than three (3) members. The Board may also appoint additional members from time to time throughout the year.

2. ***Removal.*** The Board may remove a member from the Committee at any time; provided, however, that if removing a member or members of the Committee would cause the Committee to have fewer than three (3) members, then the Board must at the same time appoint enough additional members to the Committee so that the Committee will have at least three (3) qualified members.

B. **Member Qualifications.** To be a member of the Committee, a Board member must meet the following requirements:

1. S/he must have, or obtain within a reasonable period of time after his/her appointment to the Committee, familiarity with the key issues relevant to the work of the Committee; and

2. At least one (1) member of the Committee must be independent, as determined by the Board in accordance the Company's Corporate Governance Guidelines, NYSE listing standards and applicable regulation.

C. **Appointment and Removal of Chair.**

1. ***Appointment.*** At the time the Board appoints members of the Committee, the Board also will appoint one of its independent members to act as Chair of the Committee. In addition to chairing meetings of the Committee, the Chair will be the liaison to Company management and will be responsible for setting the agenda for meetings, reporting to the Board and being available to answer questions at annual meetings of shareholders. The Chair may temporarily delegate his or her responsibilities to another member of the Committee if s/he is not available to perform them.

2. ***Removal.*** The Chair may be removed by the Board at any time, provided that a new Chair is appointed by the Board at the same time.

D. **Quorum.** A majority of the Committee will constitute a quorum.

E. **Voting.** Each member of the Committee will have one vote.

F. **Required Vote.** Action may be taken with the approval of a majority of the Committee present at a duly constituted meeting. Actions may be taken without a meeting with the affirmative vote or approval of all members of the Committee.

G. **Delegation.** Except where otherwise prohibited, the Committee may delegate to a subcommittee or to the Chair the right to hear and determine any issue (whether specific or general) on behalf of the whole Committee, and the Committee may also delegate administrative tasks to employees of the Company; provided, however, that no such delegation can alter the fundamental duties and responsibilities of the Committee.

H. **Meetings.**

1. ***Frequency.*** Unless the Committee determines that fewer meetings are required in a particular year, Committee will meet at least two (2) times per year.

2. ***Calling of Meetings.*** The Committee will meet at the request of any member of the Committee, at the time specified in the request.

3. ***Form of Meetings.*** Meetings may be in person or by telephone or other form of interactive real time electronic communication.

4. ***Notice of Meetings.*** Notice of meetings will be given to each member, normally at least one day before the meeting. Any meeting at which all members are present will be a duly called meeting, whether or not notice was given.

5. ***Participation in Meetings.*** The Committee may include in its meetings members of the Company's management, other members of the Board, or third parties.

6. ***Reporting to the Board.*** At the next meeting of the Board after any Committee meeting, the Chair or his/her nominee will provide the Board with a report on the matters addressed at the Committee meeting.

IV. Authority to Retain Experts. The Committee has the authority to select, direct and, if appropriate, terminate such experts as it deems necessary in the performance of its duties.

V. Evaluation of the Committee. Periodically, the Committee will evaluate how well it has fulfilled its purpose and report its findings to the full Board.