

## **Board Diversity Policy**

### **PURPOSE**

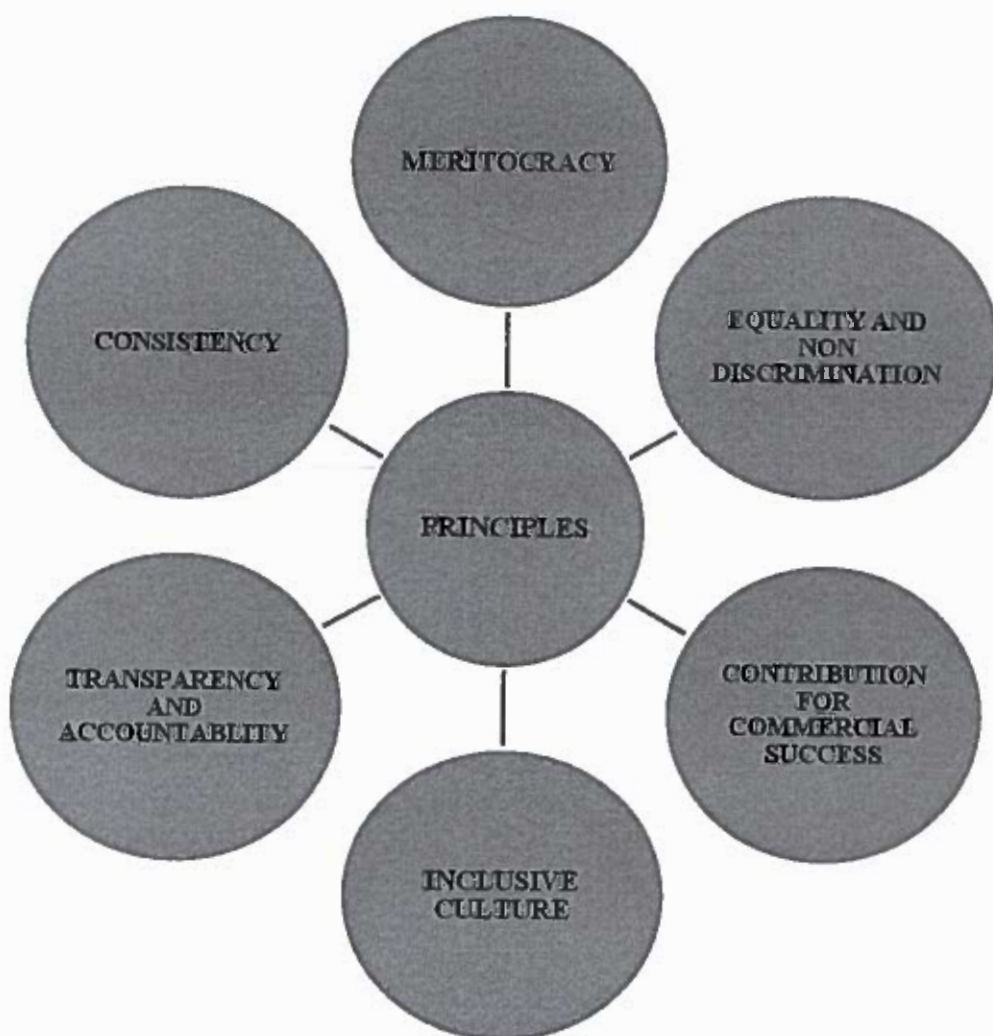
Our business model is built on and driven by consumers who are at the heart of everything we do. It is believed that one cannot create brands and products to improve the lives of the worlds' consumers unless they understand and value the diversity of those we serve and those we work with. Diversity and Inclusion is deeply rooted in our company's Purpose, Values and Principles. Diversity and Inclusion at Procter & Gamble comes to life through everyday moments, experiences and interactions that encourage leadership, innovative thinking, and collaboration. It is about a culture of respect for every individual, for the consumers we serve, and for the people we work with every day. The Company recognise that a Board composed of appropriately qualified people with a broad spectrum of experience relevant to the business is important for effective corporate governance and sustained commercial success of the Company. The Company aims to achieve a sustainable and balanced development by building a diverse and inclusive culture.

### **POLICY STATEMENT**

- 2.1 The Company endorses the principle that its Board of Directors should have a balance of skills, experience and diversity of perspectives appropriate to the Company's business.
- 2.2 The composition of the Board is intended to reflect an appropriate mix of skill sets, experience, and qualifications that are relevant to the business and governance of the Company over time. Each individual Director should epitomize the Company's Purpose, Values and Principles, possess the highest ethics and integrity, and demonstrate commitment to representing the long-term interests of the Company's shareholders. Each Director should also have individual experiences that provide practical wisdom, mature judgment, and an inquisitive and objective mind. These experiences, at policy-making levels, may include business, government, legal, technology, international, marketing and other areas that are relevant to the Company's global operations. In addition, the evaluation of Director alsoty Committee takes into account diversity, including with respect to age, gender, international background, and race.

### **PRINCIPLES**

This diversity policy of the Company is based on the following principles:



## **2. OBJECTIVES**

The Nomination and Remuneration Committee (the 'Committee') shall discuss and agree annually all measurable objectives for achieving diversity and recommend them to the Board for adoption. At any given time the Board may seek to improve one or more aspects of its diversity and measure progress accordingly. At the date of adoption of this policy, the Board is aiming for the following objective:

- 2.1 to ensure that the Board of the Company includes women directors with at least one(1) woman director on the Board;
- 2.2 to ensure at least one third of the total number of directors are independent directors;
- 2.3 to seeks to achieve a mix of Board members that represents a diversity of background and experience, including with respect to age, gender, international background, race, and specialized experience

- 2.4 to understand each individual's skills, passions, and fundamental commonalities and to enable behaviours that lead to a culture of innovation.
- 2.5 to create a supportive and encouraging environment that values individuality and to inspire each employee to bring his/her personal best;
- 2.6 to make decision making transparent, fair and equitable.

### **3. MONITORING AND REPORTING**

3.1 Monitoring – The Committee will be responsible for:

- 3.1.1 assessing and making necessary changes in this Policy from time to time;
- 3.1.2 setting targets for diversity; and
- 3.1.3 submitting a progress report to the Board.

6.2 Reporting – Employee resource groups and General Manager of HR Department shall present a report to the Committee. The report will include suggestions for improvement, objectives under the Policy and progress statement of developments.

### **4. DISCLOSURE**

- 4.1 The Policy may be published on the Company's website for public information.
- 4.2 A summary of this Policy together with the objectives set for implementing this Policy will be disclosed in the annual Corporate Governance Report.

### **5. REVIEW**

The Committee will review from time to time the effectiveness and implementation of this Policy. The Committee shall discuss any changes that may be required in the policy and recommend such changes to the Board for approval.

Policy creation      February 6,2016  
Revision                -----