The Procter & Gamble Company Board of Directors
Governance & Public Responsibility Committee Charter

I. Purposes. The Governance & Public Responsibility Committee of the Board (the "Committee") is appointed by the Board for the following primary purposes:

A. **Governance Purposes:**

1. identifying individuals qualified to become members of the Board;

2. recommending to the Board when new members should be added to the Board and individuals to fill vacant Board positions;

3. recommending to the Board the director nominees for the next annual meeting of shareholders and whether to accept or reject the resignation of any incumbent director-nominee who submitted his or her resignation as a Director to the full Board after receiving a greater number of votes cast "against" such nominee than votes "for" such nominee in any non-contested election;

4. periodically reviewing the Company's corporate governance documents, including the Corporate Governance Guidelines, Articles of Incorporation, Regulations and By Laws, and recommending updates to the Board and/or shareholders, as appropriate;

5. educating the Board and the Company in applicable governance laws and regulations and assisting the Board and the Company in interpreting and applying the Company's Corporate Governance Guidelines and other issues related to Board governance; and

6. overseeing the Board's annual evaluation process.

B. **Public Responsibility Purposes:**

1. overseeing the Company's community and government relations;

2. overseeing the Company's product quality and quality assurance systems;

3. overseeing protection of the Company's corporate reputation and other matters of importance to the Company and its stakeholders (employees, consumers, customers, society, and shareholders,), and overseeing positions and practices relating to corporate responsibility, corporate engagement and relevant public policy issues;

4. overseeing the Company's commitment to and efforts regarding environmental sustainability.

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

A. **Board Vacancies.** When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death or an increase in the size of the Board, to present the Committee's recommendation of a replacement member to the Board.

B. **Director Criteria.** To consider, at a minimum, the following factors in recommending to the Board continued service of existing members or potential new Board members:

1. the characteristics described in the Corporate Governance Guidelines (i.e., demonstrated character and integrity; an inquiring mind; experience at a strategy/policy setting level, high-level managerial experience in a relatively complex organization or experience dealing with complex problems; an ability to work effectively with others; sufficient time to devote to the affairs of the Company; and freedom from conflicts of interest);

2. whether the member/potential member assists in achieving 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;

3. whether the member/potential member is subject to a disqualifying factor as described in the Corporate Governance Guidelines (i.e., relationships with competitors or recent previous employment with the Company);

4. whether the member/potential member is an employee or director of a significant or potentially significant customer, supplier, contractor, counselor or consultant of the Company;

5. whether a member has reached retirement age or a term limit as described in the Corporate Governance Guidelines;

6. the member's/potential member's independence;

7. whether the member/potential member would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation or Audit Committee guidelines;

8. the extent of the member's/potential member's business experience, technical expertise, or specialized skills or experience;

9. whether the member/potential member, by virtue of particular experience relevant to the Company's current or future business, will add specific value as a Board member; and

10. any factors related to the ability and willingness of an existing member to continue his/her service or a new member to serve.

C. **Board Committees.** At the first meeting of the Board following the annual meeting of shareholders, to propose to the Board appropriate Chairs and

members for all Board Committees. The Committee shall also propose members to fill any Board Committee vacancies and shall propose Board Committee assignments for all newly elected Directors.

D. **Board Size.** To make recommendations to the Board about exercising the Board's authority to determine the number of its members.

E. **Oversight of the Evaluation of the Board.** To be responsible for overseeing the evaluation of the Board in the following respects:

1. by ensuring an appropriate process for Board assessment is defined and executed on an annual basis; and

2. by annually reviewing the performance of Board members who are expected to stand for election at the next annual meeting.

F. **Corporate Governance Guidelines.** To maintain and update, as appropriate and with Board approval, the Company's Corporate Governance Guidelines, and to periodically review and recommend updates to the Company's Articles of Incorporation, Regulations, By Laws and/or other corporate governance documents, to the Board of Directors and/or shareholders, as appropriate.

G. **Stakeholder Issues.** To review systems and plans, including any public reporting, and make recommendations to the Board, on matters of importance to Company stakeholders, including:

1. sustainable development (including environmental quality, economic development and related public policy issues);

2. community and government relations;

3. product quality and quality assurance systems; and

4. corporate reputation.

H. **Director Education.** To make recommendations regarding Director orientation and continuing education, as the Committee deems appropriate.

I. **Interpretation and Application of Laws and Guidelines.** To educate the Board and the Company on applicable governance laws and regulations and assist the Board and the Company in interpreting and applying the Company's Corporate Governance Guidelines and other issues related to Board governance.

J. **Director Removal.** To recommend to the Board the removal of a Director where appropriate.

K. **Director Independence.** To recommend to the Board standards for Director independence.

L. **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.

M. **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. S/he must be independent as determined by the Board in accordance with 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 the 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, the 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 Advisors**. The Committee has the authority, in its sole discretion, to select, direct and, if appropriate, terminate any search firm used to identify candidates for Board membership (or to establish other procedures to develop potential candidates for consideration), legal counsel and any other advisors as it deems necessary in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, to make reasonable compensation payments to any advisor retained by the Committee.

V. **Annual Performance Evaluation of the Committee**. At least annually, the Committee will evaluate how well it has fulfilled its purpose during the previous year and report its findings to the full Board.