Anti-bribery

Procter & Gamble expectations for external business partners
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Ethics & Compliance Office

This guide will help outline P&G's general expectations on anti-bribery and anti-corruption compliance for suppliers, vendors, consultants, and other external business partners. References here to "we" or "our" means P&G, and to "you" or "your" means P&G's external business partners.

P&G sets high standards for itself and everyone who contributes to our business, including ensuring the highest standards of integrity. We require you, our external business partners, to demonstrate the same commitment through your actions, training, and compliance efforts. However, it remains your responsibility to identify and mitigate risks particular to your industry, geography, and workforce.

The basics: no bribery

You must not offer, give, seek, or accept bribes. You also must not allow any other party working on behalf of P&G—such as an agent, consultant, or subcontractor—to offer, give, seek, or accept a bribe.

A bribe is anything that is given or offered to improperly influence the behavior of someone in business or government. It need not be made in cash. A gift, meal, drink, job offer, travel, or anything of value can also be a bribe—any attempt to "buy" an improper benefit is prohibited, no matter the amount or value of the thing offered.

P&G also prohibits "facilitation" or "grease" payments. These are small, unofficial payments made to government officials that prompt or expedite routine tasks, such as clearing goods through customs, obtaining a travel visa, or connecting utilities.

Do not make such payments, even if permitted by local law and even where they are accepted business practice. However, this does not prevent payments required to ensure the personal safety of someone in your workforce, though such payments should be reported immediately to your P&G contact.

Recurring situations

If you have frequent contact with government officials or work in a country where corruption is commonplace (a good guide would be any country with a Transparency International Corruption Perception Index score of 50 or less), you should be especially vigilant. Below are "red flags" that can suggest the possibility of illegal bribes when offered to or demanded by government officials:

- ⊘ payments in cash or in another country's currency;
- ⊘ success fees or substantial up-front payments with no business rationale;
- ⊘ payments with no receipt or invoice;
- ⊘ payments made to individuals rather than to an organization;
- ⊘ payments that are bigger than the standard amount, or disproportionate to the job;
- ⊘ vague requests for funds to "make the necessary arrangements", "take care of things", or "make the process run more smoothly";
- ⊘ unclear invoices without sufficient detail, such as "miscellaneous" or "services rendered"; or
- ⊘ personal, unofficial requests for tips, meals, drinks, gifts, or favors that could influence—or appear to influence—official actions.

Tell us if you see a "red flag" or have a recurring issue with a particular government agency, country, or type of transaction. We will work with you to determine the best way to ensure compliance.

Training and prevention

P&G expects its external business partners to develop and maintain processes to prevent and detect bribery. This includes your proactive training of your employees and suppliers on how to handle common situations consistent with P&G expectations and with the law. Recurring areas of concern can include:

- Sampling and marketing activities in public schools and universities, or in state hospitals and clinics
- Event planning for conventions involving state health care professionals as speakers or attendees
- Real estate services requiring stamps, surveys, document recording, or approvals by state officials
- Promotional services seeking permits for public spaces or buying airtime on state-owned media
- Travel services involving visa issuance or background checks from clerks or police stations
- Transport and trade brokers who interact with customs agents or border control officers
- Environmental or construction services requiring permits or inspections from regulators
- Registration services at local boards of health for product labels or ingredient lists
- Security, anti-counterfeit, or brand protection services involving law enforcement
- Auditing, consulting, or legal services that interact with courts or elected officials
- Manufacturing or plant operations requiring contact with state utilities
- Sales activities involving buyers for government customers

The above is a partial list only. You must take responsibility anytime your employees or agents interact with public officials on behalf of P&G. You should seek the help of qualified counsel on situations specific to your business to ensure such activities are managed the right way, removing risk of bribery.

If following the rules means you may fail to meet a P&G business goal—such as missing a delivery date because you refuse to pay a bribe to a local official—you must tell us immediately so we can help find a compliant solution. You must not allow business needs to justify something that violates the law or is inconsistent with P&G's commitment to integrity.

Failure to comply with these expectations may result in the loss of P&G business, in addition to possible legal consequences. **If you find that someone working for you has made an improper payment in connection with P&G's business, you must immediately inform your P&G contact**.

Why this matters

Paying bribes encourages continued and escalating bribery, and corruption is bad for business and the communities where we work. Moreover, bribery is illegal almost everywhere in the world. P&G's reputation for over 170 years is as a company that always does the right thing. We expect you to do the right thing as well, which is why your contracts and regular certifications with P&G reinforce a firm prohibition on bribery.

We will work with you, our valued external partners, to resolve difficult situations. But we can only do this if you talk to us about the issues you face. If you have any questions about these requirements, please ask your P&G contact or email P&G's Ethics & Compliance Office directly at compliance.im@pg.com

This document provides a general overview only. It does not represent the complete policy of P&G and is not legal advice. It does not provide an exhaustive treatment of all legal issues or risks in this topic area, nor does it affect any contract or agreement you may have with P&G. It also does not substitute for your responsibility to comply with all relevant laws, develop effective training programs to identify and mitigate risk, and seek advice from qualified counsel in particular situations.