

**THE PROCTER & GAMBLE COMPANY**  
**GLOBAL POLICY FOR COLLECTING COMPETITIVE INFORMATION**

Competitive intelligence is the process of understanding and anticipating the competitive environment in which P&G operates to maximize our competitive advantages, positively influence our decisions and consequently, impact our business results.

Competitive Intelligence is based on our Purpose, Values and Principles (PVP) which are the foundation of our Company and remain an integral part of how we work. Modeling ethical behavior internally sets us apart externally and leads to value creation for consumers, shareholders and customers.

How we achieve our growth – ethically and honestly – is as important as the results themselves. Therefore, the information about our competitors can be a powerful tool in our business, but only if it is obtained and used in accordance with P&G's PVP and this policy. Our ongoing commitment to comply with the law and Company policies helps ensure our PVPs remain vital and foundational in everything with do.

P&G's Competitive Information Collection Policy is organized around Core Principles outlined below. We have also included some situational guidelines to help you address typical day-to-day information collection questions, as well as key topics such as antitrust risks that you should always consider when collecting competitive information.

Compliance with this policy is expected of every employee. Violations of this policy may result in disciplinary actions up to and including termination. If you have questions or confront situations not specifically described in this policy, please seek assistance from P&G Legal or Corporate Competitive Intelligence.

### **SECTION 1 – CORE PRINCIPLES**

*Because obtaining competitive intelligence can occur in almost limitless circumstances, there is no set of rules that can specifically address every conceivable circumstance. Accordingly, the Company expects all employees to follow the letter and spirit of these Core Principles:*

1. No competitive information is worth jeopardizing Procter & Gamble's reputation or your own.
2. We only seek to obtain competitive information in compliance with applicable laws. At minimum, no P&G employee may:
  - Take another company's proprietary information without that company's authorization;
  - Obtain another company's proprietary information as a result of deception, misrepresentation, promises or threats;
  - Receive another company's proprietary information from someone that you know or have reason to believe was obtained without that company's authorization.
  - Collect competitive information in a manner that raises antitrust issues.
3. We only actively pursue information that will add value to our business decision-making without risking reducing genuine competition in the market.
4. We never misrepresent or mislead anyone about our relationship with P&G
5. We always respect the right of other companies to protect their proprietary information. We never encourage or pressure others to violate their obligations to protect the confidentiality of their current or former employer's proprietary information, or information given to them under a confidential disclosure agreement. When respecting the right of other companies to protect their property:
  - We will not use proprietary information that has been lost by the owner by mistake or accident (e.g., sealed documents/electronic device left in a public place).
  - However, if competitor's proprietary information is revealed through the intentional but careless act of its employees or agents (e.g., talking loudly in a public place) we may use that information as the employee or agent has given up the right to protect his/her company's property. Moreover, there should not be any misrepresentation from the P&G employee or inducement to encourage the careless act.
6. We do not jeopardize our relationship with suppliers, customers or/and other third parties by making promises or threatening the loss of future business- or other negative consequences- with the intention of getting proprietary information. Individuals should not be pressured to reveal proprietary information or betray confidences
7. We do not make promises in exchange of proprietary information to customers, competitors and other third party
8. We never ask or permit a contractor or other third party acting on our behalf to act inconsistent with this policy.
9. We don't use third parties as messengers of information between us and our competitors

To prevent violating or appearing to violate the antitrust laws throughout the world, P&G should generally avoid direct contact with our competitors, their employees or agents where that contact might involve information regarding pricing, promotions, product plans or other proprietary information (as defined below). There are some limited circumstances when a need to make direct contact with a competitor may arise. All such contacts must comply with the Company policies on Contacts with Competitors included in section 4 and Trade Associations Policy included in section 7

A strong culture of integrity is a source of sustainable value creation – data shows that ethical companies yield higher long-term shareholder returns. Therefore, it is each employee's personal responsibility to know and understand all applicable Company policies and procedures before seeking any competitive information. Whenever you are uncertain about how to proceed, contact P&G Legal immediately. Before acting in this sensitive area of competitive information, consider how P&G or you, as a P&G employee, would react if you learned a competitor was doing the same thing regarding P&G. If you are still in doubt about something you want to do, avoid the risk--simply don't do it.

## **SECTION 2 – GUIDELINES FOR COLLECTING COMPETITIVE INFORMATION IN TYPICAL SITUATIONS**

*The examples below describe various ways P&G and its employees may encounter and collect competitive information in compliance with legal requirements and the Core Principles listed above.*

These represent only a few examples of the various situations where competitive information is found. We've tried to provide some guidelines to help you apply the corporate Purpose, Values and Principles. It would be impossible to cover every possible situation, and therefore we trust that you will make the right decision. If you ever find yourself in a "gray area", where you aren't exactly sure whether something is right to do, you should contact P&G Legal Division or Corporate Competitive Intelligence.

**Always indicate the source of information in any Competitive Intelligence alert, report, summary or presentation you prepare, even if for internal use only.**

It is important to note that this policy applies globally. When gathering information outside of the U.S., strict U.S. law can still apply to a U.S. based company like P&G. Of course, P&G complies with all laws where it does business.

### **From Public Sources:**

- There is a wealth of information available from sources open to the public that should be explored first before venturing into more risky areas. Some examples follow:
  - News media
  - Libraries
  - Documents filed with government agencies
  - Universities
  - The Internet
  - Information intentionally disclosed by companies in public reports
  - Public speeches

Information from these sources may be collected and used provided it's not Commercially Sensitive Information disclosed as part of an Information Exchange Scheme. See section 3 for the details on the Antitrust Considerations

### **From Public Property, Sidewalk or Road:**

- As a general rule, information that is observable from public property or highways may be obtained by, for example:
  - Observing the number and type of delivery vehicles going to and from a manufacturers' plant.
  - Taking photographs of anything you can see from a public area.
- Because there may be legal restrictions against the use of eavesdropping or other surveillance equipment or techniques, P&G Legal should be consulted before using anything other than a still camera from a public place. For example,
  - Do not take or purchase aerial photographs of a manufacturing plant.
  - Do not use recording equipment (e.g. microphones, video cameras).
- Even where it may be legal to do so, P&G chooses not to engage in techniques that might be regarded as unsavory or reflecting poorly on the Company, for example:
  - Do not search through trash receptacles or dumpsters.
  - Do not position yourself in the public area of a restaurant, bar or hotel that is being used by a competitor's employees solely for the purpose of trying to pick up trade secret information.

### **At Trade shows and Open Houses**

- You can obtain promotional materials and samples that are being openly distributed.

- You cannot tour a competitor's facility, without prior Legal Department approval. In any case you should identify yourself as an employee of P&G. See section 4 on Contact with Competitors for further perspective.
- Never take measures to hide or misrepresent your identity as an employee of P&G. Be open and honest.
- During these events, be especially sensitive to antitrust concerns and consult P&G Legal before attending them.

### In the Course of Normal Job Duties

- Do obtain information shared by customers or suppliers if you are sure that they have no obligation to hold it confidentially. However, always consult P&G Legal before taking information that, by its very nature, has to be considered Commercially Sensitive (see section 3 for details on the Antitrust Considerations).
- In particular, it's in general **NOT OK** to receive from retailers/suppliers/agencies or any third parties, especially when on a regular basis, information related to:
  - Production limitation
  - Costs

Information on future competitive price increases requires particular sensitivity to potential legal issues, especially in EIMEA, Asia and LA. Consult with local Legal for detailed guidance specific to your region/country **if** you can collect, how to collect and/or make use of information on future competitive price increases received from retailers/suppliers/agencies.

- Only under certain conditions it may be OK to collect from customers/suppliers and use information about:
  - Current prices
  - Future Price Changes
  - Technological changes/improvements
  - Initiatives

But, at a **minimum**, these conditions include the following:

- you do not pressure the customer/supplier, or promise anything of value in return or threaten them in any way AND
- the information is not clearly marked as confidential AND
- the information is not exchanged as part of a scheme between competitors that can reduce competition in the market (see section 3 for details on the Antitrust Considerations) .

Due to different antitrust sensitivities, additional conditions may be needed in the different geographies. Please clarify with local Legal team whether these and possible additional conditions are met **before** getting the information

### Through personal contact with individuals who have information about a competitor (e.g. social contacts, suppliers, consultants, ex-employees of competitors, etc.)

- While no discussions should occur with current employees of competitive companies either directly or via an outside entity such as the third party, it is OK to receive information if: 1) it is freely given, 2) if the individual has ethically obtained it and you are confident this person is under no obligations to hold it confidentially, 3) if this person knows you work at or are affiliated with P&G, 4) the exchange of such information is not part of an Information Exchange Scheme, and 5) the information is not Commercially Sensitive (see section 3-5 for additional perspective on Antitrust Considerations, Contact with Competitors and Rules of Engagement with Former Competitive Employees Through Consultants).
- Do not pressure individuals to disclose information, or make promises or threats to get it.
- Although there are some limited circumstances in which it may be faster and/or cheaper to directly contact a competitor's employees or agents affiliated with a competitor to gather non-proprietary information that could be made available to the public you always need to follow the Contact with Competitors Principles included in section 4.
- Do not misrepresent your relationship or affiliation with P&G to anyone.

### Through accident or mistake

There may be occasions where you come upon proprietary information that clearly must have been dropped or lost by accident. In these cases, you should immediately seal and deliver the information only to P&G Legal. Do not distribute this information internally or externally without prior legal approval. For example:

- A P&G supplier mistakenly faxes a document to P&G that it intended to send to a competitor.
- An envelope containing sealed, trade secret information is accidentally dropped in the parking lot by a competitor and found by a P&G employee.
- A briefcase//electronic device is left behind in the airport and found by a P&G employee.

### Through consultants

You can use a third party consultant to perform competitive intelligence tasks; however you first need to determine if the analysis is strategic or tactical as each type of work requires a different DOA

- If the task the vendor will perform is strategic in nature, the Business VP can approve all strategic analyses below \$100M, but the CFO needs to approve any strategic work equal or over \$100M

- If the task the vendor will perform is tactical, you should follow the respective DOA of your business to approve the analysis. You can contact the Corporate Competitive Intelligence team to identify the right vendor if needed
- All consultants should follow the same information gathering principles and policy as P&G employees, except they need not disclose that P&G is its client. However, they cannot misrepresent themselves or the intent of their information collection.
- Consultants should never be asked or permitted to do something a P&G employee would not do.
- Consultants (and P&G employees) should be able to identify and document sources used for competitive intelligence gathering.
- Consultants utilized by P&G, as well as those P&G employees engaging them, may be subject to reviews/audits by P&G in order to ensure that they (and their employees or contractors) are in compliance with the standard contract and this Policy.
- Consultants hired to perform competitive intelligence work must agree to and comply with P&G's standards defined by the Procurement team and include in the respective Master Agreement: 1) a Confidential Disclosure Agreement, 2) copy of this policy 3) written agreement to comply with P&G Policy for Collecting Competitive information 3) completed Competitive Background Form. (Please refer to the Master Agreement example in section 7)
- All interactions with consultants must follow the rules of engagement included in section 5.

(NOTE: If competitive information you've collected contains personal data (names, faces/physical likenesses, geo-location, personal identification numbers, etc.) check with Legal Division before developing or implementing any software or service that analyzes this data.)

### **SECTION 3 – ANTITRUST CONSIDERATIONS**

Almost every country in the world has enacted antitrust laws. The basic objective of these laws is to preserve free and open competition in the marketplace. Severe criminal and civil penalties may be imposed on P&G, and on you, if you authorize or participate in a violation of the antitrust laws. Some of the most serious types of antitrust violations include agreements with competitors in order to reduce competition in the marketplace.

Circumstantial evidence, which is used to prove these violations, can be drawn from internal business documents as well as situations where competitors meet or could meet or could pass information to reach anticompetitive agreements (e.g. trade association meetings). Such contacts could even be indirect, through customers, suppliers or other intermediaries. Therefore the general rule of thumb at P&G is “no contact with competitors”, especially on topics considered to be Commercially Sensitive Information.

#### **What is Commercially Sensitive Information?**

Commercially Sensitive Information is any information that, if shared between competitors, even indirectly, could produce a restrictive effect on competition. Competitors' Commercially Sensitive Information may include, without limitations:

- Future price changes
- Current or future limitation of production
- Current or future costs of production
- Current prices
- Current or Future Promotional activities
- Initiatives

Collecting Commercially Sensitive Information directly or indirectly from competitors (including from customers with respect to their private labels competing with our products) could generate antitrust risks because it can be seen as part of Information Exchange Scheme.

#### **What is an Information Exchange Scheme?**

An Information Exchange Scheme is an intentional effort by firms to directly or indirectly share information with the objective of influencing competitive behavior and potentially limiting competition in the marketplace.

### **SECTION 4 – CONTACT WITH COMPETITORS**

No employee is permitted to have one-on-one or small group discussions with any competitor without prior Legal Division approval. If approval is given, then all Legal Division instructions must be followed. Approval will be given for the specific circumstances and should not be interpreted as a blanket approval for any future contact with the competitor in question.

Please be aware that most countries have competition laws which prohibit certain activities between competitors, including price fixing, agreeing on selling terms and conditions, boycotts, dividing markets, limiting production, etc. Some

regulators even take the position that sharing business information violates the law. The authorities use the mere existence of competitive contacts as evidence of wrong-doing, even if nothing improper actually occurred.

The following provides more specific guidance

- All employees and all forms of contact, including physical meetings, telephone calls, video conferences, letters and emails must comply with this policy.
- Subject to the general exceptions described below, the Legal Division will determine the propriety of competitive contacts on a case-by-case basis. Legitimate reasons to talk with competition may include acquisition, divestiture or licensing activities, dispute resolution, joint lobbying of governments and the purchase or sale of goods or services.
- Any on-going social or personal contacts with competitors should be discussed with the Legal Division and the respective HR contact if a conflict of interest arises. ( see section 7 for additional resources on Do the right thing site)
- Customers with private label products in the same categories as P&G should be considered competitors as well
- Contacts by CBD and customer team members in the ordinary course of business with customers do not require pre-approval, provided the following topics are not discussed: store brand pricing and promotion, whether to enter or exit a category with a store brand, store brand assortment or any other matter that might be perceived as reducing competition between P&G and the store brand.
- CBD and customer team members do not require pre-approval to attend customer meetings where all competitors within the relevant category are invited for deployment of information concerning a customer's future plans or for limited interaction with competitors at the direction of the customer on purely executional matters. Employees attending these meetings should nonetheless keep the watch-outs set out in this policy in mind.
- Contacts with competitors pursuant to trade or professional association activities should comply with the Trade Association Policy included in section 7. Approval is needed before participating in any association (as defined broadly by the company in said policy). Additionally, any one-on-one or small group discussions with competitors (other than social conversation or proper topics of discussion from the association meeting) during breaks, lunches, cocktail hours, dinners, etc., before, during or after formal association meetings should be avoided.

## **SECTION 5 – RULES OF ENGAGEMENT WITH FORMER COMPETITIVE EMPLOYEES THROUGH CONSULTANTS**

The following are rules of engagement as you proceed with any relation with a third party to talk Competitive Intelligence topics

- No discussions should occur with current employees of competitive companies, either directly or via an outside entity such as the third party
- All information received from the third party (including former employees of competitive and non-competitive companies) should be non-confidential information.
- All discussions should be prefaced with our desire to receive only non-confidential information, and this request should be renewed at the front-end of every separate conversation. Written communications should be prefaced with the same request.
- Discussions relating to current or future plans of any company are off-limits, even if the individual being interviewed believes that this is non-confidential information.
- Discussions related to how companies will compete now or in the future, specific innovation or geographic expansion plans, licensing, acquisition, or divestiture plans, and anything of a like nature are all off-limits and should not be discussed. In contrast, as an example, general pros and cons of organic versus acquisition growth or other general opinions related to alternative business or technical models are acceptable, provided the information is non-confidential.
- Discussions related to corporate structure, organizational design and processes, and generally how decisions are made, are within acceptable limits of discussion provided that these discussions are limited to non-confidential information.
- If an individual hesitates to answer, or otherwise expresses concern regarding that confidentiality status of the information, do not press the individual for an answer. This is applicable even if you think the information requires only a non-confidential answer.
- Any information you receive that is not clearly within these guidelines, or for which you have a question about whether the information is within these guidelines, should be shared with the appropriate P&G Legal attorney prior to any further discussion within P&G, including presentation to your management teams. This will allow us to assess the nature of the information to determine whether it is appropriate to further communicate the information internally.

## **SECTION 6 – DEFINITION OF TRADE SECRET**

### **What is “Proprietary Information” or a “Trade Secret”?**

“Proprietary Information” and “Trade Secret” are interchangeable terms that describe any information used in one's business that represents a competitive advantage and that is kept confidential by that company. Not all confidential

information is proprietary, such as organization structure. For guidance, following are examples of information that P&G considers to be proprietary. Proprietary information (of competitors) may include, but is not limited to, the following:

- Marketing and advertising plans
- Specific areas of research and development (unless revealed publicly through external research, intellectual property, or other public disclosure).
- Project and/or initiative work, timelines
- Product formulation, functionality or other characteristics
- Processing methods, production schedules
- Testing and evaluation procedures and/or results
- Pricing, cost and profit figures
- Construction plans
- Other confidential information

The law protects proprietary information so long as the owner takes appropriate steps to maintain their confidentiality. Once the proprietary information is shared or disclosed without appropriate protection, the information has entered the public domain and loses its protected status; thus, in principle P&G can collect it, provided it is not Commercially Sensitive Information from competitors shared as part of an Information Exchange Scheme). This kind of scheme can affect genuine competition in the market. Note that confidential information, even if not proprietary, should not be shared (directly or indirectly) between competitors. See the guidance set out above in previous sections.

### **Remember to Protect P&G Trade Secrets or Proprietary Information**

P&G's trade secrets are the lifeblood of our business. This policy should raise awareness of what our competitors (who may have less restrictive policies) could do to collect information about P&G. It is your responsibility to protect the proprietary information that your management has entrusted to you. Assume that others will do what we are asking you not to do, and manage your behavior accordingly. In order to protect P&G's trade secret information, ALL employees are responsible for both: 1) understanding what company information and work they are doing is proprietary and 2) taking the appropriate steps to protect them. If you have any questions about making this determination, please contact the Corporate Competitive Intelligence organization or P&G Legal.

## **SECTION 7-REFERENCES & RESOURCES**

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### **REFERENCES**

- Do the Right Thing Website: <http://communities.pg.com/cm/DTRT>
- Antitrust website <http://antitrust.pg.com>
- Link to [Trade Association Policy](#)
- Link to the [Master Agreement example](#)

### **RESOURCES**

The Company has established a **Corporate Competitive Intelligence Group** within the Corporate F&A Strategy team to better support the Business Competitive Intelligence needs. Please refer to your F&A leader to contact the Corporate Competitive Intelligence Associate Director or go to CI net for additional resources and contacts by BU.