



FINANCIAL
SERVICES
AND
MARKETS
AUTHORITY

Supervision of information disseminated by companies

**Certificate of Approval of a Prospectus
in accordance with the law of 16 June 2006 transposing Articles 17 and 18 of Directive
2003/71/EC**

To:

CZECH NATIONAL BANK (CZECH REPUBLIC)
BUNDESANSTALT FÜR FINANZ-DIENSTLEISTUNGSAUFSICHT (GERMANY)
CAPITAL MARKET COMMISSION (GREECE)
CENTRAL BANK OF HUNGARY (HUNGARY)
CENTRAL BANK OF IRELAND (IRELAND)
COMMISSIONE NAZIONALE PER LE SOCIETA E LA BORSA (ITALY)
KOMISJA NADZORU FINANSOWEGO (POLAND)
FINANCIAL SUPERVISORY AUTHORITY (ROMANIA)
COMISIÓN NACIONAL DEL MERCADO DE VALORES (SPAIN)
FINANCIAL CONDUCT AUTHORITY (UNITED KINGDOM)

From:

FINANCIAL SERVICES AND MARKETS AUTHORITY (FSMA) (BELGIUM)

We hereby certify that the Prospectus detailed below has been drawn up in accordance with the law of 16 June 2006 transposing the Directive 2003/71/EC and was approved by us on 25 March 2019.

Name of Issuer: The Procter & Gamble Company

Registered Office/Seat: One Procter & Gamble Plaza, Cincinnati, Ohio 45202, USA

Type of Securities (references to the annexes of Regulation EC 809/2004 according to which the prospectus was drawn up):

- Offering of shares - Employee Stock Purchase Plan
- Annexes I, III and XXII of Regulation EC 809/2004

We have authorised, in accordance with Article 27 of the law of 16 June 2006 transposing Directive 2003/71EC, the omission of the information referred to in Question 71 of the ESMA Q&A on prospectuses related topics (29th version – January 2019) on the ground that this information has been considered as irrelevant by the issuer in the framework of an offering of shares to employees.

Attachments:

(1) Prospectus dated 25 March 2019

The Deputy Chairman,

Annemie ROMBOUTS

Date : 25 March 2019

SCS COA 2019 0385