



## **FIVE ALUMNI OF H.J. HEINZ BOARD OF DIRECTORS SEND LETTER TO PROCTER & GAMBLE DIRECTORS**

*Describe How Nelson Peltz Won Them Over as a Heinz Director After a Hard-Fought Proxy Contest*

*Underscore Nelson Peltz's Long-Term Focus and Contributions Made to Heinz Board*

**September 27, 2017**—Five Alumni of the H.J. Heinz Company (“Heinz”) Board of Directors today sent a letter to Directors of The Procter & Gamble Company (NYSE: PG) (“P&G”), reflecting on their positive experience working with Nelson Peltz in the Heinz boardroom.

Following Heinz’s hard-fought 2006 proxy contest against Trián Fund Management, L.P. (“Trián”), the Alumni of the Heinz Board found Nelson Peltz to be a valuable, constructive and collegial director with a focus on delivering long-term value to Heinz shareholders. The five signatories of the letter are former Heinz directors Charles E. Bunch, Thomas J. Usher, Dennis Reilley, John G. Drosdick and Dean R. O’Hare – all of whom were members of the Heinz Board for the entirety of Nelson Peltz’s tenure on the Board from 2006 through 2013.

Dear Procter & Gamble Directors,

In 2006, Nelson Peltz joined the Board of H.J. Heinz Company following a long and hard-fought proxy contest. Like you, many of us had feared that Nelson’s presence would disrupt the effectiveness of our Board process and derail the execution of our strategy. However, just the opposite proved true.

The following are some reflections on our experience with Nelson as a Heinz Director:

- Nelson was a valued member of the Heinz board. We appreciate all that he did during his time as a Heinz director.
- Nelson was consistently focused on delivering long-term shareholder value to Heinz shareholders. He was opposed to taking actions that would provide short-term benefit at the expense of long-term value.
- Nelson respected the views of his fellow directors and proved to be a constructive force and an important cohesive and collegial voice in the boardroom. While discussions could get spirited, we viewed that as a good thing and all directors including Nelson were always open-minded to others’ perspectives.
- Following the proxy contest, the board and management came together working toward a common goal with Heinz creating significant long-term shareholder value driven by consistent and profitable growth. All Heinz stakeholders benefitted.

Like P&G, Heinz was a proud company with a history that went back more than 100 years prior to Nelson’s arrival. We can say without a doubt that Nelson’s presence was additive to the Heinz Board.

We would be happy to discuss our experience in detail with you.

Sincerely,

Alumni of the Heinz Board of Directors\*

**Charles E. Bunch**

*Former Chairman and CEO, PPG Industries, Inc.; Director of ConocoPhillips, Mondelēz International, Inc., Marathon Petroleum and PNC Financial Services Group, Inc.; and former Director of H. J. Heinz Company*

**Thomas J. Usher**

*Former Chairman and CEO, United States Steel Corporation; non-executive Chairman of Marathon Petroleum Company; director of The PNC Financial Services Group, Inc. and PPG Industries; and former Director of H.J. Heinz Company*

**Dennis Reilley**

*Former Chairman and CEO, Praxair, Inc.; non-executive Chairman of Marathon Oil Corporation; Director of DowDuPont Inc. and CSX Corporation; former Advisory Partner, Trian Fund Management, L.P.; and former director of Covidien, Entergy and H.J. Heinz Company*

**John G. Drosdick**

*Former Chairman and CEO of Sunoco, Inc.; Chairman of PNC Funds, director of United States Steel Corporation and Triumph Group, Inc. and former director of H.J. Heinz Company*

**Dean R. O'Hare**

*Former Chairman and CEO, The Chubb Corporation; and former Director of AGL Resources, Fluor Corporation, DFA Capital Management and H.J. Heinz Company*

*\*Affiliations listed for Identification Purposes Only*

**About Trian Fund Management, L.P.**

Founded in 2005 by Nelson Peltz, Ed Garden and Peter May, Trian Fund Management, L.P. is a highly engaged shareowner that seeks to invest in high quality but undervalued and underperforming public companies and to work collaboratively with management teams and boards of those companies to execute operational and strategic initiatives designed to drive long-term sustainable earnings growth for the benefit of all stakeholders.

The views expressed in this press release represent the opinions of Trian Fund Management, L.P. ("Trian") and certain of the funds and investment vehicles it manages (collectively, Trian with such funds, "Trian Partners"), and are based on publicly available information with respect to The Procter & Gamble Company (the "Company"). Trian Partners recognizes that there may be confidential information in the possession of the Company that could lead it to disagree with Trian Partners' conclusions. Trian Partners reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of such change. Trian Partners disclaims any obligation to update the information or opinions contained in this press release.

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#### **Additional Information**

Trian Partners, L.P., Trian Partners Co-Investment Opportunities Fund, Ltd., Trian Fund Management, L.P. ("Trian"), and the other funds and investment vehicles Trian manages (Trian with such funds, "Trian Partners") that hold shares of The Procter & Gamble Company (the "Company"), and the other participants (collectively, the "Participants") identified in the definitive proxy statement on Schedule 14A (the "Proxy Statement") filed by Trian with the SEC on July 31, 2017, are participants in the solicitation of proxies in connection with the 2017 annual meeting of shareholders of the Company, including any adjournments or postponements thereof or any special meeting that may be called in lieu thereof (the "2017 Annual Meeting"). Shareholders are advised to read the Proxy Statement, accompanying proxy card and any other documents related to the solicitation of shareholders of the Company in connection with the 2017 Annual Meeting because they contain important information, including additional information relating to the Participants as well as a description of their direct or indirect interests by security holdings. These materials and other materials filed by Trian Partners and the other Participants in connection with the solicitation of proxies are available at no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). The Proxy Statement and other relevant documents filed by Trian Partners and the other Participants with the SEC are also available, without charge, by directing a request to Trian Partners' proxy solicitor, Innisfree M&A Incorporated, 501 Madison Avenue, 20th Floor, New York, New York 10022 (call toll-free:(877) 750-8338; call collect: (212) 750-5833; or email (Requests for materials only): [material@innisfreema.com](mailto:material@innisfreema.com)).

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