BOOT + CAMP CASE STUDY: P&G Proxy Battle Goes Digital

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How Digital is Being Used in a High Profile Proxy Battle

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return

Program Contents:

- What is a Broxy Battle
- Evaluation of Digital Mediums Used
 - Websites
 - Use of Facebook Groups
 - Social Ads (Targeting)
 - LinkedIn Articles
 - Sharable Content
 - Organic Search
 - Search Ads





BOOT * CAMP What is a Proxy Battle?

What is a Proxy Battle?

A **proxy fight** or **proxy battle** is an unfriendly **contest** for the control over an organization. The event usually occurs when corporation's stockholders develop opposition to some aspect of the corporate governance, often focusing on directorial and management positions.

Proxy fight - Wikipedia https://en.wikipedia.org/wiki/Proxy_fight



Background

- P&G is the LARGEST company to face a proxy battle of this magnitude
- P&G expected to spend \$35 Million
- Trian expected to spend \$25 Million



GSOT

- Goal = Win Proxy Battle
- Strategy = Target alumni with educational messages
- Objectives
 - Reach X% of alumni with meaningful content that may convince them to vote our way
 - Drive WOM with social media shares of content from employees + alumni
- Tactics = What we will discuss today



Microsite – Revitalize PG

- Mobile first design
- Clean + simple
- Call to action doesn't stand out
- Lack of visuals + too much text



Home Meet Nelson Peltz About Trian News & Letters Video Presentations Third Party Commentary

How To Vote

Revitalize P&G — Together

Trian believes strongly in Procter & Gamble's potential, but the Company is facing challenges that have led to disappointing results over the last decade. As one of P&G's largest shareholders, Trian has a keen interest in helping P&G address these challenges. This website summarizes these challenges and explains why adding Nelson Peltz to the Board will help revitalize P&G. Scroll down to learn more.

READ TRIAN'S WHITE PAPER ON P&G

Microsite - Video

- First 10 seconds focuses on logo + who he is
- 6 minutes may be ok but assume people will only watch first 60 seconds



Nelson Peltz on Challenges Facing P&G



- Nominee for P&G Board of Directors
- / CEO & a Founding Partner of Trian
- 🕖 Director: Mondelēz, Wendy's, Sysco
- 🖌 Fmr. Director: Heinz, Ingersoll Rand

I One of NACD's Most Influential People in Corporate Governance in 2010, 2011 and 2012

REVITALIZE P>OGETHER

Microsite – Key Points

- Clear list format
- Easy to read
- Direct and to the point
- Focused on concerns of target audience

Trian's Objective is to Create Sustainable Long-Term Shareholder Value at P&G. That means Trian is:

NOT advocating for the break-up of the Company

NOT suggesting that the CEO be replaced

NOT seeking to replace directors

NOT advocating taking on excessive leverage

NOT seeking to cut pension benefits

NOT suggesting that research & development, marketing expense or capital expenditures be reduced

NOT seeking cost cuts that could impact product quality

NOT suggesting the Company move out of Cincinnati



Microsite – Action Page

 Visuals used strategically to make a point



Much Stronger & Positioned to Win

David S. Taylor Chairman of the Board, President and Chief Executive Officer

VIEW THE MESSAGE \rightarrow

P&G's Winning Total Shareholder Return

Our fiscal 2017 results demonstrate that the actions we have taken and the plan we have in place are working. Since the CEO transition on November 1, 2015, our team has delivered total shareholder return ("TSR") that outperformed the S&P 500 and is well above the vast majority of peers throughout that same time period. Now is the time to build on our momentum and prevent anything from derailing the work that is delivering improvement.





Microsite – Vote Blue

- Clear + simple
- Good use of visuals





Our Results Our Plan FAQ Other Voices HOW TO VOTE →

A Profoundly Different P&G

Today P&G is a stronger, more focused company with a strengthened portfolio of leading brands in ten highly attractive, daily-use categories that respond to innovation, where products solve problems and performance drives purchase. We are implementing significant productivity improvements to fuel growth and substantially simplifying our organization. We are on the right track and returning value to shareholders. Read more about our progress and our winning plans in the sections below.



PERFORMANCE

P&G









PORTFOLIO

PRODUCTIVITY & ORG. DESIGN

CORPORATE CITIZENSHIP WORLD-CLASS BOARD





Short(ish) Sharable Content

- Vote Blue emails out a single onepage letter
- Clear message with visual
- Also PDF on site to enable sharing



David S. Taylor Chairman of the Board, President and Chief Executive Officer

Friends of P&G,

Today, we issued the next <u>letter</u> in our series of letters to P&G shareholders about the ongoing proxy contest with Trian Partners. The purpose of these letters is to help P&G shareholders – which include many of you – make an informed decision as they vote their proxy cards between now and our Annual Shareholder Meeting on October 10. You can find additional information at <u>voteblue.pg.com</u>.

P&G is on the right track. Since November 1, 2015, P&G has delivered total shareholder return ("TSR") of 27% — well above the vast majority of peers selected by Trian throughout that same time period.¹ P&G also outperformed the S&P 500, which delivered a TSR of 24% in that same timeframe.² Please note that the weighted average return of the companies where Mr. Peltz serves as a Board member has been only 8%. Only one of these companies, Mondelez International, is a large, multinational company. The returns there have been a NEGATIVE 3%.



We believe Mr. Peltz initiated the proxy contest to satisfy his own agenda and meet the expectations of *his* limited partners. What's best for P&G right now is balance and focus. P&G will not benefit from change for the sake of change. Now is the time to build on our momentum, and prevent anything from derailing the work that is delivering improvement. We strongly believe it is in the best interest of our Company, our shareholders, and each of us who care about P&G and the communities in which we live and work, to vote the Blue Proxy Card.

There's a line of P&G blue that connects every one of us. We ask for your support to Vote Blue so that we can continue to deliver on our plan that is working.

Thank you for your continued support.

Sincerely,

Daid Laylor

David Taylor Chairman of the Board, President and Chief Executive Officer



Facebook Groups

Post in P&G Alumni
group





People Post in Groups

- Challenge only people can post in groups
- Solution Have P&G Alumni + Trian spokesperson post in the group
- "He" created a post about "his" position



New Member · Yesterday at 4:40pm

Having spent 35 years as a proud P&G employee, I believe P&G needs to do more for their shareholders and I believe Trian and Nelson Peltz can change that. If you have not decided which way to vote your shares, I urge you all to watch my latest video and hear why I decided to join Nelson Peltz in his efforts to revitalize Procter & Gamble. For more information on Trian and Nelson Peltz's track record, please visit www.revitalizepg.com

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Post = Discussion

- People started commenting + sharing their perspective
- No response from "Clayt"



Terry Brett From Yahoo 1998 - 2008 P&G Stock - barely recovered from the big drop during Clayt's tenure #PGEMPLOYEE (Procter and Gamble employee - not sure who Proctor is)



Like · Reply · OD 6 · Yesterday at 6:22pm · Edited

Peter Hambuch Clayt, I've worked with P&G 31 years and I am very proud about this great company. My Position regarding Trian is quit simple and principle based. A hedge fonds may invest Money in a Company in Order to get Dividends and Even more Dollars via an increased Share Price. But, That's it!!!

P&G doesn't Need People in the Board having one and only interest, i.e. Money, Money, Money....in their own Pocket.

Like · Reply · 🕐 4 · Yesterday at 6:23pm

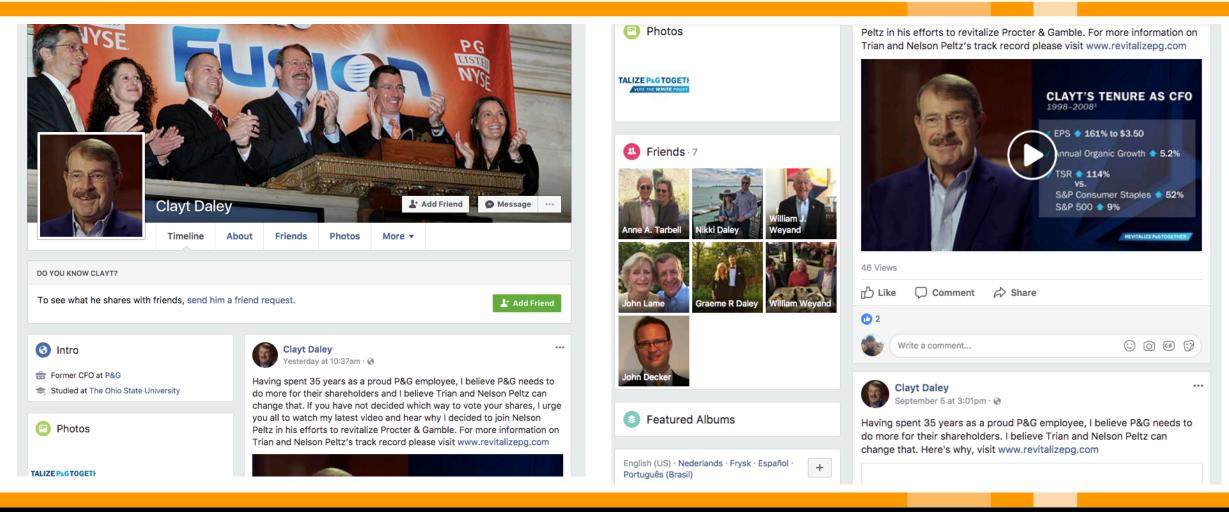


Douglas Hall I have mixed feelings on this but something that will help me solidify my position is to understand if Clayt is being paid by Trian for his support.

Like · Reply · Yesterday at 6:47pm



Clayt Made a Profile Just for This





What do you think are the pros and cons of this approach?

Share your ideas... What did they do right? What can be improved?



Pro's

- Great idea = Meet people where they are
- Discussion shows the topic is resonating
- Video = a powerful medium
 - Video message is compelling
 - Building on his authority



Con's

• No disclosure on the post = FTC violation Note: Even employees who are personally commenting know better

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Clayt Daley

New Member · Yesterday at 4:40pm

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Terry Brett From Yahoo 1998 - 2008 P&G Stock - barely recovered from the big drop during Clayt's tenure #PGEMPLOYEE (Procter and Gamble employee - not sure who Proctor is)



Like · Reply · OD 6 · Yesterday at 6:22pm · Edited



Con's

- Doesn't actually sound authentic (who talks that way)
- Post is long but not actually informative – doesn't really say anything
- Lack of engagement in comments



Clayt Daley New Member · Yesterday at 4:40pm

Having spent 35 years as a proud P&G employee, I believe P&G needs to do more for their shareholders and I believe Trian and Nelson Peltz can change that. If you have not decided which way to vote your shares, I urge you all to watch my latest video and hear why I decided to join Nelson Peltz in his efforts to revitalize Procter & Gamble. For more information on Trian and Nelson Peltz's track record, please visit www.revitalizepg.com

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Con's

- First 3 seconds of video is the Trian logo
- Opening isn't catchy
- Seems canned and staged – authenticity wins in digital

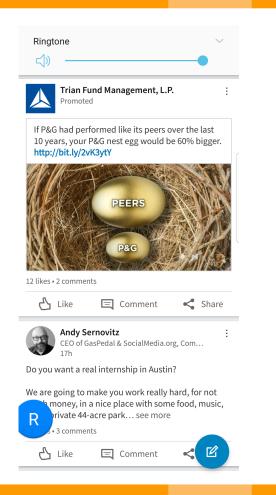




Social Media Ads

- Targeting on social better than almost anywhere else
- Clear single message
- Easy to understand visual
- Link to learn more

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How are they able to target me?

- LinkedIn:
 - Previous employer
 - Current employer
 - Email
 - Retargeting
- Facebook
 - Interests
 - Employer
 - Email
 - Retargeting

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LinkedIn Article

- Personal LinkedIn article from P&G Employee
- Includes disclosures, etc. at the end
- Smart idea to create more sharable content



Your Legacy is at Stake: My message to the men & women of P&G who came before us

Published on August 22, 2017

Gary Coombe | + Follow President, Europe - Procter & Gamble 6 articles

As a valued member of the P&G family in Europe, I wanted to share some perspective with you on the proxy contest initiated by Nelson Peltz of Trian Partners, an activist



LinkedIn Article

- Sharable content online (33 LinkedIn shares)
- Encourages engagement (100+ likes)



Jon Powell August 28 at 6:14am · 🚱

Jon Powell shared a link.

Your Legacy is at Stake: My message to the men & women of P&G who came before us www.linkedin.com



5 Comments 1mo Pedro Range General Manager/VP Marketing/Business Strategist/Commercial Advisor and Board Member Will do! Like Reply 2 Likes 4w *** Yann Gaslain CEO at PROCARE HEALTH I trust the current leadership to do a great job and to build P&G long term value. I will vote the Blue proxy! Like Reply 1 Like 4w *** John Lynch J&J Global Innovation and Supply Chain Leader Gary As a recent retiree with 35 years I am glad to see your advocacy for the company and agree that Mr. Peltz brings no added value. I, like you, have helped to lead the transformation PG is undergoing and believe we have the right plan, the right leadership and the right Board as it is. David is a transformational leader and PG is making significant and real progreesee more Like Reply 3 Likes Nicola Walsh 4w Legal Counsel at Velcro Companies This caught my attention although as non-shareholder I can't vote. very compelling and heartfelt words - as an ex colleague of SPD, i truly hope you achieve the desired outcome. (edited) Like Reply 1 Like Vicky Ferrier 2w Writer Speaker Co-Creator P&G need to think completely differently Gary. Nelson Peltz is not the answer and will destroy P&G but this incident must be used as a catalyst to free P&G from a narrative it's trapped in that erving you well at all!





LinkedIn Article

- WAAAAAYYYYYY too long
- No responses to comments
- Doesn't really seem "personal" as you get into it



Gary Coombe + Follow President, Europe - Procter & Gamble

As a valued member of the P&G family in Europe, I wanted to share some perspective with you on the proxy contest initiated by Nelson Peltz of Trian Partners, an activist hedge fund in New York, and ensure you have all the information you need as you decide which way to vote.

Trian is seeking Board representation at the Company's annual meeting on October 10 against the recommendation of the P&G Board and the Company's leadership. As with all investors, P&G has maintained an active and constructive dialogue with Trian since it made its investment in the Company. Our CEO, David Taylor, members of our Board, and our Global Leadership Council, of which I'm a member, have all been involved in discussions with Mr. Peltz.

I firmly believe that P&G people – as they always have been – are best placed to dictate our own future, without adding a Wall Street activist like Mr. Peltz to our Board. We already have the right plan in place and it is working.



Sharable Content

- Create content people can easily share
- Use them as advocates for your message
- The presentation is 106 pages TOO LONG!!!

٩	• Senior Human Resources Manager, Global Brand Management Function at Procter 20h	••
weeks l	P&G shareholders, P&G is executing a strategy that is working. Only a few eft to vote BLUE in the Trian proxy contest. And here is why: /lnkd.in/gMBzkae	
#pgemp 5 Likes		
占 Lik	e ⊑ Comment 🛱 Share	



☆ 🖸

Forward-Looking Statements

C Secure https://voteblue.pg.com/static/pdf/PG-Executing-a-Strategy-that-is-Working.pd

Certain statements in this release or presentation, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities



Simple, Sharable Messages

- Simple messages
- Sharable content
- Talk like normal people

GITA

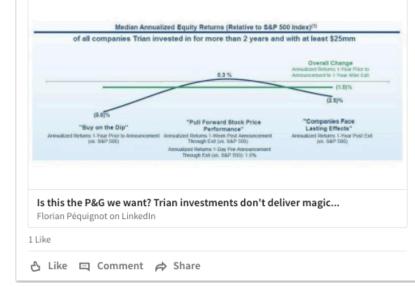


Andrew Sharman

HR Associate Director - Transformation Projects, Europe at Procter & Gamble

When you get down to facts in the P&G/Trian Proxy Contest, it's beginning to look like a wise investor would get better returns by moving their investment in Trian directly into P&G stock.

#pgemployee



Is this the P&G we want? Trian investments don't deliver magic...

Published on September 19, 2017



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Florian Péquignot + Follow Director Human Resources - Global Brand Building at Pro... 4 articles

(∆) 32 (□) 0 (⊅)

P&G just completed (September 19) an in-depth analysis of historic Trian investments and came out with clear conclusions that long-term (and even mid-term), the results are suboptimal for long-term shareholders of companies Trian invested in. The P&G research (that can be found in the investor presentation on: https://voteblue.pg.com/our-plan) is based on all past Trian investments of greater than \$25 million and that were held for at least two years before exiting them. In addition, P&G did a deep dive on the operational performance of three consumer companies where Mr. Peltz served on the Board (Heinz, Mondelez, and Wendy's). All the research was completed solely on publicly available information.

Results are striking:

• Trian investments often happen at a time where the stock price has been undervalued for a certain period of time.

Simple, Sharable Messages

- Authentic
- Short
- To the point
- (missing disclaimer?)



David Cumming + Follow R&D Associate Director North America Fabric Care at Pro...





Editorial: P&G shareholders should reject Wall Street's advances When a Wall Street financier thinks he has a better idea about how to run the company ... we're not buying it.

This is a very well written and informed analysis of what Trian could mean for P&G. Make up your own mind but I believe it would be a disaster.

For those of you receiving Proxy votes, a couple of things to bear in mind:

- If you don't vote, your vote doesn't count (many people assume not voting gives your vote to the company -- it doesn't!

- If you want to vote with the company's position, look for the Blue Proxy form. The white Proxy Form is from Trian.



Simple, Sharable Messages

- Trusted spokesperson
- Good visual
- Article is LONG
- Maybe a video?

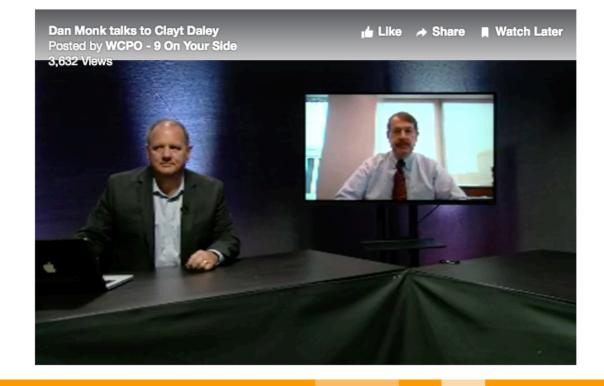




Facebook Live News Interview

- Live on Facebook drives more attention
- Allows for engagements

In a Facebook Live interview with WCPO Wednesday, Daley said P&G's failure to embrace new ideas caused it to miss out on growth that should have flowed from the 2005 acquisition of Gillette.





Organic Search

- "P&G Proxy Battle"
- Only news results

Peltz, amid P&G proxy fight, says his record 'speaks for itself'

https://www.cnbc.com/.../peltz-amid-pg-proxy-fight-says-his-record-speaks-for-itself.... 2 days ago - Peltz tells CNBC the way the management is running Procter & Gamble is dangerous. P&G is expected to release on Tuesday a rebuke of Peltz's record at other companies. ... Billionaire investor Nelson Peltz came to his own defense Tuesday in his battle to gain a board seat at Procter & ...

Peltz, in P&G proxy fight, says he doesn't know how to spell 'lose'

https://www.cnbc.com/.../peltz-in-pg-proxy-fight-says-he-doesnt-know-how-to-spell-l... ▼ Sep 8, 2017 - "I don't even know how to spell 'lose," he said in an interview on CNBC, responding to a question about his hedge fund's proxy fight to get a ...

Cramer's Stop Trading: P&G proxy fight will get 'ugly' - CNBC.com



https://www.cnbc.com/.../cramers-stop-trading-pg-proxy-fight-will-... CNBC's Jim Cramer explains why he is keeping an eye on shares of Procter & Gamble as activist ...

P&G Proxy Fight Pits Former Finance Chief Against Longtime Protégé ... https://www.wsj.com/.../p-g-proxy-fight-pits-former-finance-chief-against-longtime-prot... Sep 5, 2017 - At P&G, the former finance chief and his handpicked successor are on opposing sides of a boardroom fight over how best to reinvigorate the ...

Procter & Gamble Co.'s Proxy Fight: What Investors Need to Know ...

https://www.fool.com/.../procter-gamble-cos-proxy-fight-what-investors-need.aspx ▼ Jul 18, 2017 - The move makes P&G the biggest company to ever face a proxy fight, according to The Wall Street Journal. Let's look at what the battle means ...

Procter & Gamble targeted by Peltz proxy fight - USA Today

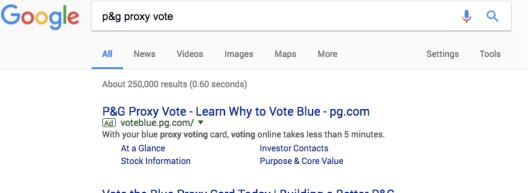
https://www.usatoday.com/story/money/2017/07/17/...proxy-fight/483644001/
Jul 17, 2017 - Cincinnati -based Procter & Gamble targeted in largest-ever proxy fight over slow profit
growth.

P&G Targeted By Billionaire Nelson Peltz In Biggest Proxy Fight In ...



Organic Search

- "P&G Proxy Vote"
- Vote Blue wins all 3 spots ahead of news results
- Trian isn't even on the first page



Vote the Blue Proxy Card Today | Building a Better P&G https://voteblue.pg.com/ ▼ Read about P&G's winning strategy, future goals and what that means for shareholders. Plus, learn how to cast your blue proxy card. How to Vote · FAQs · Our Results · Our Plan

How to Cast Your P&G Proxy Vote | Building a Better P&G https://voteblue.pg.com/how-to-vote Learn how to vote for P&G in the upcoming shareholder proxy vote and why voting matters.

Top stories



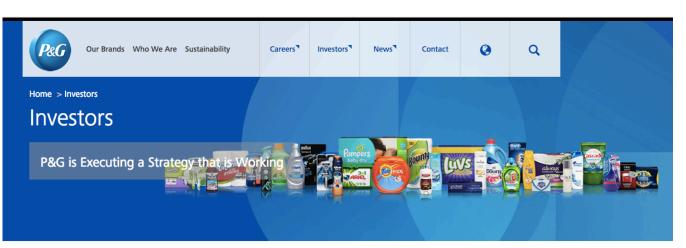
Vata white' va 'Vata Dalta amid D&C provu

DPC- Mr. Dolta Lloo No



Organic Search

- Also on first page is PGInvestor
- Copy = "Our strategy is working"
- Call to action on bottom right linking to vote blue microsite







Search Ads

- Ad always gets the first placement
- VoteBlue is only ad there
- Text + Content could be better optimized

Google	p&g proxy battle 🌷 🔍						
	All News Videos Images Shopping More Settings Tools						
	About 65,700 results (0.67 seconds)						
	P&G Proxy Vote - Learn Why to Vote Blue - pg.com Ad voteblue.pg.com/ ▼ With your blue proxy voting card, voting online takes less than 5 minutes. At a Glance Investor Contacts Stock Information Purpose & Core Value						
	Top stories						
	Peltz, amid P&G proxy fight, says his record 'speaks for itself' CNBC · 2 days ago						

Now it's personal: P&G takes aim at Nelson Peltz in new report $\mathtt{CNBC} \cdot \mathtt{2}$ days ago

→ More for p&g proxy battle

Peltz, amid P&G proxy fight, says his record 'speaks for itself' https://www.cnbc.com/.../peltz-amid-pg-proxy-fight-says-his-record-speaks-for-itself.... • 2 days ago - Peltz tells CNBC the way the management is running Procter & Gamble is dangerous. P&G is expected to release on Tuesday a rebuke of Peltz's record at other companies.... Billionaire investor Nelson Peltz came to his own defense Tuesday in his battle to gain a board seat at Procter & ...



Who do you think is winning the digital battle? Why?



@BootCampDigital

BOOT CAMP Let's Connect Online