

Writer's Direct Contact  
+1 (202) 778.1611  
MDunn@mofocom

**1934 Act/Rule 14a-8**

September 9, 2016

**VIA E-MAIL ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))**

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

Re: Walgreens Boots Alliance, Inc.  
Stockholder Proposal of Sisters of St. Francis of Philadelphia, Sisters of St. Joseph of Peace, Sisters of the Humility of Mary, Sisters of Charity of St. Elizabeth, and Trinity Health

Dear Ladies and Gentlemen:

We submit this letter on behalf of our client Walgreens Boots Alliance, Inc., a Delaware corporation (the "**Company**"), which requests confirmation that the staff (the "**Staff**") of the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the "**Commission**") will not recommend enforcement action to the Commission if, in reliance on Rule 14a-8 under the Securities Exchange Act of 1934 (the "**Exchange Act**"), the Company omits the enclosed stockholder proposal (the "**Proposal**") and supporting statement (the "**Supporting Statement**") submitted by Sisters of St. Francis of Philadelphia, Sisters of St. Joseph of Peace, Sisters of the Humility of Mary, Sisters of Charity of St. Elizabeth, and Trinity Health (the "**Proponents**") from the Company's proxy materials for its 2017 Annual Meeting of Stockholders (the "**2017 Proxy Materials**").

Pursuant to Rule 14a-8(j) under the Exchange Act, we have:

- filed this letter with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2017 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponents.

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 2

Copies of the Proposal and Supporting Statement, the Proponents' cover letters submitting the Proposal, and other correspondence relating to the Proposal are attached hereto as Exhibit A.

Pursuant to the guidance provided in Section F of Staff Legal Bulletin 14F (Oct. 18, 2011), we ask that the Staff provide its response to this request to Martin Dunn, on behalf of the Company, via email at mdunn@mof.com or via facsimile at (202) 887-0763, and to the Proponents' lead representative, Sisters of St. Francis of Philadelphia, via email at tmccaney@osfphila.org.

## ***I. SUMMARY OF THE PROPOSAL***

On August 2, 2016, the Company received letters from the Proponents containing the Proposal for inclusion in the Company's 2017 Proxy Materials. The Proposal reads as follows:

**“RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.”

## ***II. EXCLUSION OF THE PROPOSAL***

### ***A. Basis for Excluding the Proposal***

As discussed more fully below, the Company believes it may properly omit the Proposal from its 2017 Proxy Materials in reliance on Rule 14a-8(i)(7), as the Proposal deals with matters relating to the Company's ordinary business operations.

### ***B. The Proposal May Be Omitted in Reliance on Rule 14a-8(i)(7), As It Relates To The Company's Ordinary Business Operations***

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a stockholder proposal that relates to the company's "ordinary business operations." According to the Commission, the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." *Exchange Act Release No. 40018, Amendments to Rules on Shareholder Proposals*, [1998 Transfer Binder] Fed. Sec. L. Rep. (CCH) 86,018, at 80,539 (May 21, 1998) (the "**1998 Release**"). In the 1998 Release, the Commission described the two "central considerations" for the ordinary business exclusion. The first is that certain tasks are "so fundamental to

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 3

management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight." The second consideration relates to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* at 86,017-18 (footnote omitted).

The Staff has further stated that a proposal requesting the publication of a report may be excluded under Rule 14a-8(i)(7) if the subject matter of the report involves a matter of ordinary business. *See Exchange Act Release No. 20091* [48 FR 38218] (Aug. 16, 1983). In addition, the Staff has stated that "[where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business ... it may be excluded under [R]ule 14a-8(i)(7)." *Johnson Controls, Inc.* (Oct. 26, 1999).

***1. The Proposal's Underlying Subject Matter Concerns the Sale of Particular Products and Services***

The Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the Staff has repeatedly recognized that a proposal relating to the sale of a particular product is excludable under Rule 14a-8(i)(7) as a component of "ordinary business." At its core, the Proposal attempts to impose on the Company an obligation to re-examine its decision to sell a particular product. The subject matter of the requested report therefore involves "ordinary business" and is not appropriate for stockholder action at an annual meeting.

The Company is a global leader in pharmacy-led health and wellbeing retail, offering customers goods and services, including prescription drugs and pharmacy-related services, as well as healthcare and retail products including non-prescription drugs, beauty, toiletries and general merchandise. The selection of thousands of different products sold in the Company's 13,100 retail stores in 11 countries is an integral part of the Company's business. Allowing stockholders to dictate the factors that management should consider in making merchandising decisions would inappropriately delegate management's role to stockholders. Decisions regarding product selection inherently involve complex operational and business issues requiring knowledge of such things as the Company's array of product offerings, the availability and prices charged by the Company's suppliers, the shelf space available in the Company's stores, the preferences of the Company's customers, including in specific local markets, and the product offerings of the Company's competitors. Assessing these and the many other factors that influence the Company's merchandising decisions requires the judgment of the Company's management, which, unlike individual stockholders, is well-positioned, and has the necessary skills, knowledge and resources, to make informed decisions on such day-to-day business and operational matters. Particularly for a retailer such as the Company, decisions as to which

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 4

products the Company sells are fundamental to management's ability to run the Company on a daily basis and are matters that are properly in the purview of management.

The Staff has a long history of concurring with the exclusion of proposals that concern the sale of tobacco products by retailers. The Staff has reached this position consistently, regardless of whether the proposal calls for the adoption of a specific policy or practice regarding the sale of tobacco products or, instead, calls for a report with regard to the sale of tobacco products. *See, e.g., Rite Aid Corp.* (Mar. 24, 2015) (concurring in the exclusion of a proposal requesting additional oversight on the sale of certain products, in particular tobacco products, because the proposal concerned the "products and services offered for sale by the company"); *CVS Caremark Corp.* (Feb. 25, 2010) (concurring in the exclusion of a proposal requesting a report to shareholders on how the company is responding to rising public pressures to discourage sales of tobacco products, because the proposal concerned the "sale of tobacco products" and "CVS is not involved in manufacturing tobacco products"); *Rite Aid Corp.* (Mar. 26, 2009) (concurring in the exclusion of a proposal requesting a report to shareholders on how the company is responding to rising regulatory, competitive and public pressures to halt sales of tobacco products, because the proposal concerned the "sale of a particular product"); and *CVS Caremark Corp.* (Mar. 3, 2009) (same).

The Staff's position with regard to proposals relating to the sale of particular products or services is consistent where the product that is the subject of the proposal is not tobacco. *See, e.g., Cabela's Inc.* (Apr. 7, 2016) (concurring in the exclusion of a proposal requesting the implementation of a policy to continue to sell handguns and rifles discharging up to eight shells without reloading, weapons connected to the sports of hunting and marksmanship, and not to sell (other than to police departments and other military and law enforcement agencies of government) firearms capable of discharging more than 8 shells without reloading, noting that "the proposal relates to the products and services offered for sale by the company"); *Wal-Mart Stores, Inc.* (Mar. 20, 2014) (concurring in the exclusion of a proposal requesting additional oversight concerning the sale of certain products, including whether the company should sell "guns equipped with magazines holding more than ten rounds of ammunition ('high capacity magazines')" because the proposal concerned the "products and services offered for sale by the company"); *Wells Fargo & Co.* (Jan. 28, 2013, *recon. denied* Mar. 4, 2013) (concurring in the exclusion of a proposal requesting that the company prepare a report discussing the adequacy of the company's policies in addressing the social and financial impacts of the its direct deposit advance lending service, noting in particular that "the proposal relate[d] to the products and services offered for sale by the company"); *General Mills, Inc.* (July 2, 2010) (concurring in the exclusion of a proposal requesting limits on the use of salt and other sodium compounds in the company's food products, noting in particular that the proposal "relate[d] to the selection of ingredients in [the company's] products" and that "[p]roposals concerning the selection of ingredients in a company's products are generally excludable under rule 14a-8(i)(7)"); *Home*

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 5

*Depot, Inc.* (Jan. 24, 2008) (concurring in the exclusion of a proposal requesting the company to “end the sale of glue traps” as relating to the sale of a particular product).

From the title of the resolution to the supporting statement, the Proposal clearly and repeatedly focuses on controlling the Company’s selection and sale of particular products, namely tobacco products. The Proposal title emphasizes the risk of “continued sales of tobacco products” in the Company’s stores. The Supporting Statement frequently urges the Company to discontinue sales of tobacco products:

- “JAMA reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.”
- “The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies.”
- “In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.”
- “Leading U.S. medical authorities . . . have all highlighted the inherent conflict of tobacco sales in retail pharmacies.”
- “Leading national retail chains with pharmacies . . . have stopped selling tobacco products . . . .”
- “Walgreens’ continued sale of tobacco continues to be questioned in press reports . . . .”

Precedent instructs us that when a proposal seeks to interfere with management’s day-to-day decisions regarding the particular products or services to be offered to customers, as the Proposal does, the Staff consistently concurs in the exclusion of the proposal.

As in all the cited precedent, the Proposal’s underlying subject matter deals specifically with the Company’s determinations regarding the sale of particular products and services (*i.e.*, tobacco products). The Company’s business depends on its ability to provide a variety of products that meet customer tastes and preferences, and tobacco is one of the many products the Company offers to meet these customer demands. As discussed above, the Staff has consistently held that proposals relating to the sale of a particular product may be omitted as relating to matters of ordinary business.

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 6

As discussed above, consistent with its precedent concurring with the exclusion of proposals relating to a company's sale of a particular product, the Staff has routinely allowed the exclusion of proposals that request the preparation of a report regarding the sale of a particular product, including tobacco products. In this precedent, the Staff has concurred with the exclusion of proposals that were similar to the Proposal. For example, in *CVS Caremark Corp.* (Feb. 25, 2010), the Staff permitted exclusion of a proposal that would have required the board of directors to prepare a report detailing how the company is responding to pressures to discourage sales of tobacco products. Similarly, in *Rite Aid Corp.* (Mar. 26, 2009), the Staff permitted exclusion of a proposal that would have required the board of directors to prepare a report detailing how the company is responding to pressures to cease sales of tobacco products. The Staff has also permitted the exclusion of proposals that do not seek to impose an outright ban on the sale of tobacco products, but instead request that management terminate sales of tobacco unless the company can demonstrate that it is able to implement FDA regulations restricting youth access to tobacco. See *J.C. Penney Co., Inc.* (Mar. 2, 1998); *CVS Corp.* (Mar. 2, 1998); *Rite Aid Corp.* (Mar. 5, 1997); and *Wal-Mart Stores, Inc.* (Mar. 3, 1997).

As the Proposal addresses the Company's sale of a particular product, it relates to the Company's ordinary business operations. The Company is, therefore, of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

## ***2. The Proposal Deals with Legal Compliance***

The Proposal may be properly omitted in reliance on Rule 14a-8(i)(7) because the action requested includes a discussion of the Company's compliance with law. The Proposal requests that the Company issue a report on the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in the Company's stores. The Supporting Statement also refers to the Company's compliance with legal requirements, noting that a group of 28 U.S. attorneys general wrote a letter to the Company, among other major retailers, to stop selling tobacco products. In addition, the Supporting Statement indicates that "U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies." The Company's tobacco sales are heavily regulated and necessitate substantial efforts to ensure legal compliance. The report sought by the Proposal would, therefore, necessarily address the Company's compliance with laws which, in the Company's view, renders the Proposal excludable, as compliance with applicable laws is essential to a public company's day-to-day management and cannot, as a practical matter, be subject to direct stockholder oversight.

The Staff has regularly concurred that compliance with law is a matter of ordinary business and has permitted companies to omit proposals relating to the fundamental business function of establishing and maintaining legal compliance programs. In *Navient Corp.* (Mar. 26,

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 7

2015), a proposal recommended a report on the company's internal controls over its student loan servicing operations, including a discussion of the actions taken to ensure compliance with applicable federal and state laws. The Staff concurred with the omission of the proposal, stating that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)." In *JPMorgan Chase & Co.* (Mar. 13, 2014), a proposal requested a policy review evaluating opportunities for clarifying and enhancing implementation of board members' and officers' fiduciary, moral and legal obligations to shareholders and other stakeholders. In its request, the company noted that fiduciary obligations, legal obligations, and "standards for directors' and officers' conduct and company oversight"—sought by the proposal—are governed by state law, federal law, and New York Stock Exchange Listing Standards. The Staff concurred with the omission of the proposal, stating that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)." In *AES Corp.* (Jan. 9, 2007), a proposal requested that the company create a board committee to oversee the company's compliance with federal, state and local laws. As the company was in the highly regulated energy industry, the company expressed the view that compliance with law is fundamental to its business and, therefore, it was impractical to subject legal compliance to shareholder oversight. The Staff concurred with the company's omission of the proposal, stating that the proposal related to "ordinary business operations (*i.e.*, general conduct of a legal compliance program)." In *Halliburton Co.* (Mar. 10, 2006), a proposal sought a report from the company evaluating the potential impact of certain violations and investigations on the company's reputation and stock price, as well as the company's plan to prevent further violations. The Staff concurred with the omission of the proposal as it related to the company's ordinary business of conducting a legal compliance program. *See also Raytheon Co.* (Mar. 25, 2013) (in which the Staff stated that "[p]roposals that concern a company's legal compliance program are generally excludable under rule 14a-8(i)(7)"); and *Sprint Nextel Corp.* (Mar. 16, 2010) (concurring with the omission of a proposal requesting an explanation as to why the company had not adopted an ethics code that would promote ethical conduct and compliance with securities laws on the basis that the proposal concerned "adherence to ethical business practices and the conduct of legal compliance programs").

As a global retailer, the Company offers thousands of products, including prescription drugs, non-prescription drugs, beauty products and general merchandise—including tobacco products. Accordingly, the Company is subject to extensive and comprehensive regulation under federal and state laws in the United States and the laws of the various jurisdictions outside the United States in which the Company does business. These laws and regulations significantly affect the way that the Company does business, and can restrict the scope of its existing businesses and limit its ability to expand its product offerings, as well as impact the costs of its products and services. Laws and regulations affecting the Company's business globally change frequently, and management must regularly adjust the Company's business activities in accordance with such changes.

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 8

The Company has a separate Legal Department that is integrally related in their work on matters related to legal risk. Compliance teams work closely with senior management to provide independent review and oversight of the Company's operations, with a focus on compliance with applicable global, regional and local laws and regulations. The Legal Department serves a variety of functions, many of which are control related. The Company's lawyers provide legal advice to assist in efforts to ensure compliance with all applicable laws and regulations and the Company's corporate standards for doing business. At the Board of Directors level, the Audit Committee provides oversight of management's responsibilities to assure there is in place an effective system of controls reasonably designed to maintain compliance with laws and regulations. The Company expends substantial resources on legal and regulatory compliance, which is necessary given the breadth and dynamic nature of the global legal and regulatory environment within which the Company conducts its business. Accordingly, compliance with law and regulation is a fundamental management function at the Company that is similar to, or even more expansive than, the circumstances that existed in *The AES Corp.* and other precedent discussed above, and is not an activity that can be practically overseen by stockholders as the Proposal requests.

Accordingly, as the Proposal addresses the Company's ongoing compliance with law, it relates to the Company's ordinary business operations. The Company is, therefore, of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

### ***3. The Proposal Does Not Focus on a Significant Policy Issue***

The Commission has stated that "proposals relating to such [ordinary business] matters but focusing on sufficiently significant social policy issues (e.g., significant discrimination matters) generally would not be considered to be excludable" because the proposals would transcend the day-to-day business matter and raise policy matters so significant that it would be appropriate for a shareholder vote. *See* the 1998 Release; *see also* Staff Legal Bulletin 14H (Oct. 22, 2015) (emphasizing that the Staff "intends to continue to apply Rule 14a-8(i)(7) as articulated by the Commission and consistent with the Division's prior application of the exclusion"). However, whether a proposal relates to a significant policy issue depends not only on the underlying subject matter but also on how that subject matter relates to the company. For example, the Staff draws a distinction between manufacturers and retailers of products, taking the position that proposals regarding the selection of products for sale by a retailer relate to a company's ordinary business operations and thus are excludable pursuant to Rule 14a-8(i)(7).

This distinction comports with Staff Legal Bulletin No. 14E (Oct. 27, 2009), where the Staff indicated that a shareholder proposal focusing on a significant policy issue "generally will not be excludable under Rule 14a-8(i)(7) as long as a sufficient nexus exists between the nature



Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 9

of the proposal and the company.” Consistent with this position, the Staff on numerous occasions has concurred that a proposal relating to a *manufacturer’s* sale of a controversial product may not be excluded because of the nexus between the manufacturer’s operations and the proposal. However, the Staff has indicated in precedent that such a nexus does not exist between a retailer’s operations and a proposal relating to the *retailer’s* sale of a controversial product. *Compare R.J Reynolds Tobacco Holdings, Inc.* (Mar. 7, 2002) (not permitting exclusion of a proposal requesting the company to provide additional information in the packaging of its tobacco products) and *Philip Morris Cos. Inc.* (Feb. 22, 1990) (not permitting exclusion of a proposal requesting a “Review Committee” to analyze the impact of the company’s tobacco advertising on minors because of the “growing significance of the social and public policy issues attendant to operations involving the manufacture and distribution of tobacco related products”) with *Rite Aid Corp.* (Mar. 24, 2015) (concurring in the exclusion of a proposal requesting additional oversight concerning the sale of certain products, in particular tobacco products, because it concerned the “products and services offered for sale by the company”).

Here, in seeking a report designed to discontinue sales of tobacco products, the subject matter of the Proposal directly relates to the Company’s ordinary business operations as a retailer and *not* as a manufacturer of tobacco products generally. This Proposal, then, is comparable to the proposals in the precedent cited above, where those retailers were permitted to exclude proposals regarding the sale of often controversial products. On that basis, the Proposal remains excludable as relating to the Company’s retail sale of tobacco products, even though, as applied to a manufacturer, a proposal relating to the sale of tobacco products may not be.

In addition, the Proposal’s language regarding “financial risk” does not result in the Proposal raising policy matters so significant that it would be appropriate for a stockholder vote. With respect to proposals related to risk, “the fact that a proposal would require an evaluation of risk will not be dispositive of whether the proposal may be excluded under Rule 14a-8(i)(7).” *SLB 14E*. *SLB 14E* instructs that the Staff will “focus on the subject matter to which the risk pertains” and “in those cases in which a proposal’s underlying subject matter involves an ordinary business matter . . . the proposal generally will be excludable under Rule 14a-8(i)(7). In determining whether the subject matter raises significant policy issues and has a sufficient nexus to the company . . . [the Staff] will apply the same standards that [the Staff] appl[ies] to other types of proposals under Rule 14a-8(i)(7).” Accordingly, pursuant to *SLB 14E*, the Staff looks beyond the Proposal’s reference to “financial risk” and evaluates the Proposal based on its subject matter—sales of tobacco products in the Company’s retail locations.

As a retailer, the Company sells tens of thousands of products through its stores. As in all of the cited precedent, the Proposal’s underlying subject matter deals specifically with the Company’s sale of particular products and services (*i.e.*, tobacco products) and the Company’s

Office of Chief Counsel  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
September 9, 2016  
Page 10

ongoing compliance with law. The Staff has consistently held that proposals relating to the sale of particular products and proposals relating to a legal compliance program may be omitted as relating to matters of ordinary business. To the extent the Proposal touches upon any significant policy issue, the relationship between the significant policy issue and the Company's sale of tobacco products as a retailer or its compliance with laws is not sufficiently significant to establish a nexus between the Company and the Proposal in order to preclude exclusion of the Proposal. The Company is not involved in the manufacture of tobacco products and therefore, consistent with the foregoing precedent, the Company is of the view that it may properly omit the Proposal and Supporting Statement from the 2017 Proxy Materials pursuant to Rule 14a-8(i)(7).

### *III. CONCLUSION*

For the reasons discussed above, the Company believes that it may properly omit the Proposal and Supporting Statement from its 2017 Proxy Materials in reliance on Rule 14a-8. As such, we respectfully request that the Staff concur with the Company's view and not recommend enforcement action to the Commission if the Company omits the Proposal and Supporting Statement from its 2017 Proxy Materials. If we can be of further assistance in this matter, please do not hesitate to contact me at (202) 778-1611.

Sincerely,



Martin P. Dunn  
of Morrison & Foerster LLP

Attachments

cc: Tom McCaney, Associate Director, Corporate Social Responsibility, Sisters of St. Francis of Philadelphia  
Collin G. Smyser, Vice President, Corporate Secretary, Walgreens Boots Alliance, Inc.  
Mark L. Dosier, Director, Securities Law, Walgreens Boots Alliance, Inc.

# **Exhibit A**



THE SISTERS OF ST. FRANCIS OF PHILADELPHIA

August 1, 2016

Collin Smyser  
Corporate Secretary  
Walgreens Boots Alliance, Inc.  
108 Wilmot Road, Mail Stop #1858  
Deerfield, IL 60015

Dear Mr. Smyser:

Peace and all good! The Sisters of St. Francis of Philadelphia have been shareholders in Walgreens for many years. As responsible shareholders, we seek to achieve social as well as financial returns on our portfolio. By continuing to sell cigarettes and other tobacco products in its stores, Walgreen Boots Alliance has chosen profits over its customers' health. This is in direct conflict with your stated purpose "to help people across the world lead healthier and happier lives."

The Sisters of St. Francis of Philadelphia are therefore submitting the enclosed shareholder proposal regarding the sale of cigarettes in Walgreens Boots Alliance pharmacy stores. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the 2017 annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules. Please note that the contact person for this resolution/proposal will be: Tom McCaney, Associate Director, Corporate Social Responsibility. Contact information: 610-716-2766 or [tmccaney@osfphila.org](mailto:tmccaney@osfphila.org).

As verification that we are beneficial owners of common stock in Walgreens Boots Alliance, I enclose a letter from Northern Trust Company, our portfolio custodian/Record holder, attesting to the fact. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

Respectfully Yours,

Tom McCaney  
Associate Director, Corporate Social Responsibility

Enclosures

**Walgreens Boots Alliance**  
***Assess Financial Risks of Continued In-Store Tobacco Sales***

**RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

**SUPPORTING STATEMENT:**

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2015 UN Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)<sup>i</sup> which commits member governments to combat the ongoing tobacco epidemic;

JAMA<sup>ii</sup> reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Association<sup>iii</sup>, The American Medical Association House of Delegates<sup>iv</sup>, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted<sup>v</sup> the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study<sup>vi</sup>, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

**SUMMARY:**

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

**For these reasons we urge you to vote FOR this proposal.**

---

<sup>i</sup> <http://bit.ly/1VOZ90u>

<sup>ii</sup> <http://bit.ly/1bqDC6v>

<sup>iii</sup> <http://bit.ly/2a9WKxk>

<sup>iv</sup> <http://bit.ly/2aheFDL>

<sup>v</sup> <http://bit.ly/2a4RVDN>

<sup>vi</sup> <http://bit.ly/2axbyJx>



50 S LaSalle Street  
Chicago IL 60603

August 1, 2016

To Whom It May Concern:

This letter will confirm that the Sisters of St. Francis of Philadelphia hold 100 shares of Walgreens Boots Alliance Inc. These shares have been held for more than one year and will be held continuously through the time of your next annual meeting.

The Northern Trust Company serves as custodian/record holder for the Sisters of St. Francis of Philadelphia. The above mentioned shares are registered in the nominee name of the Northern Trust Company.

This letter will further verify that Thomas McCaney is a representative of the Sisters of St. Francis of Philadelphia and is authorized to act on their behalf.

Sincerely,

Sanjay K. Singhal  
Vice President

Page 16 redacted for the following reason:

-----  
\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*





## *Sisters of Saint Joseph of Peace*

1663 Killarney Way P.O. Box 248 Bellevue, WA 98009-0248  
425-467-5499 FAX 425-462-9760

August 1, 2016

Collin Smyser  
Corporate Secretary  
Walgreens Boots Alliance, Inc.  
108 Wilmot Road, Mail Stop 1858  
Deerfield, IL 60015-5145

Dear Mr. Smyser,

The mission of Walgreens Boots Alliance is to “help people around the world lead healthier and happier lives.” Yet despite the overwhelming evidence of the unhealthy and deadly impacts of tobacco products our Company continues to sell cigarettes, the number one leading cause of preventable deaths globally and the cause of one in five deaths annually in the US. As responsible shareholders we are concerned about the potential reputational, legal and financial risks of the continued sales of tobacco products in our stores.

Therefore the Northwest Women Religious Investment Trust is co-filing the enclosed resolution with the Sisters of St. Francis of Philadelphia for inclusion in the Walgreens Boots Alliance 2017 proxy statement in accordance with rule 14a-8 of the general rules and regulations of the Securities and Exchange Act of 1934. A representative of the filers will attend the annual meeting to move the resolution as required by SEC Rules.

As of August 1, 2016 the Northwest Women Religious Investment Trust held, and has held continuously for at least one year, 50 shares of Walgreens Boots Alliance, Inc. common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares through the annual meeting in 2017.

For matters pertaining to this resolution, please contact Thomas McCaney who represents the Sisters of St. Francis of Philadelphia, the primary filer of this resolution. Please copy me on all communications: Deborah Fleming – [Dfleming@CSJP-OLP.org](mailto:Dfleming@CSJP-OLP.org)

Sincerely,

Deborah R. Fleming  
Chair, Northwest Women Religious Investment Trust

Encl.: Verification of ownership  
Resolution

**Walgreens Boots Alliance**  
***Assess Financial Risks of Continued In-Store Tobacco Sales***

**RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

**SUPPORTING STATEMENT:**

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)<sup>i</sup> which commits member governments to combat the ongoing tobacco epidemic;

JAMA<sup>ii</sup> reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Association<sup>iii</sup>, The American Medical Association House of Delegates<sup>iv</sup>, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted<sup>v</sup> the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study<sup>vi</sup>, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

**SUMMARY:**

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

**For these reasons we urge you to vote FOR this proposal.**

---

<sup>i</sup> <http://bit.ly/1VOZ90u>

<sup>ii</sup> <http://bit.ly/1bqDC6v>

<sup>iii</sup> <http://bit.ly/2a9WKxk>

<sup>iv</sup> <http://bit.ly/2aheFDL>

<sup>v</sup> <http://bit.ly/2a4RVDN>

<sup>vi</sup> <http://bit.ly/2axbyJx>



August 1, 2016

To Whom It May Concern:

This letter is to verify that the Northwest Women Religious Investment Trust owns fifty (50) shares of Walgreens Boots Alliance common stock. Northwest Women Religious Investment Trust owned the required amount of securities on August 1, 2016 and has continuously owned the securities for at least twelve months prior to August 1, 2016. At least the minimum number of shares required will continue to be held through the time of the company's next annual meeting.

This security is currently held by U.S. Bank, N.A. who serves as custodian for the Northwest Women Religious Investment Trust. The shares are registered in our nominee name (Cede & Co.) at U.S. Bank, N.A. at DTC.

Sincerely,

A handwritten signature in blue ink that reads "Sheila Dellavedova".

Sheila Dellavedova, Vice President  
U.S. Bank Institutional Trust & Custody

Page 21 redacted for the following reason:

-----  
\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Sisters of the Humility of Mary

August 5, 2016

Collin Smyser  
Corporate Secretary  
Walgreens Boot Alliance, Inc.  
108 Wilmot Road, Mail Stop #1858  
Deerfield, IL 60015

Dear Mr. Smyser

Greetings! The Sisters of the Humility of Mary have been shareholders in Walgreens for many years. As responsible shareholders, we seek to achieve social as well as financial returns on our portfolio. One of the Walgreen ads uses the expression "at the corner of happy and healthy". The Walgreen Company Mission Statement includes the line "A destination where health and happiness come together to help people get well, stay well and live well". We believe the sale of cigarettes and other tobacco products in Walgreen stores is in direct conflict of this mission and certainly not reflective of a "provider and advisor of innovative pharmacy and health and wellness solutions".

We, The Sisters of the Humility of Mary, are a co-filer of the enclosed proposal regarding the sale of tobacco products in Walgreens Boots Alliance pharmacy stores. I submit it for inclusion in the proxy statement for consideration and action by the stockholders at the 2017 annual meeting in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. A representative of the shareholders will attend the annual meeting to move the resolution as required by SEC rules. We truly hope that the company will be willing to dialogue with the filers about this proposal. Please note that the contact person for this resolution/proposal will be: Tom McCaney, Associate Director, Corporate Social Responsibility. Contact information: 610-716-2766 or [tmccaney@osfphila.org](mailto:tmccaney@osfphila.org).

As verification that we are beneficial owners of common stock in Walgreen Boots Alliance Inc., I enclose a letter from Comerica Bank, our portfolio Custodian/Record holder, attesting to the fact. It is our intention to keep these shares in our portfolio at least until after the annual meeting.

Respectfully Yours,



Sr. Carole Anne Griswold, HM  
Treasurer

Enclosures

cc: Tom McCaney, Associate Director, Corporate Social Responsibility  
Julie Wokaty, ICCR (InterFaith Center of Corporate Responsibility)



INSTITUTIONAL SERVICES GROUP  
411 WEST LAFAYETTE BOULEVARD  
MC 3462  
DETROIT, MI 48226

August 5, 2016

Ms. Cathy Bender  
Director of Finance  
Sisters of the Humility of Mary  
288 Villa Drive  
Villa Maria, PA 16155

Dear Ms. Bender:

This letter will confirm that the Sisters of the Humility of Mary hold (280 shares of) Walgreen Boots Alliance stock. These shares have been held for more than one year prior to the submission of the letter of proposal and at least the minimum number of shares will be held continuously through the time of the next annual meeting.

This security is currently held by Comerica Bank as Custodian for Sisters of the Humility of Mary in our nominee name at The Depository Trust Company Corporation, and this letter is a statement of Comerica Bank as record holder of the above referenced common stock.

Please contact me directly at the number provided below with any questions.

Thank you,

A handwritten signature in blue ink that reads 'Geoffrey G. Rossi'.

Geoffrey G. Rossi  
Vice President, Institutional Services Group  
Comerica Bank  
Custodian for Sisters of the Humility of Mary  
(313) 222-7091  
[grossi@comerica.com](mailto:grossi@comerica.com)

**Walgreens Boots Alliance**  
***Assess Financial Risks of Continued In-Store Tobacco Sales***

**RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

**SUPPORTING STATEMENT:**

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)<sup>i</sup> which commits member governments to combat the ongoing tobacco epidemic;

JAMA<sup>ii</sup> reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Association<sup>iii</sup>, The American Medical Association House of Delegates<sup>iv</sup>, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted<sup>v</sup> the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;



In a CVS-commissioned study<sup>vi</sup>, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBW5>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W;>

**SUMMARY:**

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

**For these reasons we urge you to vote FOR this proposal.**

---

<sup>i</sup> <http://bit.ly/1VOZ90u>

<sup>ii</sup> <http://bit.ly/1bqDC6v>

<sup>iii</sup> <http://bit.ly/2a9WKxk>

<sup>iv</sup> <http://bit.ly/2aheFDL>

<sup>v</sup> <http://bit.ly/2a4RVDN>

<sup>vi</sup> <http://bit.ly/2axbyJx>

**Carole Anne Griswold, HM  
HM Ministry Center  
20015 Detroit Road  
Rocky River, OH 44116**

**Collin Smyser  
Corporate Secretary  
Walgreens Boots Alliance, Inc.  
108 Wilmot Road, Mail Stop #1858  
Deerfield, IL 60015**

Page 27 redacted for the following reason:

-----  
\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*



August 3, 2016

Mr. Collin Smyser  
Collin Smyser, Corporate Secretary  
Walgreens Boots Alliance  
108 Wilmot Road  
Mail Stop # 1858  
Deerfield, IL 60015

Dear Mr. Smyser,

The Sisters of Charity of Saint Elizabeth are concerned about tobacco use worldwide and the resultant illnesses that follow particularly, for youth. We believe Walgreens Boots Alliance, a major pharmacy chain, should cease selling cigarettes in its shops. Therefore, the Sisters of Charity of Saint Elizabeth request that the Board of Directors prepare a report in reputational risk of selling cigarettes as described in the attached proposal.

I have been authorized by the Sisters of Charity of Saint Elizabeth to notify you of our intention to co-file this resolution with Sisters of St. Francis of Philadelphia for consideration by the stockholders at the annual meeting and I hereby submit it for inclusion in the proxy statement, in accordance with rule 14a-8 of the general rules and regulations of the Securities Act of 1934.

The Sisters of Charity of Saint Elizabeth are the beneficial owners of at least 70 shares of stock. Under separate cover you will receive proof of ownership. We will retain shares through the annual meeting.

If you should, for any reason, desire to oppose the adoption of the proposal by the stockholders, please include in the corporation's proxy material the attached statement of the security holder, submitted in support of this proposal, as required by the aforesaid rules and regulations.

Sincerely,

Sister Barbara Aires, SC  
Coordinator of Corporate Responsibility

SBA/an



**Walgreens Boots Alliance**  
***Assess Financial Risks of Continued In-Store Tobacco Sales***

**RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

**SUPPORTING STATEMENT:**

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)<sup>i</sup> which commits member governments to combat the ongoing tobacco epidemic;

JAMA<sup>ii</sup> reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Association<sup>iii</sup>, The American Medical Association House of Delegates<sup>iv</sup>, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted<sup>v</sup> the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study<sup>i</sup>, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>;

**SUMMARY:**

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

**For these reasons we urge you to vote FOR this proposal.**

---

<sup>i</sup> <http://bit.ly/1VOZ90u>

<sup>ii</sup> <http://bit.ly/1bqDC6v>

<sup>iii</sup> <http://bit.ly/2a9WKxk>

<sup>iv</sup> <http://bit.ly/2aheFDL>

<sup>v</sup> <http://bit.ly/2a4RVDN>

<sup>vi</sup> <http://bit.ly/2axbyJx>



STATE STREET  
For Everything You Invest In

Date: August 06, 2016

Collin Smyser  
Walgreens Boots Alliance, INC  
108 Wilmot Road, mail stop #1858  
Deerfield, IL 60015

RE : Sisters of Charity of Saint Elizabeth, State Street

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Letter of Verification of Ownership

Dear Collin Smyser

This letter alone serve as proof of beneficial ownership of 70 shares of WALGREENS BOOTS ALLIANCE common stock for the sisters of Saint Elizabeth.

Please be advised as of 8/6/2016, the Sister of Charity of Saint Elizabeth :

- has continuously held requisite number of shares of common stock for at least 1 year, and
- Intend to continue holding the requisite number of shares of common stock through the date of the next Annual Meeting of Shareholders

Tadhg O'Donnell  
Officer



P.O. BOX 476  
CONVENT STATION  
NEW JERSEY  
07961-0476

CW DANIELS  
NO 030  
03 AUG '16  
PM 9 L



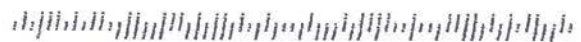
U.S. POSTAGE >> PITNEY BOWES



ZIP 07960 \$ 000.46<sup>5</sup>  
02 1W  
0001401758 AUG 03 2016

Mr. Collin Smyser  
Collin Smyser, Corporate Secretary  
Walgreens Boots Alliance  
108 Wilmot Road  
Mail Stop # 1858  
Deerfield, IL 60015

50015-510925







Catherine M. Rowan  
Director, Socially Responsible Investments  
766 Brady Avenue, Apt. 635  
Bronx, NY 10462  
Phone: (718) 822-0820  
Fax: (718) 504-4787

E-mail Address: [rowan@bestweb.net](mailto:rowan@bestweb.net)

August 9, 2016

Collin Smyser  
Corporate Secretary  
Walgreens Boots Alliance, Inc.  
108 Wilmot Road, Mail Stop # 1858  
Deerfield, IL 60015

Dear Mr. Smyser,

Trinity Health is the beneficial owner of over \$2,000 worth of Walgreens Boots Alliance, Inc. Trinity Health has held these shares continuously for over twelve months and will continue to do so at least until after the next annual meeting of shareholders. A letter of verification of ownership is enclosed.

Representing Trinity Health, I attended the January 2016 Walgreens Boots Alliance annual meeting, and left the meeting with hope that a change in the company's tobacco policy was possible. I am disappointed that our Company continues to sell tobacco products, at great risk to people's health – as well as to the reputation of Walgreens Boots Alliance as a health and well-being enterprise.

I am authorized to notify you of our intention to present the attached proposal for consideration and action by the stockholders at the next annual meeting. I submit this proposal for inclusion in the proxy statement, in accordance with Rule 14-a-8 of the General Rules and Regulations of the *Securities and Exchange Act of 1934*.

The enclosed proposal is the same one as being filed by the Sisters of St. Francis of Philadelphia, and the primary contact for the proposal is Mr. Tom McCaney <[tmccaney@osfphila.org](mailto:tmccaney@osfphila.org)>

Sincerely,

Catherine Rowan

enc

**Walgreens Boots Alliance**  
***Assess Financial Risks of Continued In-Store Tobacco Sales***

**RESOLVED:** Shareholders request the Board of Directors issue a report within six months of the 2017 annual meeting, at reasonable expense and excluding proprietary information, assessing the financial risk, including long-term legal and reputational risk, of continued sales of tobacco products in our stores.

**SUPPORTING STATEMENT:**

Walgreens Boots Alliance's mission statement is: *We help people around the world lead healthier and happier lives;*

Cigarette smoking has been identified by the Centers for Disease Control and Prevention and nearly every public health organization as the leading contributor to the nation's top four causes of death: heart disease, cancer, stroke, and emphysema, which take the lives of an estimated 480,000 Americans each year;

The impact of tobacco consumption on health, wealth, and development was formally recognized through the adoption of the 2030 Sustainable Development Goals and the WHO Framework Convention on Tobacco Control (FCTC)<sup>i</sup> which commits member governments to combat the ongoing tobacco epidemic;

JAMA<sup>ii</sup> reported that research on smoker behavior reveals that reducing the number of tobacco sales outlets reduces smoking among young people.

The United States remains the last country in the industrial world in which cigarettes can be purchased in pharmacies;

In March of 2014, a group of 28 U.S. attorneys general wrote a letter urging the CEOs of five major retailers, including Walgreens, to stop selling tobacco products, saying it is contradictory to carry such items in stores that also provide health care services.

Leading U.S. medical authorities including The American Pharmacists Association<sup>iii</sup>, The American Medical Association House of Delegates<sup>iv</sup>, The National Physicians Alliance, The American Academy of Pediatrics and the American Lung Association have all highlighted<sup>v</sup> the inherent conflict of tobacco sales in retail pharmacies.

In 2015, CVS Caremark eliminated all tobacco products from its stores, and the company was rebranded CVS Health to reflect "its broader healthcare commitment";

Leading national retail chains with pharmacies such as Wegmans and Target have stopped selling tobacco products arguing that it undermines the health and well-being of their customers and presents reputational risks;

In a CVS-commissioned study<sup>i</sup>, the company found a significant decrease in cigarette consumption in states where cigarette sales were discontinued in their stores;

Walgreens' continued sale of tobacco continues to be questioned in press reports including:

- The New York Times: <http://nyti.ms/1evUBWs>
- Forbes: <http://bit.ly/2ad7sFb>
- The Chicago Tribune: <http://trib.in/1nANg3t>
- The Wall Street Journal: <http://on.wsj.com/29X4F4W>

**SUMMARY:**

The medical community is in consensus around the contradictions of health care companies such as pharmacies continuing to sell tobacco which seriously undermines health. Moreover, U.S. officials have made clear their intention to pursue legal means to end tobacco sales in pharmacies. In light of this, we believe the legal, reputational and public health risks of tobacco sales in our stores presents significant risks to our investments and that these risks should be assessed and publicly reported.

**For these reasons we urge you to vote FOR this proposal.**

---

<sup>i</sup> <http://bit.ly/1VOZ90u>

<sup>ii</sup> <http://bit.ly/1bqDC6v>

<sup>iii</sup> <http://bit.ly/2a9WKxk>

<sup>iv</sup> <http://bit.ly/2aheFDL>

<sup>v</sup> <http://bit.ly/2a4RVDN>

<sup>vi</sup> <http://bit.ly/2axbyJx>

The Northern Trust Company  
50 South La Salle Street  
Chicago, Illinois 60603  
(312) 630-6000

August 9, 2016



**Northern Trust**

TO WHOM IT MAY CONCERN,

Please accept this letter as verification that as of August 9, 2016 Northern Trust as custodian held for the beneficial interest of  
Trinity Health 45,421 shares of Walgreens Boots Alliance, Inc.

As of August 9, 2016 Trinity Health has held at least \$2,000 worth of Walgreens Boots Alliance, Inc. continuously for over one year. Trinity Health has informed us it intends to continue to hold the required number of shares through the date of the company's annual meeting in 2017.

This letter is to confirm that the aforementioned shares of stock are registered with Northern Trust, Participant Number 2669, at the Depository Trust Company.

Sincerely,

Ryan Stack  
Trust Officer  
The Northern Trust Company  
50 South La Salle Street  
Chicago, Illinois 60603

□ Rqwan  
766 Brady Ave. Apt. 635  
Bronx, NY 10462

Collin Smyser  
Corporate Secretary  
Walgreens Boots Alliance, Inc.  
108 Wilmot Road, Mail Stop # 1858  
Deerfield, IL 60015

Page 38 redacted for the following reason:

-----  
\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*