

February 4, 2021

VIA E-MAIL

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

Re: *PepsiCo, Inc.*  
*Shareholder Proposal of N J Blessing Dec'd Tr GST Ex (S) et al.*  
*Securities Exchange Act of 1934 ("Exchange Act")—Rule 14a-8*

Ladies and Gentlemen:

This letter is to inform you that our client, PepsiCo, Inc. (the "Company"), intends to omit from its proxy statement and form of proxy for its 2021 Annual Meeting of Shareholders (collectively, the "2021 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof (the "Supporting Statement") submitted by: As You Sow on behalf of N J Blessing Dec'd Tr GST Ex (S), Zanvyl Krieger Tr FBO Emma Krieger (S), and James Macintosh; and The Maryknoll Sisters of St. Dominic, Inc. (collectively, the "Proponents").

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Securities and Exchange Commission (the "Commission") or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

**THE PROPOSAL**

The Proposal states, in relevant part:

**BE IT RESOLVED:** Shareholders request that the board of directors issue a report by December 2021 on plastic packaging, estimating the amount of plastics released to the environment by our use of plastic packaging, from the manufacture of plastic source materials, through disposal or recycling, and describing any company strategies or goals to reduce the use of plastic packaging to reduce these impacts.

Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 2

The Proponents elaborate on this request by asserting in the cover letter that accompanied the Proposal that “[i]mproved recycling will not be sufficient to stem the plastic tide, and must be coupled with upstream activities like reduction in demand, materials redesign, and substitution.” In addition, the Supporting Statement states that the requested report should “include an assessment of the reputational, financial, and operational risks associated with continuing to use substantial amounts of plastic packaging while plastic pollution grows unabated” and may “evaluate opportunities for dramatically reducing the amount of plastics used in our packaging through redesign or substitution.”

A copy of the Proposal and the Supporting Statement is attached to this letter as Exhibit A.

## **BASIS FOR EXCLUSION**

For the reasons discussed below, we respectfully request that the Staff concur with our view that the Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations because the Proposal relates to the Company’s litigation strategy and the conduct of ongoing litigation to which the Company is a party.

## **ANALYSIS**

### **The Proposal May Be Excluded Pursuant To Rule 14a-8(i)(7) Because It Deals With Matters Related To The Company’s Ordinary Business Operations.**

#### *A. Overview Of Rule 14a-8(i)(7).*

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company’s “ordinary business” operations. According to the Commission’s release accompanying the 1998 amendments to Rule 14a-8, the term “ordinary business” refers to matters that are not necessarily “ordinary” in the common meaning of the word, but instead the term “is rooted in the corporate law concept of providing management with flexibility in directing certain core matters involving the company’s business and operations.” Exchange Act Release No. 40018 (May 21, 1998) (the “1998 Release”). In the 1998 Release, the Commission stated that 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,” and identified two central considerations that underlie this policy. As relevant here, one of these considerations was that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter,

Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 3

be subject to direct shareholder oversight.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

In addition, framing a shareholder proposal in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Release No. 20091 (Aug. 16, 1983). The Staff, likewise, has indicated 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 rule 14a-8(i)(7).” *Johnson Controls, Inc.* (avail. Oct. 26, 1999).

*B. The Proposal Is Excludable Because It Relates To The Company’s Litigation Strategy And The Conduct of Litigation To Which The Company Is A Party.*

We believe that the Proposal may be excluded from the 2021 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal implicates the Company’s litigation strategy in a pending lawsuit involving the Company and therefore relates to the Company’s ordinary business operations.

The Staff regularly concurs with the exclusion under Rule 14a-8(i)(7) of shareholder proposals that implicate and seek to oversee a company’s ordinary business operations, including when the subject matter of the proposal is the same as or similar to the subject matter of litigation in which a company is then involved. *See, e.g., Walmart Inc.* (avail. Apr. 13, 2018) (concurring with the exclusion of a proposal requesting a report on risks associated with emerging public policies on the gender pay gap while the company was involved in numerous pending lawsuits regarding gender-based pay discrimination and related claims before the U.S. Equal Employment Opportunity Commission, as “affect[ing] the conduct of ongoing litigation relating to the subject matter of the [p]roposal to which the [c]ompany is a party”); *General Electric Co.* (avail. Feb. 3, 2016) (concurring with the exclusion of a proposal requesting a report assessing all potential sources of liability related to PCB discharges in the Hudson River while the company was defending multiple pending lawsuits related to its alleged past release of chemicals into the Hudson River); *Chevron Corp.* (avail. Mar. 19, 2013) (concurring with the exclusion of a proposal requesting that the company review its “legal initiatives against investors” because “[p]roposals that would affect the conduct of ongoing litigation to which the company is a party are generally excludable”); *Johnson & Johnson* (avail. Feb. 14, 2012) (concurring with the exclusion of a proposal where implementation would have required the company to report on any new initiatives instituted by management to address the health and social welfare concerns of people harmed by LEVAQUIN®,

Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 4

thereby taking a position contrary to the company's litigation strategy); *Reynolds American Inc.* (avail. Mar. 7, 2007) (concurring with the exclusion of a proposal requesting that the company provide information on the health hazards of secondhand smoke, including legal options available to minors to ensure their environments are smoke free, while the company was defending several cases alleging injury as a result of exposure to secondhand smoke and a principal issue concerned the health hazards of secondhand smoke); *AT&T Inc.* (avail. Feb. 9, 2007) (concurring with the exclusion of a proposal requesting that the company issue a report containing specified information regarding the alleged disclosure of customer records to governmental agencies, while the company was defending multiple pending lawsuits alleging unlawful acts related to such disclosures); *Reynolds American Inc.* (avail. Feb. 10, 2006) (concurring with the exclusion of a proposal requesting that the company notify African Americans of the unique health hazards to them associated with smoking menthol cigarettes, which would be inconsistent with the company's pending litigation position of denying such health hazards); *Exxon Mobil Corp.* (avail. Mar. 21, 2000) (concurring with the exclusion of a proposal requesting immediate payment of settlements associated with the Exxon Valdez oil spill as relating to litigation strategy); *Philip Morris Companies Inc.* (avail. Feb. 4, 1997) (concurring with the exclusion of a proposal where the Staff noted that although it "has taken the position that proposals directed at the manufacture and distribution of tobacco-related products by companies involved in making such products raise issues of significance that do not constitute matters of ordinary business," the proposal "primarily addresses the litigation strategy of the [c]ompany, which is viewed as inherently the ordinary business of management to direct").

Consistent with the aforementioned precedent, the Proposal unquestionably involves the same subject matter as, and implicates the Company's litigation strategy in, a pending lawsuit involving the Company, captioned *Earth Island Institute v. Crystal Geyser Water Co., et al.*, No. 4:20-cv-02212-HSG (N.D. Cal.). That lawsuit alleges that the Company and nine other defendants are financially liable for plastic pollution in the marine environment and asserts, among other causes of actions, public nuisance and products liability claims based on the Company's use of plastic packaging. See Complaint, Dkt.2-2, at ¶ 17 (N.D. Cal. Apr. 1, 2020) (the "Complaint") ("Defendants are major food, beverage, and consumer products businesses—some of them are in fact the world's largest—and are responsible for a substantial portion of the total plastic pollution currently present in California's waterways and coasts."); see also *id.* ¶ 18 ("Defendants have created the condition of plastic pollution in California's coasts and waterways 1) by refusing to switch to more sustainable materials in order to reap higher profits from cheap, virgin plastic . . ."); *id.*, Prayer for Relief (seeking "[c]ompensatory damages," an "[o]rder requiring the [d]efendants to disburse the funds and resources necessary to remediate the harm they have caused," "abatement of the nuisance," "that [d]efendants

Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 5

refrain from marketing and promotion” of certain products, “corrective advertising,” “attorneys’ fees,” and “[c]osts of suit”).

In particular, the plaintiff in the lawsuit seeks to hold the Company liable under negligence and strict liability theories, alleging that the Company “knew or should have known . . . that plastic packaging, whether used as intended or misused in a foreseeable manner, inevitably causes . . . toxic and devastating ocean and marine life impacts,” yet they failed to warn consumers of these “known and foreseeable” consequences (Complaint ¶¶ 188–92, 218–20). The plaintiff further alleges that the Company’s products are defectively designed, both because an ordinary consumer would not expect plastic packaging to have “numerous global and local impacts on waterways, coasts, oceans, and marine life” (*id.* ¶ 200), and because the gravity of harm to the marine environment outweighs any benefits of plastic packaging (*id.* ¶ 202). The plaintiff also brings a public nuisance claim, alleging that the Company and the other defendants “created, contributed to, and/or assisted in creating conditions which constitute a nuisance by causing plastic pollution in California waterways and coasts,” and that “[t]he harm from marine plastic pollution outweighs the benefits” of the Company’s use of plastic packaging, given the resulting destruction of the marine environment and the availability of less harmful alternatives to plastic packaging. *Id.* ¶¶ 169–72.

In connection with these claims, the plaintiff alleges, among other things, that the Company and the other defendants “have a wide range of options for eliminating or reducing the amount of plastics in their products,” but “refuse to implement these more sustainable options because . . . virgin plastic is cheap, and therefore results in lower overhead and higher profits.” Complaint ¶¶ 113–14. The plaintiff also alleges that “[t]he sheer volume of plastic in [d]efendants’ [p]roducts is astounding, and their refusal to limit plastics in their [p]roducts or use more sustainable materials and methods is a direct cause of the millions of tons of plastics that end up in the world’s oceans and waterways each year.” *Id.* ¶ 118.

This lawsuit targeting the Company’s production, sale, and marketing of products in plastic packaging is ongoing and, to date, there has been no adverse judgment against the Company. The Company’s management has a responsibility to defend the Company’s interests against unwarranted litigation, which it is committed to doing in this case. A shareholder proposal that interferes with this obligation is inappropriate, particularly when the company is involved in pending litigation on the very issues that form the basis for the proposal.

The report and analysis requested by the Proposal unquestionably relate to the very same subject matter as the claims asserted in the lawsuit: “the amount of plastics released to the environment by [the Company’s] use of plastic packaging, from the manufacture of

Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 6

plastic source materials, through disposal or recycling” and “[C]ompany strategies or goals to reduce the use of plastic packaging to reduce these impacts.” The Supporting Statement also requests that the report “include an assessment of the reputational, financial, and operational risks associated with continuing to use substantial amounts of plastic packaging while plastic pollution grows unabated” and suggests the report “evaluate opportunities for dramatically reducing the amount of plastics used in [the Company’s] packaging through redesign or substitution.”

Requiring the creation and disclosure of the report requested by the Proposal would adversely affect the litigation strategy of the Company in the pending lawsuit. The Proposal would obligate the Company to prepare a report directly addressing the subject matter of the litigation and that would require the Company to opine publicly on the amount of plastic used by the Company that contributes to marine and other plastic pollution. The proposal also would require the Company to publicly evaluate alternatives to plastic packaging that could reduce any adverse impacts on the environment. These are the identical issues the Company is litigating, and requiring the Company to issue the report would suggest the Company can or should reduce its use of plastic packaging and that its current business operations are causing harm to the marine environment.

In other words, the requested report would force the Company to state, contrary to its litigation position, that its use of plastic packaging causes or contributes to the very public nuisance the plaintiff alleges—that the Company knew or should have known about the environmental harms the plaintiff challenges, and that the harms resulting from the Company’s use of plastic packaging (harms it disputes) are outweighed by any benefits, particularly given the availability of alternative designs and materials. As demonstrated in precedent like *Walmart Inc.*, *General Electric Co.*, and *Johnson & Johnson*, it is not proper for Rule 14a-8 to be used to require the Company to commission a report designed to increase the likelihood that it will be found liable in pending litigation. Such a proposal harms the Company’s legal strategy and thus interferes with the Company’s ordinary business operations.

Thus, the Proposal would require the Company to take action (in the form of a public report) that would directly address the subject matter of the lawsuit and significantly harm the Company’s legal defenses.

As a final matter, we note that a proposal relating to ordinary business matters such as ongoing litigation is excludable under Rule 14a-8(i)(7) regardless of whether or not it touches upon a significant policy issue. Although 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,” the Staff has expressed the view that proposals



Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 7

relating to both ordinary business matters and significant social policy issues may be excluded in their entirety in reliance on Rule 14a-8(i)(7). As an example, although smoking is often considered a significant policy issue, as noted above, the Staff has concurred with the exclusion of proposals that touched upon this issue where the subject matter of the proposal (*e.g.*, the health effects of smoking) was the same as or similar to that which was at the heart of litigation in which the company was then involved. *See, e.g., Philip Morris Companies Inc.* (avail. Feb. 4, 1997) (noting that although the Staff “has taken the position that proposals directed at the manufacture and distribution of tobacco-related products by companies involved in making such products raise issues of significance that do not constitute matters of ordinary business,” the company could exclude a proposal that “primarily addresses the litigation strategy of the Company, which is viewed as inherently the ordinary business of management to direct”).

Similarly, the subject matter of the Proposal (*e.g.*, “estimating the amount of plastics released to the environment by [the Company’s] use of plastic packaging, from the manufacture of plastic source materials, through disposal or recycling, and describing any [C]ompany strategies or goals to reduce the use of plastic packaging to reduce these impacts”) encompasses the subject matter of litigation in which the Company is currently involved. Thus, because the Proposal implicates the Company’s litigation strategy, which is an ordinary business matter, the Proposal is excludable under Rule 14a-8(i)(7).

In summary, the Proposal requests that the Company take action that would directly undermine the Company’s position in pending litigation against the Company at the same time that the Company is challenging the plaintiff’s allegations. The Proposal seeks to substitute the judgment of shareholders for that of the Company by requiring the Company take action that would harm its legal defenses in pending litigation. Implementing the Proposal would intrude upon Company management’s exercise of its day-to-day business judgment with respect to pending litigation in the ordinary course of its business operations. Accordingly, we believe that the Proposal may be properly excluded from the Company’s 2021 Proxy Materials under Rule 14a-8(i)(7) as relating to the Company’s ordinary business operations.

## CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2021 Proxy Materials.

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Office of Chief Counsel  
Division of Corporation Finance  
February 4, 2021  
Page 8

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to [shareholderproposals@gibsondunn.com](mailto:shareholderproposals@gibsondunn.com). If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287, or Alicia Lee, the Company's Senior Counsel, Corporate Governance, at (914) 253-2198.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: Alicia Lee, PepsiCo, Inc.  
Conrad MacKerron, As You Sow



**EXHIBIT A**

**From:** Gail Follansbee <gail@asyousow.org>  
**Date:** November 19, 2020 at 10:45:30 PM EST  
**To:** "Yawman, David {PEP}" <David.Yawman@pepsico.com>, SPA - PepsiCo Investor Relations <PepsiCoInvestorRel@pepsico.com>  
**Cc:** Conrad MacKerron <mack@asyousow.org>, Kelly McBee <kmabee@asyousow.org>  
**Subject:** **Pepsico - Shareholder Proposal - packaging**

Mr. Yawman,

Attached please find filing documents submitting a shareholder proposal for inclusion in the company's 2021 proxy statement. A paper copy of these documents was sent by FedEx today, Thursday 11/19 and will be received at your office tomorrow morning Friday 11/20.

It would be much appreciated if you could please confirm receipt of this email.

Thank you very much,

Gail

**Gail Follansbee** (she/her)  
**Coordinator, Shareholder Relations**

**As You Sow**

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8139 (direct l ~ (650) 868-9828 (cell)

[gail@asyousow.org](mailto:gail@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)



**VIA FEDEX & EMAIL**

November 19, 2020

David Yawman  
Corporate Secretary  
PepsiCo Inc.  
700 Anderson Hill Road  
Purchase, New York 10577  
[david.yawman@pepsico.com](mailto:david.yawman@pepsico.com)

Dear Mr. Yawman,

As You Sow is a non-profit organization whose mission is to promote long-term shareholder value through corporate responsibility. We have participated in shareholder dialogues for many years with PepsiCo on beverage container recycling and more recently on plastic pollution. We appreciate the initial commitments the company has made to date to begin to address plastic pollution such as committing to substitute recycled content for 35% of virgin plastic use in its beverage division.

However, a recent authoritative report from Pew Charitable Trusts concludes that current commitments by industry and government are far from adequate and if fully implemented, would reduce plastic deposition by only 7%. The report says that without immediate and sustained new commitments in eight areas of the plastics value chain, annual flow of plastic into oceans could nearly triple by 2040. Improved recycling will not be sufficient to stem the plastic tide, and must be coupled with upstream activities like reduction in demand, materials redesign, and substitution. "Brand owners, fast-moving consumer goods companies and retailers should lead the transition by committing to reduce at least one-third of plastic demand through elimination, reuse, and new delivery models," the report states, adding that reducing plastic production is the most attractive solution from environmental, economic, and social perspectives. PepsiCo CEO Ramon Laguarta has publicly endorsed the Pew report, so we know the company considers it credible.

We therefore call on the company to develop and report on expanded policies to meet the increased efforts called for in the Pew report, including setting an ambitious time-bound goal for absolute cuts in use of plastic packaging. We are filing the enclosed proposal to preserve our right to inform shareholders about this urgent new information and the need for an aggressive company response. We are glad to engage in dialogue on the issues raised in the proposal in hopes that an agreement could be reached that could result in its withdrawal.

*As You Sow* is filing a shareholder proposal on behalf of N J Blessing Dec'd Tr GST Ex (S) ("Proponent"), a shareholder of Pepsi for inclusion in Pepsi's 2021 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.



AS YOU SOW

A letter from the Proponent authorizing *As You Sow* to act on its behalf is enclosed. A representative of the Proponent will attend the stockholder meeting to move the resolution as required.

We are available to discuss this issue and are optimistic that such a discussion could result in resolution of the Proponent's concerns.

To schedule a dialogue, please contact me at [mack@asyousow.org](mailto:mack@asyousow.org). Please send all correspondence **with a copy to [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org)**.

Sincerely,

Conrad MacKerron  
Sr. Vice President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: [investor@pepsico.com](mailto:investor@pepsico.com)

**WHEREAS:** The ocean plastics crisis continues unabated, fatally impacting 260 marine species, and causing up to \$2.5 trillion in damage annually to marine ecosystems. Toxins adhere to plastics consumed by marine species, which potentially transfer to human diets. There could be more plastic than fish by weight in oceans by 2050.

In July 2020, the Pew Charitable Trusts released a groundbreaking study, *Breaking the Plastic Wave*, which concluded that if all current industry and government commitments were met, ocean plastic deposition would be reduced by only 7%. Without immediate and sustained new commitments in eight areas of the plastics value chain, annual flow of plastic into oceans could nearly triple by 2040.

Improved recycling will not be sufficient to stem the plastic tide, and must be coupled with upstream activities like reduction in demand, materials redesign, and substitution. “Brand owners, fast-moving consumer goods companies and retailers should lead the transition by committing to reduce at least one-third of plastic demand through elimination, reuse, and new delivery models,” the report states, adding that reducing plastic production is the most attractive solution from environmental, economic, and social perspectives.

Food conglomerate Unilever has taken the most significant action by a major company to date, agreeing to cut plastic packaging use overall by 100,000 tons by 2025. PepsiCo has committed to substitute recycled content for 35% of virgin plastic use in its beverage division, but has not set absolute cuts for all plastic packaging.

Companies should disclose the number of units of plastic packaging placed into commerce so stakeholders can track plastic risk exposure levels and measure progress towards managing it. Competitor Coca-Cola Co. discloses unit-based packaging generation, PepsiCo does not.

PepsiCo uses a significant amount of flexible plastic packaging, which cannot be recycled. Flexible packaging represents 59% of all plastic production but an outsized 80% of plastic actually leaking into oceans.

The company received a score of D+ in an *As You Sow* study ranking corporate leadership on plastic pollution. This ranking demonstrates that PepsiCo lags in its commitments, specifically on overall cuts in plastic packaging, and in facilitating recyclability of its flexible packaging or switching to alternative packaging materials by 2025.

**BE IT RESOLVED:** Shareholders request that the board of directors issue a report by December 2021 on plastic packaging, estimating the amount of plastics released to the environment by our use of plastic packaging, from the manufacture of plastic source materials, through disposal or recycling, and describing any company strategies or goals to reduce the use of plastic packaging to reduce these impacts.

**SUPPORTING STATEMENT:** Proponents note that the report should be prepared at reasonable cost, omitting confidential information, and include an assessment of the reputational, financial, and operational risks associated with continuing to use substantial amounts of plastic packaging while plastic pollution grows unabated. In the board’s discretion, the report could also evaluate opportunities for dramatically reducing the amount of plastics used in our packaging through redesign or substitution.

11/4/2020 | 11:16:38 AM PST

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,


As of the date of this letter, the undersigned authorizes As You Sow (AYS) to file, co-file, or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: N J Blessing Dec'd Tr GST Ex (S)  
Company: Pepsi  
Annual Meeting/Proxy Statement Year: 2021  
Resolution Subject: Sustainable Packaging Policies for Plastics

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:  
  
E1BB38B9D7B940B...

Name: Joan Blessing, Trustee

Title: Trustee



2150 Kittredge St. Suite 450  
Berkeley, CA 94704

[www.asyousow.org](http://www.asyousow.org)  
BUILDING A SAFE, JUST, AND SUSTAINABLE WORLD SINCE 1992

**VIA FEDEX & EMAIL**

November 19, 2020

David Yawman  
Corporate Secretary  
PepsiCo Inc.  
700 Anderson Hill Road  
Purchase, New York 10577  
[david.yawman@pepsico.com](mailto:david.yawman@pepsico.com)

Dear Mr. Yawman,

*As You Sow* is co-filing a shareholder proposal on behalf of the following Pepsi shareholders for action at the next annual meeting of Pepsi.

- Zanvyl Krieger Tr FBO Emma Krieger (S)
- James Macintosh

Shareholders are co-filers of the enclosed proposal with N J Blessing Dec'd Tr GST Ex (S) who is the Proponent of the proposal. *As You Sow* has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2021 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. *As You Sow* is authorized to act on Zanvyl Krieger Tr FBO Emma Krieger's or James Macintosh's behalf with regard to withdrawal of the proposal.

Letters authorizing *As You Sow* to act on co-filers' behalf are enclosed. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

To schedule a dialogue, please contact me at [mack@asyousow.org](mailto:mack@asyousow.org). Please send all correspondence **with a copy to** [shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org).

Sincerely,

A handwritten signature in blue ink that reads 'Conrad MacKerron'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Conrad MacKerron  
Sr. Vice President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: [investor@pepsico.com](mailto:investor@pepsico.com)



**WHEREAS:** The ocean plastics crisis continues unabated, fatally impacting 260 marine species, and causing up to \$2.5 trillion in damage annually to marine ecosystems. Toxins adhere to plastics consumed by marine species, which potentially transfer to human diets. There could be more plastic than fish by weight in oceans by 2050.

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Companies should disclose the number of units of plastic packaging placed into commerce so stakeholders can track plastic risk exposure levels and measure progress towards managing it. Competitor Coca-Cola Co. discloses unit-based packaging generation, PepsiCo does not.

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**BE IT RESOLVED:** Shareholders request that the board of directors issue a report by December 2021 on plastic packaging, estimating the amount of plastics released to the environment by our use of plastic packaging, from the manufacture of plastic source materials, through disposal or recycling, and describing any company strategies or goals to reduce the use of plastic packaging to reduce these impacts.

**SUPPORTING STATEMENT:** Proponents note that the report should be prepared at reasonable cost, omitting confidential information, and include an assessment of the reputational, financial, and operational risks associated with continuing to use substantial amounts of plastic packaging while plastic pollution grows unabated. In the board’s discretion, the report could also evaluate opportunities for dramatically reducing the amount of plastics used in our packaging through redesign or substitution.

11/11/2020 | 5:58:16 PM PST

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

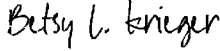
As of the date of this letter, the undersigned authorizes As You Sow (AYS) to <sup>co-file or endorse</sup> the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: Zanvyl Krieger Tr FBO Emma Krieger (S)  
Company: Pepsi  
Annual Meeting/Proxy Statement Year: 2021  
Resolution Subject: Sustainable Packaging Policies for Plastics

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:  
  
C0BD1F40BDBC4A2...

Name: Betsy L. Krieger

Title: n/a

11/11/2020 | 4:31:33 PM PST

Andrew Behar  
CEO  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

**Re: Authorization to File Shareholder Resolution**

Dear Andrew Behar,

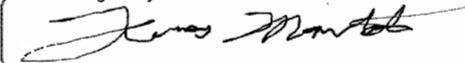
As of the date of this letter, the undersigned authorizes As You Sow (AYS) to <sup>co-file</sup> or endorse the shareholder resolution identified below on Stockholder's behalf with the identified company, and that it be included in the proxy statement as specified below, in accordance with Rule 14-a8 of the General Rules and Regulations of the Securities and Exchange Act of 1934.

The Stockholder: James Macintosh  
Company: Pepsi  
Annual Meeting/Proxy Statement Year: 2021  
Resolution Subject: Sustainable Packaging Policies for Plastics

The Stockholder has continuously owned over \$2,000 worth of company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2021.

The Stockholder gives As You Sow the authority to deal on the Stockholder's behalf with any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution, and that the media may mention the Stockholder's name related to the resolution.

Sincerely,

DocuSigned by:  
  
E3E9D2C45CEF41E...

Name: James Macintosh

Title: Individual

**From:** "Lee, Alicia {PEP}" <Alicia.Lee@pepsico.com>  
**Date:** Thursday, December 3, 2020 at 7:27 PM  
**To:** Conrad MacKerron <mack@asyousow.org>  
**Cc:** Gail Follansbee <gail@asyousow.org>, "Nastanski, Cynthia {PEP}" <Cynthia.Nastanski@pepsico.com>, "Aulisi, Andrew {PEP}" <Andrew.Aulisi@pepsico.com>  
**Subject:** PepsiCo

Dear Mr. MacKerron,

I am writing on behalf of PepsiCo, Inc., which received on November 19, 2020, the shareholder proposal you submitted on behalf of N J Blessing Dec'd Tr GST Ex (S); Zanyvl Krieger Tr FBO Emma Krieger (S); and James Macintosh. Please see the attached letter, which we also sent to you today by UPS overnight mail.

Best regards,  
Alicia

**Alicia Lee**

Senior Counsel, Corporate Governance

PepsiCo, Inc.

700 Anderson Hill Road | Purchase | New York | 10577 | USA

Tel: 914-253-2198

[alicia.lee@pepsico.com](mailto:alicia.lee@pepsico.com)



700 Anderson Hill Road, Purchase, New York, 10577 [www.pepsico.com](http://www.pepsico.com)

ALICIA LEE  
SENIOR COUNSEL, CORPORATE GOVERNANCE  
Tel: 914-253-2198  
[alicia.lee@pepsico.com](mailto:alicia.lee@pepsico.com)

December 3, 2020

**VIA OVERNIGHT MAIL AND EMAIL**

Conrad MacKerron  
As You Sow  
2150 Kittredge St., Suite 450  
Berkeley, CA 94704

Dear Mr. MacKerron:

I am writing on behalf of PepsiCo, Inc. (the "Company"), which received on November 19, 2020, the shareholder proposal As You Sow submitted on behalf of N J Blessing Dec'd Tr GST Ex (S), Zanyvl Krieger Tr FBO Emma Krieger (S) and James Macintosh (each a "Proponent" and, collectively, the "Proponents") pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2021 Annual Meeting of Shareholders (the "Proposal").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company's stock records do not indicate that the Proponents are the record owners of sufficient shares to satisfy this requirement. In addition, to date we have not received proof that the Proponents have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company.

To remedy this defect, each Proponent must submit sufficient proof of the Proponent's continuous ownership of the required number or amount of Company shares for the one-year period preceding and including November 19, 2020, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that the Proponent continuously held the required number

or amount of Company shares for the one-year period preceding and including November 19, 2020; or

- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting the Proponent's ownership of the required number or amount of Company shares as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that the Proponent continuously held the required number or amount of Company shares for the one-year period.

If any Proponent intends to demonstrate ownership by submitting a written statement from the "record" holder of the Proponent's shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the Proponent's broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If the Proponent's broker or bank is a DTC participant, then the Proponent needs to submit a written statement from the Proponent's broker or bank verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 19, 2020.
- (2) If the Proponent's broker or bank is not a DTC participant, then the Proponent needs to submit proof of ownership from the DTC participant through which the shares are held verifying that the Proponent continuously held the required number or amount of Company shares for the one-year period preceding and including November 19, 2020. You should be able to find out the identity of the DTC participant by asking the Proponent's broker or bank. If the Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant that holds the Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of the Proponent's broker or bank, then the Proponent needs to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including November 19, 2020, the required number or amount of Company shares were continuously held: (i) one from the Proponent's broker or

Mr. Conrad MacKerron  
December 3, 2020  
Page 3

bank confirming the Proponent's ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at 700 Anderson Hill Road, Purchase, NY 10577. Alternatively, you may transmit any response by email to me at [alicia.lee@pepsico.com](mailto:alicia.lee@pepsico.com).

If you have any questions with respect to the foregoing, please contact me at (914) 253-2198. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Sincerely,



Alicia Lee  
Senior Counsel, Corporate Governance

Enclosures



**From:** [Shareholder Engagement](#)  
**To:** [Lee, Alicia {PEP}](#)  
**Cc:** [Nastanski, Cynthia {PEP}](#); [Aulisi, Andrew {PEP}](#); [Conrad MacKerron](#)  
**Subject:** Re: PepsiCo - Shareholder Packaging proposal  
**Date:** Friday, December 18, 2020 12:57:21 AM  
**Attachments:** [21.PEP.2 -packaging - Blessing Proof of Ownership.pdf](#)  
[Proof of Ownership CSTC DE TTEE, ZANVYL KRIEGER PEPSICO - packaging 12.16.20.pdf](#)  
[Proof of Ownership JAMES A MACINTOSH REVOCABLE TR PEPSICO-packaging 12.16.20.pdf](#)

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Hello Alicia,

Please see attached the Proof of Ownership documentation of PepsiCo for 79 shares from NJ Blessing Dec'd TR GST EX (S) – lead filer.

Also attached are the Proofs of Ownership from Zanyvl Krieger Tr FBO Emma Krieger (S) & James MacIntosh

Please confirm receipt and let us know if any deficiencies remain.

Thank you so much,  
Gail

**Gail Follansbee** (she/her)  
**Coordinator, Shareholder Relations**

**As You Sow**

2150 Kittredge St., Suite 450  
Berkeley, CA 94704

(510) 735-8139 (direct line) ~ (650) 868-9828 (cell)

[gail@asyousow.org](mailto:gail@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

---

**From:** Gail Follansbee <[gail@asyousow.org](mailto:gail@asyousow.org)>  
**Date:** Monday, December 7, 2020 at 11:14 AM  
**To:** "Lee, Alicia {PEP}" <[Alicia.Lee@pepsico.com](mailto:Alicia.Lee@pepsico.com)>  
**Cc:** "Nastanski, Cynthia {PEP}" <[Cynthia.Nastanski@pepsico.com](mailto:Cynthia.Nastanski@pepsico.com)>, "Aulisi, Andrew {PEP}" <[Andrew.Aulisi@pepsico.com](mailto:Andrew.Aulisi@pepsico.com)>, Conrad MacKerron <[mack@asyousow.org](mailto:mack@asyousow.org)>, Shareholder Engagement <[shareholderengagement@asyousow.org](mailto:shareholderengagement@asyousow.org)>  
**Subject:** Re: PepsiCo - Shareholder Packaging proposal

Hello Alicia,

Confirming receipt of this Deficiency notice. We will respond within 14 days of receipt of this notice, so by 12/17.

Best,  
Gail

**Gail Follansbee** (she/her)

**Coordinator, Shareholder Relations**

**As You Sow**

2150 Kittredge St., Suite 450

Berkeley, CA 94704

(510) 735-8139 (direct line) ~ (650) 868-9828 (cell)

[gail@asyousow.org](mailto:gail@asyousow.org) | [www.asyousow.org](http://www.asyousow.org)

---

**From:** "Lee, Alicia {PEP}" <Alicia.Lee@pepsico.com>

**Date:** Thursday, December 3, 2020 at 7:27 PM

**To:** Conrad MacKerron <mack@asyousow.org>

**Cc:** Gail Follansbee <gail@asyousow.org>, "Nastanski, Cynthia {PEP}" <Cynthia.Nastanski@pepsico.com>, "Aulisi, Andrew {PEP}" <Andrew.Aulisi@pepsico.com>

**Subject:** PepsiCo

Dear Mr. MacKerron,

I am writing on behalf of PepsiCo, Inc., which received on November 19, 2020, the shareholder proposal you submitted on behalf of N J Blessing Dec'd Tr GST Ex (S); Zanvyl Krieger Tr FBO Emma Krieger (S); and James Macintosh. Please see the attached letter, which we also sent to you today by UPS overnight mail.

Best regards,

Alicia

**Alicia Lee**

Senior Counsel, Corporate Governance

PepsiCo, Inc.

700 Anderson Hill Road | Purchase | New York | 10577 | USA

Tel: 914-253-2198

[alicia.lee@pepsico.com](mailto:alicia.lee@pepsico.com)

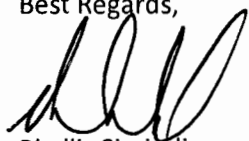
# GLENMEDE

December 11, 2020

Dear NJ Blessings Dec'd TR GST EX(S),

Glenmede Trust Company, a DTC participant, acts as the custodian for NJ Blessing Dec'd TR GST EX(S). As of and including November 19, 2020, NJ Blessing Dec'd TR GST EX(S) held, and has continuously held [79] shares of Pepsico Inc (CUSIP: 713448108) common stock for at least a year.

Best Regards,



Phyllis Simirgia  
Securities Operations  
Managing Director



December 16, 2020

CSTC DE TTEE, ZANVYL KRIEGER  
TR FBO EMMA KANDEL KRIEGER  
4250 Lancaster Pike Ste 100  
Wilmington, DE 19805

Reference #: AM-9904759

Account number ending in:

\*\*\*

Questions: Contact your advisor or  
call Schwab Alliance at  
1-800-515-2157.

---

**As requested, we're confirming a stock holding in your account.**

---

Dear Zanyvl Krieger,

As requested, we're writing to confirm that the above account holds in trust 1047 shares of PEPSICO INC (PEP) common stock. These shares have been held in the account continuously for at least one year since November 19, 2019.

These shares are held at Depository Trust Company under Charles Schwab & Co., Inc., which serves as custodian for the account.

**Thank you for choosing Schwab.** If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Sincerely,

*Seth Deibel*

Seth Deibel  
Manager, Institutional  
IST PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").



December 16, 2020

J MACINTOSH & M MACINTOSH TTEE  
JAMES A MACINTOSH REVOCABLE TR  
\*\*\*

Reference #: AM-9904759

Account number ending in:

\*\*\*

Questions: Contact your advisor or  
call Schwab Alliance at  
1-800-515-2157.

---

**As requested, we're confirming a stock holding in your account.**

---

Dear James Macintosh and Megan Macintosh,

As requested, we're writing to confirm that the above account holds in trust 34 shares of PEPSICO INC (PEP) common stock. These shares have been held in the account continuously for at least one year since November 19, 2019.

These shares are held at Depository Trust Company under Charles Schwab & Co., Inc., which serves as custodian for the account.

**Thank you for choosing Schwab.** If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Sincerely,

*Seth Deibel*

Seth Deibel  
Manager, Institutional  
IST PHOENIX SERVICE  
2423 E Lincoln Dr  
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").

**From:** Cathy Rowan <[rowan@bestweb.net](mailto:rowan@bestweb.net)>  
**Date:** November 20, 2020 at 2:09:49 PM EST  
**To:** "Yawman, David {PEP}" <[David.Yawman@pepsico.com](mailto:David.Yawman@pepsico.com)>  
**Cc:** SPA - PepsiCo Investor Relations <[PepsiCoInvestorRel@pepsico.com](mailto:PepsiCoInvestorRel@pepsico.com)>  
**Subject: Maryknoll Sisters Shareholder Proposal, co-filing plastic packaging proposal with As You Sow**

Dear Mr. Yawman,

Attached please find a shareholder proposal being co-filed with As You Sow, seeking a report on plastic packing.

The lead filer, Conrad MacKerron, and I look forward to speaking with you about the proposal at your convenience.

Sincerely,

Cathy Rowan

Catherine Rowan  
Corporate Responsibility Coordinator  
Maryknoll Sisters  
766 Brady Ave., Apt. 635  
Bronx, NY 10462  
phone 718-822-0820  
fax 718-504-4787  
[rowan@bestweb.net](mailto:rowan@bestweb.net)



# —MARYKNOLL—SISTERS—

P.O. Box 311  
Maryknoll, New York 10545-0311  
Tel. (914)-941-7575

November 20, 2020

David Yawman  
Corporate Secretary  
PepsiCo, Inc.  
700 Anderson Hill Road  
Purchase, NY 10577

*Via Electronic Mail* <David.yawman@pepsico.com>

Dear Mr. Yawman,

The Maryknoll Sisters of St. Dominic, Inc., are the beneficial owners of over \$2000 worth of shares in PepsiCo, Inc. These shares have been held continuously for over a year and the Sisters will maintain ownership at least until after the next annual meeting. A letter of verification of ownership will follow.

The Maryknoll Sisters are a Catholic missionary congregation, with Sisters serving in over 20 countries around the world. In our ministries in various communities, we respect and care for Earth. This includes a concern about the abundance of plastics in everyday life and how the lifecycle of plastics involves environmental and public health consequences.

I am hereby authorized, as the Maryknoll Sisters' representative, to notify you of the Sisters' intention to file the attached proposal. I submit this resolution 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.

As You Sow is the lead filer of this proposal and we are giving them authority to negotiate on our behalf any potential withdrawal of this proposal. The contact person for As You Sow is Conrad McKerron, [mack@asyousow.org](mailto:mack@asyousow.org) We look forward to discussing the proposal with you.

Sincerely,

Catherine Rowan  
Corporate Responsibility Coordinator  
Maryknoll Sisters  
766 Brady Ave., Apt. 635  
Bronx, NY 10462  
<rowan@bestweb.net>

enc.



**WHEREAS:** The ocean plastics crisis continues unabated, fatally impacting 260 marine species, and causing up to \$2.5 trillion in damage annually to marine ecosystems. Toxins adhere to plastics consumed by marine species, which potentially transfer to human diets. There could be more plastic than fish by weight in oceans by 2050.

In July 2020, the Pew Charitable Trusts released a groundbreaking study, *Breaking the Plastic Wave*, which concluded that if all current industry and government commitments were met, ocean plastic deposition would be reduced by only 7%. Without immediate and sustained new commitments in eight areas of the plastics value chain, annual flow of plastic into oceans could nearly triple by 2040.

Improved recycling will not be sufficient to stem the plastic tide, and must be coupled with upstream activities like reduction in demand, materials redesign, and substitution. “Brand owners, fast-moving consumer goods companies and retailers should lead the transition by committing to reduce at least one-third of plastic demand through elimination, reuse, and new delivery models,” the report states, adding that reducing plastic production is the most attractive solution from environmental, economic, and social perspectives.

Food conglomerate Unilever has taken the most significant action by a major company to date, agreeing to cut plastic packaging use overall by 100,000 tons by 2025. PepsiCo has committed to substitute recycled content for 35% of virgin plastic use in its beverage division, but has not set absolute cuts for all plastic packaging.

Companies should disclose the number of units of plastic packaging placed into commerce so stakeholders can track plastic risk exposure levels and measure progress towards managing it. Competitor Coca-Cola Co. discloses unit-based packaging generation, PepsiCo does not.

PepsiCo uses a significant amount of flexible plastic packaging, which cannot be recycled. Flexible packaging represents 59% of all plastic production but an outsized 80% of plastic actually leaking into oceans.

The company received a score of D+ in an *As You Sow* study ranking corporate leadership on plastic pollution. This ranking demonstrates that PepsiCo lags in its commitments, specifically on overall cuts in plastic packaging, and in facilitating

recyclability of its flexible packaging or switching to alternative packaging materials by 2025.

**BE IT RESOLVED:** Shareholders request that the board of directors issue a report by December 2021 on plastic packaging, estimating the amount of plastics released to the environment by our use of plastic packaging, from the manufacture of plastic source materials, through disposal or recycling, and describing any company strategies or goals to reduce the use of plastic packaging to reduce these impacts.

**SUPPORTING STATEMENT:** Proponents note that the report should be prepared at reasonable cost, omitting confidential information, and include an assessment of the reputational, financial, and operational risks associated with continuing to use substantial amounts of plastic packaging while plastic pollution grows unabated. In the board's discretion, the report could also evaluate opportunities for dramatically reducing the amount of plastics used in our packaging through redesign or substitution.

**From:** Cathy Rowan <[rowan@bestweb.net](mailto:rowan@bestweb.net)>  
**Sent:** Monday, November 23, 2020 2:36 PM  
**To:** Yawman, David {PEP} <[David.Yawman@pepsico.com](mailto:David.Yawman@pepsico.com)>  
**Cc:** SPA - PepsiCo Investor Relations <[PepsiCoInvestorRel@pepsico.com](mailto:PepsiCoInvestorRel@pepsico.com)>  
**Subject:** Maryknoll Sisters Letter of Verification

Dear Mr. Yawman,

Attached please find a letter from RBC Wealth Management verifying that the Maryknoll Sisters of St. Dominic, Inc., are beneficial owners of shares in PepsiCo. This is in reference to the shareholder proposal I sent to you on November 20. Said proposal and cover letter are also attached.

Thank you,

Catherine Rowan

Catherine Rowan  
Corporate Responsibility Coordinator  
Maryknoll Sisters  
766 Brady Ave., Apt. 635  
Bronx, NY 10462  
phone 718-822-0820  
fax 718-504-4787  
[rowan@bestweb.net](mailto:rowan@bestweb.net)



## Wealth Management

**Nicholas H. Anger**  
Managing Director - Financial Advisor  
Senior Portfolio Manager- Portfolio Focus  
3 Landmark Square  
Suite 100  
Stamford, CT 06901

Direct: 203-351-9323  
Office: 203-351-9300  
Toll Free: 877-694-6286  
Cell: 203-940-3469  
Fax: 203-356-1282  
NMLS #578161 through City National Bank  
nicholas.anger@rbc.com

November 23, 2020

Re: Maryknoll Sisters

This letter is to confirm that as of November 20, 2020, RBC holds as custodian for the Maryknoll Sisters of St. Dominic Inc., 100 shares of Pepsico, Inc. These shares have been held continuously for one year, and are held at the Depository Trust Company under the nominee name RBC Wealth Management.

Sincerely,

Nicholas H. Anger  
Managing Director – Financial Advisor

### Chairman's Council

Investment and insurance products: • Not insured by the FDIC or any other federal government agency  
• Not a deposit of, or guaranteed by, the bank or an affiliate of the bank • May lose value