



January 19, 2021

Via e-mail at shareholderproposals@sec.gov

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

Re: Request by Johnson & Johnson to omit Proposal submitted by submitted by Trillium Asset Management ("Trillium") on behalf of Christopher and Anne Ellinger and co-filers.

Ladies and Gentlemen,

This is a supplement to Trillium Asset Management LLC's (acting on behalf Christopher and Anne Ellinger and co-filers (together, the "Proponents")) January 6 and 10, 2021 letters and in response to Johnson & Johnson's ("J&J", "JNJ", or the "Company") December 16, 2020 and January 15, 2021 letters regarding a shareholder proposal (the "Proposal") submitted to the Company. The Proposal asks J&J to publish a third-party audit on racial impact and civil rights.

1. Johnson & Johnson has misrepresented the essential element of the Proposal. The Company asserts that "the essential objective of the Proposal is to obtain a report on ways Johnson & Johnson can improve the racial impact of its policies, practices, products and services." That description entirely ignores the third-party audit request as the center of the Proposal. This failure to accurately and fairly describe the Proposal – effectively an effort to twist the words of the Proposal – is fatal for the Company's argument. As is abundantly clear in a plain reading of the proposal the request is for:

a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact. (emphasis added)

The Company is for all intents and purposes simply wishing away these three highlighted words. As explained in our letters of January 6th and 10th third-party audits are uniquely important because they bring specialized knowledge, objectivity, accuracy, reliability, and validation that cannot be provided by any internal efforts. As the SEC put it: "An audit provides the public with

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additional assurance — beyond managements' own assertions...”¹ An audit is therefore the essential element of the proposal and as such it is impossible for management to assert the i10 exclusion in the absence of a third-party audit.

2. The Company misunderstands the ordinary business exclusion. The Company, at a basic and fundamental level, completely misreads the rule when it asserts that “the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company’s ordinary business operations.” That description of the rule is wrong - it is *not* a question of public policy versus ordinary business. The Commission has made it clear that so long as the proposal focuses on a significant social policy issue confronting the company, it is permissible for the proposal to also relate to ordinary – i.e. day-to-day – matters. The language of the 1998 Interpretive release is very clear on this point:

The policy underlying the ordinary business exclusion rests on two central considerations. The first relates to the subject matter of the proposal. Certain 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, be subject to direct shareholder oversight. Examples include the management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers. However, proposals relating to such 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 matters and raise policy issues so significant that it would be appropriate for a shareholder vote.² (emphasis added)

The Company’s letter states unequivocally that it “does not dispute the significance of DEI and racial equity”. That statement answers the rule 14a-8(i)(7) question and makes it obvious that the Proposal should not be excluded under i7. The Proposal focuses on a significant social policy issue and therefore is not considered excludable, because the Proposal transcends the day-to-day business matters and raises policy issues so significant that it would be appropriate for a shareholder vote.

3. The Company’s January 15th letter does not add any new arguments to its unpersuasive assertion of vagueness and does not warrant any additional response from the Proponents beyond the arguments made in our letter of January 6, 2021.

¹ <https://www.sec.gov/reportspubs/investor-publications/investorpubsaboutauditorshmt.html>

² <https://www.sec.gov/rules/final/34-40018.htm>

Conclusion

For the reasons set forth above, the Proponents respectfully ask that Johnson & Johnson's request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at 413-522-2899.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jonas D. Kron', with a stylized flourish at the end.

Jonas D. Kron

cc: Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP
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January 15, 2021

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Johnson & Johnson – 2021 Annual Meeting
Supplement to Letter dated December 16, 2020
Relating to Shareholder Proposal of
Christopher and Anne Ellinger and co-filers¹

Ladies and Gentlemen:

We refer to our letter dated December 16, 2020 (the “No-Action Request”), submitted on behalf of our client, Johnson & Johnson, pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with Johnson & Johnson’s view that the shareholder proposal and supporting statement (the “Proposal”) submitted by Trillium Asset Management on behalf of Christopher and Anne Ellinger and co-filers (collectively, the “Proponents”) may be excluded from the proxy materials to be distributed by Johnson & Johnson in connection with its 2021 annual meeting of shareholders (the “2021 proxy materials”).

¹ The following shareholders have co-filed the Proposal: Adrian Dominican Sisters, Clean Yield Asset Management, Mount St. Scholastica, and Pax World Funds.

This letter is in response to the letters to the Staff, dated January 6, 2021 and January 10, 2021, submitted by Trillium Asset Management on behalf of the Proponents (the “Proponents’ Letters”), and supplements the No-Action Request. In accordance with Rule 14a-8(j), a copy of this letter also is being sent to the Proponents.

I. Johnson & Johnson Has Substantially Implemented the Proposal.

The Proponents’ Letters argue that a single aspect of the Proposal — its request for a “third-party audit” — is so crucial to the Proposal that failure to utilize that precise methodology would defeat any argument for substantial implementation. In this regard, the Proponents’ Letters state that “[w]ithout actually conducting a third-party audit, there is no way to conclude that [Johnson & Johnson] has substantially implemented the Proposal.” This view has no basis under Rule 14a-8(i)(10) and would be tantamount to a requirement that a proposal be “fully effected,” which was the very standard the Commission rejected in adopting the “substantial implementation” standard in Exchange Act Release No. 34-20091 (Aug. 16, 1983). In addition, as has been demonstrated in countless no-action determinations, the Staff consistently has permitted exclusion under Rule 14a-8(i)(10) where a company already addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. Accordingly, the relevant focus in analyzing whether Johnson & Johnson has substantially implemented the Proposal is whether Johnson & Johnson’s disclosures compare favorably with the requested disclosure rather than the methodology utilized to produce the disclosure.

In this instance, the essential objective of the Proposal is to obtain a report on ways Johnson & Johnson can improve the racial impact of its policies, practices, products and services. As described in the No-Action Request, Johnson & Johnson already publishes substantial information on the ways that it has been working, and is continuing to work, to promote diversity, equity and inclusion (“DEI”) both within and outside the company, including promoting racial and social justice. Shareholders are able to review those voluminous materials and assess for themselves whether Johnson & Johnson’s approach to address DEI and racial justice matters is credible, thoughtful and appropriate. Thus, even though Johnson & Johnson has not had a third-party audit, the company’s extensive efforts to address DEI and racial justice matters and many public disclosures describing its initiatives to promote DEI and racial equity nevertheless address the underlying concern of the Proposal. Accordingly, Johnson & Johnson believes that it has satisfied the Proposal’s essential objective and that its public disclosures compare favorably with the Proposal.

Therefore, as described in the No-Action Request, the Proposal may be excluded from Johnson & Johnson’s 2021 proxy materials pursuant to Rule 14a-8(i)(10).

II. The Proposal Deals with Matters Relating to Johnson & Johnson's Ordinary Business Operations.

The Proponents' Letters describe at length the significance of racial equity and justice. Johnson & Johnson does not dispute the significance of DEI and racial equity, and the No-Action Request does not suggest otherwise. Indeed, as described in the No-Action Request and in Johnson & Johnson's public statements, Johnson & Johnson very much recognizes the importance of this issue and has implemented and supported numerous initiatives to advance DEI and racial equity.

The Proponents' Letters assert that proposals involving racial equity necessarily implicate a significant policy issue and categorically cannot be excluded. As explained in the No-Action Request, however, the fact that a proposal touches upon a significant policy issue does not shield it from exclusion. Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations. Thus, proposals that implicate the issue of racial equity may nevertheless be excluded if they focus primarily on ordinary business matters. Here, as described in the No-Action Request, the Proposal does not focus on a significant policy issue but instead on Johnson & Johnson's "policies, practices, products and services," each of which has been specifically recognized by the Staff as ordinary business matters upon which a proposal may be excluded pursuant to Rule 14a-8(i)(7). Further, the Proponents' Letters raise additional, varied concerns that further demonstrate the Proposal is not strictly focused on racial equity but on issues that relate to Johnson & Johnson's ordinary business matters.² Therefore, even if the Proposal could be viewed as touching upon a significant policy issue, its focus is on ordinary business matters.

Accordingly, the Proposal may be excluded from Johnson & Johnson's 2021 proxy materials pursuant to Rule 14a-8(i)(7) as relating to Johnson & Johnson's ordinary business operations.

² In this regard, we note that the Proponents' second letter mentions the assault on the United States Capitol on January 6, 2020 and raises a number of unrelated issues in an apparent attempt to tie the Proposal to something beyond its plain text. For example, the letter states that "there is no evidence that [Johnson & Johnson] has looked at the racial equity impact of its government affairs operations." Moreover, as disclosed in Johnson & Johnson's recent "Statement on Political Contributions," the company has not made any federal contributions in 2021 and has paused all political contributions while it reviews and evaluates its contribution policies and criteria. See *Johnson & Johnson Statement on Political Contributions*, available at <https://www.jnj.com/johnson-johnson-statement-on-political-contributions>.

III. The Proposal Is Impermissibly Vague and Indefinite.

The Proponents' Letters assert that the Proposal is not vague or indefinite because it references examples of the type of the requested report and contains limiting language of "reasonable time, at a reasonable cost, and excluding confidential/proprietary information." As explained in the No-Action Request, however, the relevant question is whether the resolution contained in the proposal provides the shareholders and the company with reasonable certainty as to what actions or measures the proposal requires. Contrary to the assertion in the Proponents' Letters, the Proposal fails this test. Vague references in the supporting statement to what other companies have done in other contexts, or limiting the scope to reasonable costs, do not provide any more clarity on precisely what actions shareholders are being asked to consider in voting on the Proposal.

As described in the No-Action Request, two essential phrases in the resolution of the Proposal — "policies, practices, products, and services" and "beyond legal and regulatory matters" — are vague and indefinite, such that neither Johnson & Johnson nor shareholders would be able to determine with any reasonable certainty what actions or measures the proposal requires. Consistent with the Staff's recent decision in *Philip Morris Int'l Inc.* (Jan. 8, 2021)* to permit the exclusion under Rule 14a-8(i)(3) of a proposal requesting that the company's "balance sheet be strengthened significantly" because it was unclear how the essential terms "strengthened" and "significantly" would apply to the company's balance sheet, the Proposal is impermissibly vague and indefinite in violation of Rule 14a-9.

Accordingly, the Proposal may be excluded from Johnson & Johnson's 2021 proxy materials pursuant to Rule 14a-8(i)(3).

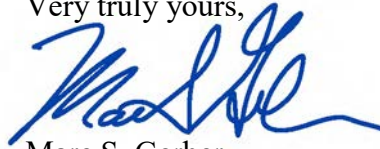
IV. Conclusion

For the reasons stated above and in the No-Action Request, Johnson & Johnson respectfully requests that the Staff concur that it will take no action if Johnson & Johnson excludes the Proposal from its 2021 proxy materials.

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Johnson & Johnson's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

cc: Matt Orlando
Worldwide Vice President, Corporate Governance and Corporate Secretary
Johnson & Johnson

Jonas Kron
Trillium Asset Management

Judy Byron, OP
Adrian Dominican Sisters

Molly Betournay
Clean Yield Asset Management

Rose Marie Stallbaumer, OSB
Treasurer
Mount St. Scholastica

Heather Smith
Vice President, Sustainable Investing
Pax World Funds



January 10, 2021

Via e-mail at shareholderproposals@sec.gov

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

Re: Request by Johnson & Johnson to omit Proposal submitted by submitted by Trillium Asset Management (“Trillium”) on behalf of Christopher and Anne Ellinger and co-filers.

Ladies and Gentlemen,

This is a supplement to Trillium Asset Management LLC’s (acting on behalf Christopher and Anne Ellinger and co-filers (together, the “Proponents”)) January 6, 2021 letter regarding a shareholder proposal (the “Proposal submitted to Johnson & Johnson (“J&J”, “JNJ”, or the “Company”). The Proposal asks J&J’s to publish a third-party audit on racial impact and civil rights.

The January 6, 2021 insurrection and the reaction to it illustrates two important points: (1) the Proposal focuses on a significant policy issue facing the Company and (2) an additional aspect of J&J’s approach to racial justice and equity that warrants attention.

To begin, the morning after the insurrection, which President-Elect Biden linked¹ to white supremacy ideologies and whose members carried the Confederate battle flag, Andrew Ross Sorkin wrote in the *New York Times* about the hard questions business leaders need to ask themselves in the wake of these events. He condemned leadership “who were willing to ignore Mr. Trump’s threat to democracy in the name of economic growth, lower taxes, lighter regulations, or simply access and proximity to power.” He goes on to ask “At a time when business leaders tout their ‘values’ and ‘social responsibility,’ how should those enablers — and the institutions they run — be considered after all this?”²

Mr. Sorkin’s voice was not a lone voice.³ In the *Financial Times*:

Steve Schmidt, a founder of The Lincoln Project, warned on Sunday night that the political action committee led by Bush-era Republicans would turn its fire on corporate donors who professed

¹ <https://www.npr.org/sections/biden-transition-updates/2021/01/07/954404473/biden-is-set-to-introduce-merrick-garland-as-his-attorney-general-pick>.

See also, “Ahmad Thomas, the new CEO of Silicon Valley’s most influential business group, said, “We at the Silicon Valley Leadership Group condemn with the strongest possible terms the destruction, violence and clear displays of white supremacy seen on display in our nation’s Capitol today.””

<https://www.marketwatch.com/story/business-leaders-call-for-action-on-trump-after-mob-siege-at-capitol-11609976655>

² <https://www.nytimes.com/2021/01/07/business/dealbook/capitol-mob-enablers.html>

³ <https://www.bloomberg.com/news/articles/2021-01-08/in-trump-era-s-end-an-uneasy-reckoning-for-corporate-america>

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support for racial equality while funding politicians seeking to “throw out millions of Black votes”.

In a series of tweets, Mr. Schmidt threatened that his well-funded group would not just draw attention to companies’ political spending, but would “foment employee rebellions and shareholder revolts” in its effort to “strangle the money flow” to Mr. Trump’s congressional supporters.⁴

Johnson & Johnson is not immune from this reckoning and asking of hard questions, and this week’s events illustrate how the Proposal, which seeks a third-party audit on the racial impact of the company’s policies and practices, is focused on a significant policy issue.

Take for example the questions being highlighted about corporate political spending which point out how corporate political spending that does not take into account the full range of policy and political preferences of candidate-recipients of corporate PAC contributions has been a factor in our reaching this situation. J&J’s own PAC political contributions speak to this exact point. The following is a list⁵ of U.S. Representatives who received J&J PAC contributions and voted on January 6, 2021 to overturn the votes for a legitimately and democratically elected president consistent with the demands of insurrectionist motivated by white supremacy:

Kevin McCarthy, Calif. \$10,000
John Rutherford, Fla. \$10,000
Steve Scalise, La. \$10,000
Michael Burgess, Texas. \$10,000
Richard Hudson, NC. \$6,500
Jim Banks, Ind. \$6,500
Jackie Walorski, Ind. \$5,000
Mike Kelly, Pa. \$5,000
Brian Mast, Fla. \$4,000
Jeff Van Drew, NJ. \$3,500
Jodey Arrington, Texas. \$3,500
Adrian Smith, Neb. \$3,000
Markwayne Mullin, Okla. \$3,000
Devin Nunes, Calif. \$2,500
David Schweikert, Ariz. \$2,500
Ron Estes, Kan. \$2,500
Andy Harris, Md. \$2,500
Jason Smith, Mo. \$2,500

⁴ https://www.ft.com/content/9fe61a5e-2Db57a-2D4a99-2D8985-2Dad7867a500b0&d=DwMFaQ&c=euGZstcaTDllvimEN8b7iXrwgOf-v5A_CdpgnVfiiMM&r=NtCPD3BUbtT6KtNeeAofyNnWwb8VJcLoBZ-nbMB69Zw&m=8HZqKJI8oYkL8JOBYYAGSTXAMmfjFuUWfhlc_kSOBCY&s=QIND7Ji-LwKAB21xhEeOHIC48dSN4VTaM3z-Gz-lnoE&e=

⁵ Sources are <https://www.opensecrets.org/political-action-committees-pacs/johnson-johnson/C00010983/candidate-recipients/2020> and <https://www.nytimes.com/interactive/2021/01/07/us/elections/electoral-college-biden-objectors.html>

Lloyd Smucker, Pa. \$2,500
Elise Stefanik, NY. \$2000
Tom Rice, SC. \$2,000

How this will play out in corporate America will be seen over the next days, weeks, months, and years, but already Marriott has announced it has suspended contributions to the members of Congress who voted to reject the electoral college votes.⁶ It is also being reported that “Bank of America, Ford Motor Co. and AT&T will take recent events into consideration before making future donations, while CVS Health Corp., Exxon Mobil, FedEx and Target said they are reviewing their political giving.”⁷

The points being made in the pages of the *New York Times*, *Bloomberg*, and the *Financial Times* is that these kinds of corporate actions need to be re-examined in light of this week’s events. And there is no evidence that J&J has looked at the racial equity impact of its government affairs operations.

In light of this, it is worth pointing out that the Securities and Exchange Commission contains the following question and answer on its website:

What's the Purpose of an Audit?

An audit provides the public with additional assurance — beyond managements' own assertions — that a company's financial statements can be relied upon. As the U.S. Supreme Court stated in the landmark case of *U.S. v. Arthur Young*: "The SEC requires the filing of audited financial statements in order to obviate the fear of loss from reliance on inaccurate information, thereby encouraging public investment in the Nation's industries." That has important implications for investors making investment decisions, for banks and financial institutions that may extend credit or make loans to the company, and for other businesses and members of the public who deal with the company.⁸

Racial equity and justice are among the most significant policy issues facing companies right now. It has been important for decades, but since corporate leaders felt compelled to speak out against the 2017 Charlottesville white supremacy march and President Trump’s defense of those marchers, its importance has only grown. It took on even greater importance in the summer of 2020 with the murder of George Floyd and the subsequent Black Lives Matter protests. It is therefore astonishing that J&J even asserts that the Proposal should be excluded under the ordinary business exclusion. At best, the argument is tone deaf, but in reality, it is completely misplaced and should be disregarded out of hand.

Given that importance, the SEC’s own description of the purpose of the audit illustrates why there really is no substitute for the third-party audit called for in the Proposal and the Company’s substantial implementation argument also falls flat. At a time like this, it is clear that the public and investors need

⁶ <https://www.bloomberg.com/news/articles/2021-01-10/marriott-suspends-donations-to-senators-who-opposed-vote-result>

⁷ <https://www.forbes.com/sites/jemimamcevoy/2021/01/10/major-companies-begin-suspending-donations-to-republicans-involved-in-biden-certification-challenge/?sh=50c535edcf69>

⁸ <https://www.sec.gov/reportspubs/investor-publications/investorpubsaboutauditorshtm.html>

“additional assurance — beyond managements' own assertions” that the Company’s approach to racial justice and equity is comprehensive and authentic. It is clear that despite many good efforts on the part of the Company, there is much more to be done, and there is an urgent need to make sure that what J&J is doing is fit for purpose.

We cannot simply rely on management’s assertions that they are addressing the issue adequately.

Conclusion

For the reasons set forth above, the Proponents respectfully ask that Johnson & Johnsons’s request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at 413-522-2899.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jonas D. Kron', with a long horizontal flourish extending to the right.

Jonas D. Kron

cc: Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP
Marc.Gerber@Skadden.com



January 6, 2021

Via e-mail at shareholderproposals@sec.gov

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

Re: Request by Johnson & Johnson to omit Proposal submitted by submitted by Trillium Asset Management (“Trillium”) on behalf of Christopher and Anne Ellinger and co-filers.

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, Trillium Asset Management LLC, acting on behalf Christopher and Anne Ellinger and co-filers (together, the “Proponents”) submitted a shareholder proposal (the “Proposal”) to Johnson & Johnson (“J&J”, “JNJ”, or the “Company”). The Proposal asks J&J’s to publish a third-party audit on racial impact.

In a letter to the Division dated December 16, 2020 (the “No-Action Request”), J&J stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the 2021 annual meeting of shareholders. J&J argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(7), (10), and (3). Because (1) the Company has not sought a third-party audit, (2) the Proposal transcends the ordinary business of the Company by focusing on racial justice, and (3) the Company has not demonstrated the Proposal is vague or indefinite, J&J has not met its burden of proving its entitlement to exclude the Proposal, and the Proponents ask that its request for relief be denied.

The Proposal

The Proposal states:

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company’s racial impact.

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The Company Has Not Substantially Implemented the Shareholder Proposal Because It Has Not Conducted A Third-Party Audit.

It is clear from a plain reading of the resolved clause that the essential element of the Proposal is the third-party audit. In fact, the Proposal recognizes that the Company has taken a number of steps on civil rights and racial justice, but that those steps are inadequate given the seriousness of the issue. That is why we have suggested the third-party audit which offers a rigor, independent view, and validation that internal action can never replicate.

In the Company's no-action request, however, they have completely ignored the third-party audit feature of the Proposal and as such have constructed an argument that completely misses the point of the Proposal. Without actually conducting a third-party audit, there is no way to conclude that it has substantially implemented the Proposal. Instead, the Company appears to be arguing that their actions and disclosures are sufficient – essentially treating the Proposal as only a request for disclosure – but in doing so they have fundamentally misread the Proposal.

There are a number of features that make a third-party audit unique and irreplaceable by internally driven and overseen review and audit procedures. Specifically, third-part audits are important because a third-party auditor can bring specialized knowledge and experience that Johnson & Johnson cannot bring. Also of great importance is the fact that they are objective – an outsider with no conflicts of interest is able to come in and provide an unbiased assessment without the problems which come from internal familiarity, habits, and interests. In addition, this objectivity and specialized knowledge in turn can provide more accurate and reliable conclusions than what may be produced by internal actors. And finally, all of this combines together to result in a validated outcome that can give all company stakeholders assurances and help strengthen the company's reputation.

These are some of the reasons other companies have decided to conduct third-party audits on racial matters. As Facebook's COO Cheryl Sandberg explained in the release of its July 2020 Civil Rights Audit "As hard as it has been to have our shortcomings exposed by experts, it has undoubtedly been a really important process for our company. We would urge companies in our industry and beyond to do the same. Thanks to Laura and Megan's [the Relman Colfax auditors] leadership, and the continued advocacy of civil rights groups and leaders, we believe we are in a better place today than we were two years ago. Over the course of the audit process, we have made significant progress in a number of critical areas. But the auditors have been extremely candid with their feedback, urging us to go further in a range of areas."¹

Similarly, when Starbucks published its first report from former U.S. Attorney General Eric H. Holder, Jr., the report stated "As part of Starbucks' ongoing efforts to understand why the incident in Philadelphia occurred and what more Starbucks could do to advance civil rights, equity, diversity, and inclusion internally and in the communities it serves, the Company engaged former U.S. Attorney General Eric H.

¹ <https://about.fb.com/news/2020/07/civil-rights-audit-report/>

Holder, Jr. and Covington & Burling, LLP to conduct an assessment of Starbucks' policies, procedures, and initiatives.”²

However, it is undisputed that JNJ has not conducted any third-party audit of its racial impact. The Company does not try to argue to the contrary, and notably does not even engage with the idea of a third-party audit in its no-action letter. It simply ignores this central pillar of the Proposal apparently in the hopes of skating by the question entirely.

The Starbucks example also illustrates two other points. One, there is no evidence that JNJ is fully implementing all of the racial justice measures that it could or should undertake. It could for example engage in listening sessions as Starbucks did: “To gain insight into the challenges currently faced by Starbucks partners, Mr. Holder and the team from Covington conducted four listening sessions with Store Managers in key markets, including Washington, D.C., Atlanta; Seattle; and Los Angeles. We identified several themes from partners' comments in the listening sessions.” Despite all the numerous commendable steps taken by the Company, it is not clear that they are the right combination of steps or a genuinely complete and fulsome strategy. To make that determination, we believe a third-party audit is necessary.

Which raises the second point, how do we know the Company approach is working without an audit? The example of the overseas talc sales that has become at least a reputational concern as highlighted by Black Women for Wellness, provides strong evidence that there is more work to be done and that the current approach may not be working. As discussed in the Proposal:

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's “possibly carcinogenic” label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to “walk its talk on racial equity and valuing Black lives” by ending global sales of talcum-based baby powder.⁴

Without a third-party audit it will remain unclear to investors and stakeholders whether the Company's plans and efforts are working as intended, or cover the topics that need to be covered in order to reach the intended goals.

² <https://stories.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>

³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

For these reason, the Company has failed to meet its significant burden of demonstrating that it has substantially implemented the Proposal.

The Proposal’s Focus on the Significant Policy Issue of Racial Justice Clearly Places It Within the Significant Policy Issue Exception To The Ordinary Business Exclusion.

There is no argument, nor does the Company try to suggest, that racial justice is not a significant policy issue in this country, for all businesses, and for Johnson & Johnson. Take the following for example:

- “As the CEO of the world’s largest healthcare company, I must state unequivocally that racism in any form is unacceptable, and that black lives matter. And as a white man, I also need to acknowledge the limits of my own life experience and listen to those who have faced systemic injustice since the day they were born.” Alex Gorsky, CEO, Johnson & Johnson
<https://www.jnj.com/latest-news/a-message-from-johnson-johnson-ceo-alex-gorsky-about-recent-events-in-the-united-states>
- "There is an urgent need to take on the inequities rooted in systemic racism that threaten health in communities of color across the United States," said Alex Gorsky, Chairman and Chief Executive Officer of Johnson & Johnson. “That’s why Johnson & Johnson is focusing its efforts and committing \$100 million to address racial and social injustice as the critical public health issue that it is. As the largest and most broadly-based healthcare company in the world, we are uniquely positioned to convene private, public and community organizations in pursuit of this shared aspiration—and work together to make a meaningful impact through science, business, public health, and philanthropy.” <https://www.prnewswire.com/news-releases/johnson--johnson-to-address-racial-and-social-injustice-through-platform-that-aims-to-eliminate-health-inequities-for-people-of-color-301174429.html>
- The entire conversation with Michael Sneed, Executive Vice President, Global Corporate Affairs & Chief Communication Officer about racial equity. <https://www.jnj.com/latest-news/conversation-with-michael-sneed-on-racial-inequity>
- Illustrating how the issue transcends ordinary business matters like marketing and product selection, consider how the company pulled “skin whitening” products from the market in the face of criticism. “Conversations over the past few weeks highlighted that some product names or claims on our dark spot reducer products represent fairness or white as better than your own unique skin tone,” Johnson & Johnson said. “This was never our intention – healthy skin is beautiful skin.” <https://www.reuters.com/article/us-johnson-johnson-whitening/johnson-johnson-drops-skin-whitening-creams-idUSKBN23Q2BZ>
- “These crises have shined a spotlight on continued racial inequities in America, which cut across the socioeconomic spectrum. Despite some significant strides over the generations, the events of 2020 have illustrated how far we still have to go to ensure that every person can fully realize opportunity and justice in America. As some of the country’s largest employers, Business Roundtable CEOs believe they have a role to play in driving real change. On June 5, 2020, Business Roundtable Chairman Doug McMillon of Walmart established a Special Committee of

the Board to identify meaningful steps Business Roundtable companies can take to advance racial equity and justice. On July 1, 2020, the Special Committee outlined proposals for federal policing reform legislation and launched an effort to persuade Congress to pass a bipartisan bill.”

<https://www.businessroundtable.org/equity>

As such it is clear that the Proposal, even though it does touch on ordinary business matters, transcends those ordinary business matters through its focus on a significant policy issue facing Johnson & Johnson: racial equity.

This conclusion is probably best supported by the seminal 14a-8 case of *ACTWU v. Wal-Mart*, 821 F. Supp. 877 (S.D.N.Y. 1993). In that case, the shareholder proposal focused on the ordinary business matter of employee hiring, firing, recruitment, promotion and retention – perhaps one of the most fundamental ordinary business aspects to running a company. The court concluded that because the proposal also focused on a significant policy issue – the impacts of racial discrimination – it transcended the ordinary business of Wal-Mart and was appropriate for shareholder consideration in the proxy. *ACTWU* is a virtually perfect analog to the Proposal and as such we respectfully request the staff reject the Company’s argument.

The Proposal Is Not Impermissibly Vague Or Indefinite Because It Provides Context, Limiting Language, and Discretion to the Company.

The Company fails to meet its burden of proving the Proposal is impermissibly vague and indefinite for a number of reasons, the first of which is that it ignores the references in the Proposal to the audits conducted by Starbucks, Facebook, and Airbnb. These examples provide shareholders with a context, analog, and template to help frame the question and give them a sense of what it is that they would be calling on the company to do. The Company has ignored this language in the Proposal completely.

The Company also ignores the limiting language of “reasonable time, at a reasonable cost, and excluding confidential/proprietary information”. For decades, following SEC guidance, shareholder proposals have included this language to provide a limiting factor that strikes a balance between providing clarity for what the proponents seek and the discretion that the board and executives must be afforded.

Finally, there is, no 14a-8 requirement that terms be defined or even universally agreed upon. See *Microsoft Corporation* (September 14, 2000) where the Staff required inclusion of a proposal that requested the board of directors implement and/or increase activity on eleven principles relating to human and labor rights in China. In that case, the company argued “phrases like 'freedom of association' and 'freedom of expression' have been hotly debated in the United States” and therefore the proposal was too vague. See also, *Yahoo!* (April 13, 2007), which survived a challenge on vagueness grounds where the proposal sought “policies to help protect freedom of access to the Internet”; *Cisco Systems, Inc.* (Sep. 19, 2002) (Staff did not accept claim that terms "which allows monitoring," "which acts as a `firewall,'" and "monitoring" were vague); and *Cisco Systems, Inc.* (Aug. 31, 2005) (Staff did not accept claim that term "Human Rights Policy" was too vague). Similarly, “policies, practices, products, and services” and

“beyond legal and regulatory matters” are reasonably well understood terms, not only in the investor community, but amongst the general public as well.

Conclusion

For the reasons set forth above, the Proponents respectfully ask that Johnson & Johnson’s request for relief be denied.

The Proponents appreciate the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact me at 413-522-2899.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jonas D. Kron', with a long horizontal flourish extending to the right.

Jonas D. Kron

cc: Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP
Marc.Gerber@Skadden.com

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December 16, 2020

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

RE: Johnson & Johnson – 2021 Annual Meeting
Omission of Shareholder Proposal of
Christopher and Anne Ellinger and co-filers¹

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, Johnson & Johnson, a New Jersey corporation, to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with Johnson & Johnson’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Trillium Asset Management (“Trillium”) on behalf of Christopher and Anne Ellinger and co-filers from the proxy materials to be distributed by Johnson & Johnson in connection with its 2021 annual meeting of shareholders (the

¹ The following shareholders have co-filed the Proposal: Adrian Dominican Sisters, Clean Yield Asset Management, Mount St. Scholastica, and Pax World Funds.

“2021 proxy materials”). Trillium, Christopher and Anne Ellinger, and the co-filers are sometimes collectively referred to as the “Proponents.”

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponents as notice of Johnson & Johnson’s intent to omit the Proposal from the 2021 proxy materials.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponents that if they submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to Johnson & Johnson.

I. The Proposal

The text of the resolution contained in the Proposal is set forth below:

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company’s policies, practices, products and services; and to provide recommendations for improving the company’s racial impact.

II. Bases for Exclusion

We hereby respectfully request that the Staff concur in Johnson & Johnson’s view that it may exclude the Proposal from the 2021 proxy materials pursuant to:

- Rule 14a-8(i)(10) because Johnson & Johnson has substantially implemented the Proposal;
- Rule 14a-8(i)(7) because the Proposal deals with matters relating to Johnson & Johnson’s ordinary business operations; and
- Rule 14a-8(i)(3) because the Proposal is materially false and misleading, in violation of Rule 14a-9.

III. Background

Johnson & Johnson received the Proposal on November 2, 2020, accompanied by a cover letter from Trillium and an authorization letter from Christopher and Anne Ellinger dated October 26, 2020. On November 5, 2020, after confirming that Christopher and Anne Ellinger were not shareholders of record, in accordance with Rule 14a-8(f)(1), Johnson & Johnson sent a letter to Trillium requesting a written statement verifying that Christopher and Anne Ellinger owned the requisite number of shares of Johnson & Johnson common stock for at least one year as of November 2, 2020, the date the Proposal was submitted to Johnson & Johnson (the “Deficiency Letter”). On November 12, 2020, Johnson & Johnson received a letter from Charles Schwab & Co., dated November 9, 2020, verifying Christopher and Anne Ellinger’s stock ownership. Copies of the Proposal, cover letter, Deficiency Letter and related correspondence are attached hereto as Exhibit A. In addition, the co-filers’ submissions are attached hereto as Exhibit B.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(10) Because Johnson & Johnson Has Substantially Implemented the Proposal.

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”); Exchange Act Release No. 34-12598 (July 7, 1976). Accordingly, the actions requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. *See* 1983 Release.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal. *See, e.g., Devon Energy Corp.* (Apr. 1, 2020)*; *Johnson & Johnson* (Jan. 31, 2020)*; *Pfizer Inc.* (Jan. 31, 2020)*; *The Allstate Corp.* (Mar. 15, 2019); *Johnson & Johnson* (Feb. 6, 2019); *United Cont’l Holdings, Inc.* (Apr. 13, 2018); *eBay Inc.* (Mar. 29, 2018); *Kewaunee Scientific Corp.* (May 31, 2017); *Wal-Mart Stores, Inc.* (Mar. 16, 2017); *Dominion Resources, Inc.* (Feb. 9, 2016); *Ryder System, Inc.* (Feb. 11, 2015); *Wal-Mart Stores, Inc.* (Mar. 27, 2014).

* Citations marked with an asterisk indicate Staff decisions issued without a letter.

In addition, the Staff has permitted exclusion under Rule 14a-8(i)(10) where the company already addressed the underlying concerns and satisfied the essential objectives of the proposal, even if the proposal had not been implemented exactly as proposed by the proponent. For example, in *Oshkosh Corp.* (Nov. 4, 2016), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal asking the board to amend certain provisions of the company's proxy access bylaw in accordance with the six "essential elements" specified in the proposal. In arguing that the proposal had been substantially implemented, the company explained that it had adopted three of the six proposed changes in the proposal. Although the proposal asked for the adoption of all of the proposed changes, the Staff concluded that the company's bylaw amendments "compare favorably with the guidelines of the proposal" and that the company substantially implemented the proposal. Similarly, in *PG&E Corp.* (Mar. 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the company's standards for choosing the organizations to which the company makes charitable contributions and the "business rationale and purpose for each of the charitable contributions." In arguing that the proposal had been substantially implemented, the company referred to a website where the company had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the company typically does not fund. Although the proposal appeared to contemplate disclosure of each and every charitable contribution, the Staff concluded that the company had substantially implemented the proposal. *See also, e.g., The Wendy's Co.* (Apr. 10, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report assessing human rights risks of the company's operations, including the principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics and a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *MGM Resorts Int'l* (Feb. 28, 2012) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); *Exelon Corp.* (Feb. 26, 2010) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report disclosing policies and procedures for political contributions and monetary and non-monetary political contributions where the company had adopted corporate political contributions guidelines).

In this instance, Johnson & Johnson has substantially implemented the Proposal, the essential objective of which is to obtain a report on ways Johnson & Johnson can improve the racial impact of its policies, practices, products and services. Johnson & Johnson already publishes information on its assessment of the ways that it has been working, and is continuing to work, to promote diversity, equity and inclusion ("DEI") both within and outside the company, including promoting racial and social justice. In this regard, Johnson & Johnson's website features a dedicated "Diversity & Inclusion"

landing page, which offers fulsome information on Johnson & Johnson's initiatives to advance racial equity through diversity and inclusion.² Located on that landing page is Johnson & Johnson's "You Belong: Diversity, Equity & Inclusion Impact Review" (the "Impact Review"), in which Johnson & Johnson provides a comprehensive report on its approach to addressing DEI matters and how that approach is reflected in various company policies, practices and other initiatives.³

Specifically, the Impact Review contains detailed information on how Johnson & Johnson's existing corporate policies and practices address racial equity issues and how Johnson & Johnson is working to "create a healthier, more equitable world." Following letters from Johnson & Johnson's Chairman and Chief Executive Officer and Chief Diversity, Equity & Inclusion Officer, pages 9-14 explain Johnson & Johnson's approach to DEI matters, noting, for example, that "[a]t Johnson & Johnson, [DEI] has been a core value since long before it became a popular concept in the corporate world" and that Johnson & Johnson's Credo—Johnson & Johnson's fundamental guiding values—was updated in 2018 to underscore this commitment by adding, "We must provide an inclusive work environment where each person must be considered as an individual. We must respect their diversity and dignity and recognize their merit."

The Impact Review also explains that Johnson & Johnson's "strategy, based on employee insights and external research, approaches DEI as a business imperative and enables us to meet the changing needs of the communities we serve" and, with that in mind, outlines the policies and practices it has implemented to promote DEI both within and outside the company. For instance, on page 12, Johnson & Johnson provides an overview of ways it implements its DEI strategy through governance and accountability. In addition, on page 14, Johnson & Johnson references its policies and programs related to DEI issues (including hyperlinks to those policies and programs); these include a Diversity & Inclusion policy, an Equal employment opportunity policy, Affirmative action programs and LGBTQ+ benefits and commitment. Further, on page 14, Johnson & Johnson provides a link to its annual Health for Humanity Report, which outlines data about Johnson & Johnson's workforce and a range of diversity metrics. The "Pathway to belonging" section on pages 15-27 provides an overview of Johnson & Johnson's internal programs and policies aimed at reinforcing an inclusive culture, building a diverse workforce and supporting employee resource groups. These include, for example, "cultural immersion in understanding the Black experience" to further Johnson & Johnson's "commitment towards combatting systemic inequity and social injustice," Unconscious Bias Training, Conscious Inclusion Training, and an

² See *Diversity & Inclusion*, available at <https://www.jnj.com/about-jnj/diversity>.

³ See *You Belong: Diversity, Equity & Inclusion Impact Review*, available at https://youbelong.jnj.com/_document/johnson-johnson-diversity-equity-inclusion-impact-review-2020?id=00000176-3f61-ddb4-ab7f-ff79cb510000 and attached hereto as Exhibit C.

“empathetic conversations guide with a focus on holding empathetic conversations about racism and the Black community.”

The Impact Review also addresses ways that Johnson & Johnson has approached products and services in order to promote racial equity. In the “Equity in healthcare” section on pages 28-43, Johnson & Johnson provides a detailed review of these efforts and initiatives. For example, on page 30, Johnson & Johnson notes that due to a lack of Black dermatologists in the United States, “there is a gap in available skin health consumer products tailored to the needs of the Black community,” and that, in 2020, “Johnson & Johnson Innovation teamed up with NEUTROGENA® to address the underrepresentation of Black expertise in the skin health industry.” The Impact Review further notes that “[t]he partnership is focusing on accelerating skin health research, growing the Black dermatologist community through education and training, and providing funding support to Black-owned skin health companies,” followed by additional details on the progress made in 2020.

Similarly, on page 31, Johnson & Johnson provides details on its efforts to promote diversity in clinical trials, noting that “further diversification of clinical trials is a priority, and Johnson & Johnson is proactively working to identify and address barriers to enrollment and participation by patients in underrepresented communities.” On pages 31-37, Johnson & Johnson provides additional details on its efforts to promote ethnic and other diversity among clinical trial participants, including through strategic partnerships with third parties. As explained in Johnson & Johnson’s subsidiary Janssen’s 2019 U.S. Transparency Report, Johnson & Johnson “strive[s] to make our clinical trial populations reflect the diversity of real-world patient populations.”⁴ Moreover, as described on Johnson & Johnson’s website, one of the goals of diversification in clinical trials is to proactively identify and address barriers to enrollment by patients and raise awareness of clinical research in underrepresented communities.⁵ For example, when Johnson & Johnson launched the LOTUS trial in 2018 to help develop a potential treatment for lupus, researchers actively recruited at the outset a diverse group of minority populations who are disproportionately impacted by the disease.

Further, Johnson & Johnson highlights on pages 38-40 of the Impact Review its efforts to advance inclusive public policy, noting that in 2020, Johnson & Johnson “continued to advocate addressing racial health disparities, and worked to educate

⁴ See *2019 Janssen U.S. Transparency Report* at 22, available at <https://jnj-janssen.brightspotcdn.com/19/3f/55f6149249348ab7c64ba881c638/jsn-2019-us-transparency-report-v16.pdf> and attached hereto as Exhibit D.

⁵ See *Clinical Trials 2.0: 5 Ways Johnson & Johnson Is Helping Revamp—and Revolutionize—How They’re Conducted*, available at <https://www.jnj.com/innovation/5-ways-johnson-johnson-is-helping-revolutionize-clinical-trials> and attached hereto as Exhibit E.

stakeholders on the facts and potential solutions with particular focus on maternal health and COVID-19-related disparities.” For example, the Impact Review notes that, in March 2020, Johnson & Johnson was the only company to endorse the Black Maternal Health Momnibus Act of 2020 that aims to fill gaps in existing legislation to comprehensively address every dimension of the Black maternal health crisis. In addition, on pages 41-43, Johnson & Johnson explains its initiatives in promoting supplier diversity, noting that Johnson & Johnson’s “global Supplier Diversity & Inclusion program aims to ensure that businesses with diverse ownership, control and operations may become valued partners and grow with Johnson & Johnson.”

The Impact Review not only details Johnson & Johnson’s current efforts to promote racial equity, but, in the “Looking ahead” section on pages 44-45, also describes initiatives to “expand and accelerate [Johnson & Johnson’s] commitment and momentum” to DEI efforts. For example, the Impact Review explains that Johnson & Johnson will continue to build a workforce that “reflects the communities we serve by strengthening competencies and accountability, and by reimagining how we hire, develop and retain talent,” “[e]nhance our inclusive culture by building on our foundational understanding of unconscious bias with conscious inclusion to help people become more purposefully inclusive in their actions,” and “[d]eepen the connection between DEI, our strategic partnerships and our business to drive better outcomes for the patients, consumers and customers [Johnson & Johnson] serves.”

In addition, Johnson & Johnson recently launched a “Race to Health Equity” platform, which provides information on Johnson & Johnson’s efforts to “help eradicate racial and social injustice as a public health threat by eliminating health inequities for people of color.”⁶ As announced in a related press release, Johnson & Johnson committed \$100 million over the next five years to “invest in and promote health equity solutions for Black people and other communities of color in the United States.”⁷

Given Johnson & Johnson’s publication of the Impact Review, which provides a detailed report on Johnson & Johnson’s approach to addressing DEI matters in various company policies, practices, products and services and other initiatives, and Johnson & Johnson’s other public disclosures described above, Johnson & Johnson has satisfied the Proposal’s essential objective of obtaining a report on ways Johnson & Johnson can improve the racial impact of its policies, practices, products and services. Moreover,

⁶ See *Race to Health Equity*, available at <https://www.jnj.com/race-to-health-equity>.

⁷ See *Johnson & Johnson to Address Racial and Social Injustice Through Platform that Aims to Eliminate Health Inequities for People of Color*, available at <https://www.jnj.com/johnson-johnson-to-address-racial-and-social-injustice-through-platform-that-aims-to-eliminate-health-inequities-for-people-of-color> and attached hereto as Exhibit F.

Johnson & Johnson's public disclosures compare favorably with the guidelines of the Proposal.

Accordingly, the Proposal has been substantially implemented and may be excluded from Johnson & Johnson's 2021 proxy materials pursuant to Rule 14a-8(i)(10).

V. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to Johnson & Johnson's Ordinary Business Operations.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998) (the "1998 Release"), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain 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, 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.

A. The Proposal deals with Johnson & Johnson's ordinary business operations.

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal is within the ordinary business of the company. *See* 1983 Release ("[T]he staff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(c)(7)."); *see also Netflix, Inc.* (Mar. 14, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report describing how company management identifies, analyzes and oversees reputational risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other indigenous peoples, how it mitigates these risks and how the company incorporates these risk assessment results into company policies and decision-making, noting that the proposal related to the ordinary business matter of the "nature, presentation and content of programming and film production").

In this instance, the Proposal seeks a wide-ranging report that would address multiple aspects of Johnson & Johnson's ordinary business operations, including product sales and advertising, customer relationships, workforce management, community impacts and relationships with suppliers. Each of these concerns has been

specifically recognized by the Staff as ordinary business matters upon which a proposal may be excluded pursuant to Rule 14a-8(i)(7).

1. *Products and services offered by Johnson & Johnson*

In accordance with the policy considerations underlying the ordinary business exclusion, the Staff consistently has permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals relating to the products offered for sale by a company. *See, e.g., Pfizer Inc.* (Mar. 1, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report describing the steps the company has taken to prevent the sale of its medicines to prisons for the purpose of aiding executions, noting that the proposal “relates to the sale or distribution of [the company’s] products”); *The Walt Disney Co.* (Nov. 23, 2015) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company’s board of directors approve the release of a specific film on Blu-ray, noting that the proposal “relates to the products and services offered for sale by the company”); *Wells Fargo & Co.* (Jan. 28, 2013, *recon. denied* Mar. 4, 2013) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report discussing the adequacy of the company’s policies in addressing the social and financial impacts of the company’s direct deposit advance lending service, noting that the proposal “relates to products and services offered for sale by the company”); *FMC Corp.* (Feb. 25, 2011, *recon. denied* Mar. 16, 2011) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking, among other things, an immediate moratorium on sales and a withdrawal from the market of a specific pesticide, as well as other pesticides “where there is documented misuse of products harming wildlife or humans, until [the company] effectively corrects such misuse,” and a “report . . . addressing all documented product misuses worldwide . . . and proposing changes to prevent further misuse,” noting that the proposal “relates to the products offered for sale by the company”).

2. *Product advertising*

The Staff also consistently has permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) when those proposals relate to the manner in which a company advertises its products. *See, e.g., FedEx Corp.* (July 7, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting a report “describing legal steps [the company] has taken and/or could take to distance itself from the Washington D.C. NFL team name” controversy, noting that “the proposal relates to the manner in which [the company] advertises its products and services”); *FedEx Corp.* (July 11, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting, among other things, a report “addressing how [the company] can better respond to reputational damage from its association with the Washington D.C. NFL franchise team name controversy,” noting that “the proposal relates to the manner in which [the company] advertises its products and services”); *PepsiCo, Inc.* (Jan. 10, 2014) (permitting exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company issue a public statement indicating that a commercial for the company’s product was presented

in poor taste, noting that “the proposal relates to the manner in which [the company] advertises its products”); *PG&E Corp.* (Feb. 14, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal instructing the company to, among other things, “cease immediately its current advertising campaign promoting solar or wind as desirable sources of energy for conversion to electricity,” noting that the proposal relates to the company’s “ordinary business operations (i.e., the manner in which a company advertises its products)”).

3. *Relationships with customers*

In addition, the Staff has permitted exclusion of proposals that relate to a company’s relationships with its customers. *See, e.g., JPMorgan Chase & Co.* (Feb. 21, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested the board complete a report on the impact to customers of the company’s overdraft policies); *AT&T Inc.* (Dec. 28, 2016) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested the company provide free tools to customers to block robocalls); *Ford Motor Co.* (Feb. 13, 2013) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested removal of dealers that provided poor customer service, noting that “[p]roposals concerning customer relations are generally excludable under rule 14a-8(i)(7)”); *The Coca-Cola Co.* (Jan. 21, 2009, *recon. denied* Apr. 21, 2009) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report on how the company could provide information to customers regarding the company’s products, noting that the proposal “relat[ed] to Coca-Cola’s ordinary business operations (i.e., marketing and consumer relations)”).

4. *Workforce management*

Moreover, the Staff has permitted exclusion under Rule 14a-8(i)(7) of proposals relating to the management of a company’s workforce. *See* the 1998 Release (excludable matters “include the management of the workforce, such as the hiring, promotion, and termination of employees”); *see also, e.g., Walmart, Inc.* (Apr. 8, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested the company’s board prepare a report evaluating discrimination risk from the company’s policies and practices for hourly workers taking medical leave, noting that the proposal “relates generally to the [c]ompany’s management of its workforce”); *Yum! Brands, Inc.* (Mar. 6, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that sought to prohibit the company from engaging in certain employment practices, noting that “the [p]roposal relates generally to the [c]ompany’s policies concerning its employees”). Similarly, the Staff has permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) that relate to general employee compensation; *CVS Health Corp.* (Mar. 1, 2017) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that urged the company’s board to adopt principles for minimum wage reform, noting that “the proposal relates to general compensation matters”); *Best Buy Co., Inc.* (Mar. 8, 2016) (same); *The Goldman Sachs Group, Inc.* (Mar. 12, 2010) (permitting exclusion under Rule 14a-

8(i)(7) of a proposal that sought to introduce a policy limiting the amount available for payment of employee compensation and benefits each year, noting that “[p]roposals that concern general employee compensation matters are generally excludable under rule 14a-8(i)(7)”.

5. *Community relations*

Further, the Staff has permitted exclusion under Rule 14a-8(i)(7) of proposals relating to the community impacts of a company’s operations. In *Amazon.com, Inc.* (Mar. 28, 2019), for example, the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal requesting an analysis of the community impacts of the company’s operations “considering near- and long-term local economic and social outcomes, including risks, and the mitigation of those risks, and opportunities arising from its presence in communities.” In the supporting statement of the proposal, the proponents argued that the company faces “significant financial and reputational risks” due to its alleged negative impacts on, among others, housing availability, access to education, transportation and other infrastructure concerns in the communities in which it operates. In concurring with the company’s view that the proposal could be excluded under Rule 14a-8(i)(7), the Staff noted that the proposal “relates generally to ‘the community impacts’ of the [c]ompany’s operations and does not appear to focus on an issue that transcends ordinary business matters.” See also, e.g., *Amazon.com, Inc.* (Mar. 16, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report on risks relating to the societal impact of the company’s growth).

6. *Relationships with suppliers*

Finally, the Staff also has permitted exclusion of shareholder proposals under Rule 14a-8(i)(7) that relate to a company’s relationships with its suppliers. See, e.g., *Walmart Inc.* (Mar. 8, 2018) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report outlining the requirements suppliers must follow regarding engineering ownership and liability); *Foot Locker, Inc.* (Mar. 3, 2017) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report outlining the steps the company was taking, or could take, to monitor the use of subcontractors by the company’s overseas apparel suppliers, noting that “the proposal relates broadly to the manner in which the company monitors the conduct of its suppliers and their subcontractors.”); *Kraft Foods Inc.* (Feb. 23, 2012) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested a report detailing the ways the company would assess risk to its supply chain and mitigate the impact of such risk, noting that the proposal concerned “decisions relating to supplier relationships [which] are generally excludable under rule 14a-8(i)(7)”); *Dean Foods Co.* (Mar. 9, 2007) (permitting exclusion under Rule 14a-8(i)(7) of a proposal that requested an independent committee review the company’s standards for organic dairy product suppliers, noting that the proposal related to the company’s “decisions relating to supplier relationships”).

In this case, the Proposal, which is unbounded in scope, calls for a review of Johnson & Johnson's "corporate policies, practices, products, and services." Such a broad review would inevitably delve into numerous aspects of Johnson & Johnson's ordinary business operations, including product sales and advertising, customer relationships, workforce management, community impacts and relationships with suppliers, each of which has been recognized by the Staff as being an ordinary business matter upon which proposals may be excluded under Rule 14a-8(i)(7). Accordingly, consistent with the precedent described above, the Proposal is excludable under Rule 14a-8(i)(7).

B. The Proposal does not focus on a significant policy issue.

We note that a proposal may not be excluded under Rule 14a-8(i)(7) if it is determined to focus on a significant policy issue. The fact that a proposal may touch upon a significant policy issue, however, does not preclude exclusion under Rule 14a-8(i)(7). Instead, the question is whether the proposal focuses primarily on a matter of broad public policy versus matters related to the company's ordinary business operations. See the 1998 Release and Staff Legal Bulletin No. 14E (Oct. 27, 2009). The Staff has consistently permitted exclusion of shareholder proposals where the proposal focused on ordinary business matters, even though it also related to a potential significant policy issue. For example, in *PetSmart, Inc.* (Mar. 24, 2011), the proposal requested that the company's board require suppliers to certify that they had not violated certain laws regulating the treatment of animals. Those laws affected a wide array of matters dealing with the company's ordinary business operations beyond the humane treatment of animals, which the Staff has recognized as a significant policy issue. In granting relief to exclude the proposal, the Staff noted the company's view that "the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'" See also, e.g., *CIGNA Corp.* (Feb. 23, 2011) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the potential significant policy issue of access to affordable health care, it also asked CIGNA to report on expense management, an ordinary business matter); *Capital One Financial Corp.* (Feb. 3, 2005) (permitting exclusion under Rule 14a-8(i)(7) when, although the proposal addressed the significant policy issue of outsourcing, it also asked the company to disclose information about how it manages its workforce, an ordinary business matter). In this instance, as described above, the Proposal focuses on a broad array of matters related to Johnson & Johnson's ordinary business operations. Therefore, even if the Proposal could be viewed as touching upon a significant policy issue, its focus is on ordinary business matters. For that reason, the Proposal may be excluded under Rule 14a-8(i)(7).

Accordingly, consistent with the precedent described above, the Proposal may be excluded from Johnson & Johnson's 2021 proxy materials pursuant to Rule 14a-8(i)(7) as relating to Johnson & Johnson's ordinary business operations.

VI. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(3) Because It Is Impermissibly Vague and Indefinite so as to be Materially False and Misleading in Violation of Rule 14a-9.

Under Rule 14a-8(i)(3), a shareholder proposal may be excluded from a company's proxy materials if the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in a company's proxy materials. *See* Staff Legal Bulletin No. 14B (Sept. 15, 2004) ("SLB 14B"). The Staff has recognized that exclusion is permitted pursuant to Rule 14a-8(i)(3) if "the resolution contained in the proposal is so inherently vague or indefinite that neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." *See* SLB 14B; *see also* *Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) ("[I]t appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the board of directors or the stockholders at large to comprehend precisely what the proposal would entail."); *Fuqua Industries, Inc.* (Mar. 12, 1991) (permitting exclusion under Rule 14a-8(i)(3) of a proposal where the company and its shareholders might interpret the proposal differently, such that "any action ultimately taken by the [c]ompany upon implementation [of the proposal] could be significantly different from the actions envisioned by shareholders voting on the proposal").

In accordance with SLB 14B, the Staff has consistently permitted exclusion of shareholder proposals under Rule 14a-8(i)(3) as impermissibly vague and indefinite where the proposal contained an essential term or phrase that, in applying the particular proposal to the company, was unclear, such that neither the company nor shareholders would be able to determine with any reasonable certainty what actions or measures the proposal requires. *See, e.g., Cisco Systems, Inc.* (Oct. 7, 2016) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the board "not take any action whose primary purpose is to prevent the effectiveness of shareholder vote without a compelling justification for such action," where it was unclear what board actions would "prevent the effectiveness of [a] shareholder vote" and how the essential terms "primary purpose" and "compelling justification" would apply to board actions); *Pfizer Inc.* (Dec. 22, 2014, *recon. denied* Mar. 10, 2015) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the board adopt a policy that "the Chair of the Board of Directors shall be an independent director who is not a current or former employee of the company, and whose only nontrivial professional, familial or financial connection to the company or its CEO is the directorship," where it was unclear

whether the proposal intended to restrict or not restrict stock ownership of directors and any action taken by the company to implement the proposal, such as prohibiting directors from owning nontrivial amounts of company stock, could be significantly different from the actions envisioned by shareholders); *AT&T Inc.* (Feb. 21, 2014) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the board review the company's policies and procedures relating to "directors' moral, ethical and legal fiduciary duties and opportunities" to ensure the protection of privacy rights, where it was unclear how the essential term "moral, ethical and legal fiduciary" applied to the directors' duties and opportunities); *General Dynamics Corp.* (Jan. 10, 2013) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting a policy that, in the event of a change of control, there would be no acceleration in the vesting of future equity pay to senior executives, "provided that any unvested award may vest on a pro rata basis," where it was unclear how the essential term "pro rata" applied to the company's unvested awards); *The Boeing Co.* (Jan. 28, 2011, *recon. granted* Mar. 2, 2011) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that senior executives relinquish preexisting "executive pay rights," where it was unclear how to apply the essential term "executive pay rights").

In this instance, the Proposal is impermissibly vague and indefinite. It requests that Johnson & Johnson "conduct and publish a third-party audit . . . to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of [Johnson & Johnson's] policies, practices, products and services; and to provide recommendations for improving [Johnson & Johnson's] racial impact." Two essential phrases in this request—"policies, practices, products, and services" and "beyond legal and regulatory matters"—are vague and indefinite, such that neither Johnson & Johnson nor shareholders would be able to determine with any reasonable certainty what actions or measures the proposal requires. The undefined and expansive scope of the phrase "policies, practices, products, and services," for instance, is so inherently vague and indefinite such that it calls into question the entire scope of the report requested by the Proposal. In this respect, the Proposal's requested report could conceivably include any and all aspects of Johnson & Johnson's business operations or any select aspects, thus failing to provide any reasonable certainty regarding the scope of the report. Similarly, the phrase "beyond legal and regulatory matters" renders unknowable the intended scope of the report, as the Proposal does not delineate which aspects of policies, practices, products and services would be considered "beyond legal or regulatory" and thus could conceivably cover an unlimited number of aspects of Johnson & Johnson's business operations—whether or not subject to law or regulation. Given these ambiguities, the resolution contained in the Proposal is so inherently vague and indefinite that neither shareholders voting on the Proposal, nor the company implementing the Proposal (if adopted), would be able to determine with any reasonable certainty what actions or measures the Proposal requires.

Accordingly, consistent with the precedent described above, the Proposal may be excluded from Johnson & Johnson's 2021 proxy materials pursuant to Rule 14a-8(i)(3) on the basis that the Proposal is impermissibly vague and indefinite, in violation of Rule 14a-9.

VII. Conclusion

Based upon the foregoing analysis, Johnson & Johnson respectfully requests that the Staff concur that it will take no action if Johnson & Johnson excludes the Proposal from its 2021 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Johnson & Johnson's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: Matt Orlando
Worldwide Vice President, Corporate Governance and Corporate Secretary
Johnson & Johnson

Jonas Kron
Trillium Asset Management

Judy Byron, OP
Adrian Dominican Sisters

Molly Betournay
Clean Yield Asset Management

Rose Marie Stallbaumer, OSB
Treasurer
Mount St. Scholastica

Heather Smith
Vice President, Sustainable Investing
Pax World Funds

EXHIBIT A

(see attached)



November 2, 2020

Office of the Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933

Dear Corporate Secretary:

Trillium Asset Management LLC ("Trillium") is an investment firm based in Boston specializing in socially responsible asset management. We currently manage approximately \$3.2 billion for institutional and individual clients.

As requested and authorized by the Christopher and Anne Ellinger, Trillium Asset Management, as their investment advisor, hereby submits the enclosed shareholder proposal with Johnson & Johnson for inclusion in the 2021 proxy statement and in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Christopher and Anne Ellinger hold more than \$2,000 of the company's common stock, acquired more than one year prior to today's date and held continuously for that time. As evidenced in the attached letter, Christopher and Anne Ellinger will remain invested in this position continuously through the date of the 2021 annual meeting. We will forward verification on Christopher and Anne Ellinger's behalf of the position separately. Christopher and Anne Ellinger will send a representative to the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

Please direct any communications to me at (617) 532-6681, or via email at jkron@trilliuminvest.com.

We would appreciate receiving a confirmation of receipt of this letter via email.

Sincerely,

A handwritten signature in black ink that reads "Susan Baker" with a horizontal line extending to the right.

Susan Baker
Director of Shareholder Advocacy
Trillium Asset Management, LLC

Enclosures

Active Portfolios, Global Impact: Putting Assets into Action since 1982

Civil Rights Audit

Whereas

The Black Lives Matter protests of 2020 brought the significant policy issue of systemic racism to the forefront of a widespread public discussion and reckoning in America.

It is clear that business as usual in the healthcare sector can result in disparate outcomes for Black Americans. For example, a recent Eli Lilly op-ed notes "Minorities make up nearly 40 percent of the U.S. population but less than 20 percent of participants in the key clinical trials.... [t]his low participation is itself a health disparity."¹ Further, the mortality rate for black women diagnosed with breast cancer is 42 percent higher than the comparable rate for white women.²

In June 2020, JNJ made commitments to address underrepresentation in clinical trials, to strengthen existing community medical systems, and to discontinue skin lightening products. While these commitments are positive steps taken during a time of acute reflection on racism in America, we believe a third-party civil rights audit would demonstrate an even deeper commitment, provide rigorous independent insights, and may reveal additional ways in which JNJ can have even more impact on systemic racism.

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's "possibly carcinogenic" label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to "walk its talk on racial equity and valuing Black lives" by ending global sales of talcum-based baby powder.⁴

Companies such as Facebook, Airbnb, and Starbucks, when seeking to understand and address their role in contributing to systemic racism, have commissioned third-party audits. For example, in 2019 Starbucks retained former United States Attorney General Eric Holder to evaluate Starbucks' policies and practices. The report noted strengths and offered recommendations "to promote civil rights, equity, diversity, and inclusion — both within the Company and the communities it serves."⁵

The audits commissioned by these companies provide a potential template for our company's own civil rights audit.

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

¹ <https://www.politico.com/news/agenda/2020/07/20/drug-companies-coronavirus-racial-disparities-372277>

² DeSantis CE, Siegel RL, Sauer AG, et al, "Progress and opportunities in reducing racial disparities: Cancer Statistics for African Americans, 2016", CA Cancer J Clin. 2016; 66:290-308

³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

⁵ <https://stories.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>

Susan Baker
Director of Shareholder Advocacy
Trillium Asset Management, LLC
Two Financial Center
60 South Street, Suite 1100
Boston, MA 02111

EMAIL: SBaker@trilliuminvest.com

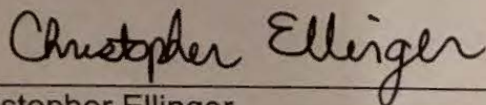
Dear Ms. Baker:

We hereby request Trillium Asset Management, LLC to file a shareholder proposal on our behalf at Johnson & Johnson on the subject of a civil rights audit.

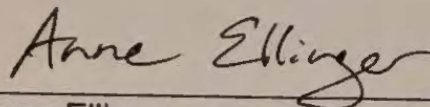
We are the beneficial owners of more than \$2,000 of Johnson & Johnson common stock that we have continuously held for more than one year. We intend to hold the aforementioned shares of stock continuously through the date of the company's annual meeting in 2021.

We specifically give Trillium Asset Management, LLC authority to deal on our behalf with any and all aspects of this specific shareholder proposal. This authorization will terminate upon the conclusion of the company's 2021 annual meeting. We intend all communications from the company and its representatives to be directed to Trillium Asset Management, LLC. We understand that our names may appear on the corporation's proxy statement as the filers of the aforementioned shareholder proposal.

Sincerely,



Christopher Ellinger



Anne Ellinger.

10/26/20
DATE



MATTHEW ORLANDO
WORLDWIDE VICE PRESIDENT
CORPORATE GOVERNANCE
CORPORATE SECRETARY

ONE JOHNSON & JOHNSON PLAZA
NEW BRUNSWICK, NJ 08933-0026
(732) 524-3292
FAX: (732) 524-2185
MORLAND3@ITS.JNJ.COM

November 4, 2020

VIA EMAIL

Susan Baker
Director of Shareholder Advocacy
Trillium Asset Management, LLC
jkron@trilliuminvest.com

Dear Ms. Baker:

This letter acknowledges receipt by Johnson & Johnson, on November 2, 2020, of the shareholder proposal submitted by Trillium Asset Management on behalf of Christopher and Anne Ellinger (collectively, the “Proponent”) pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Rule”), for consideration at the Company’s 2021 Annual Meeting of Shareholders (the “Proposal”).

Paragraph (b) of the Rule 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 preceding and including the date the shareholder proposal was submitted, which was November 2, 2020. The Company’s stock records do not indicate that the Proponent is a record owner of Company shares, and to date, we have not received sufficient proof that the Proponent has satisfied the Rule’s ownership requirements.

Accordingly, please furnish to us, within 14 days of your receipt of this letter, a written statement from the “record” holder of the Proponent’s shares (usually a broker or a bank) and a participant in the Depository Trust Company (“DTC”) verifying that the Proponent beneficially owned the requisite number of Company shares continuously for at least the one-year period preceding, and including, November 2, 2020, the date the Proposal was submitted. The Proponent can confirm whether a particular broker or bank is a DTC participant by asking the broker or bank or by checking DTC’s participant list, which is currently available on the Internet at: <http://www.dtcc.com/client-center/dtc-directories>.

If the Proponent’s broker or bank is not on the DTC participant list, the Proponent will need to obtain a written statement from the DTC participant through which the Proponent’s shares are held verifying that the Proponent beneficially owned the requisite

number of Company shares continuously for at least the one-year period preceding, and including, November 2, 2020, the date the Proposal was submitted. The Proponent should be able to find who this DTC participant is by asking the Proponent's broker or bank. If the broker is an introducing broker, the Proponent 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 knows the Proponent's broker or bank's holdings, but does not know the Proponent's holdings, the Proponent can satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for at least the one-year period preceding and including November 2, 2020, the required amount of securities was continuously held – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the Proponent's 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 Johnson & Johnson, One Johnson & Johnson Plaza, New Brunswick, NJ 08933, Attention: Corporate Secretary. For your convenience, a copy of the Rule is enclosed.

Once we receive any response, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Company's 2021 Annual Meeting of Shareholders. We reserve the right to seek relief from the Securities and Exchange Commission as appropriate.

In the interim, you should feel free to contact either my colleague, Renee Brutus, Assistant Corporate Secretary, at (732) 524-1531 or me at (732) 524-2472 if you wish to discuss the Proposal or have any questions or concerns that we can help to address.

Very truly yours,


Matthew Orlando

cc: Renee Brutus



November 12, 2020

Matthew Orlando
Worldwide Vice President Corporate Governance
Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Dear Mr. Orlando:

In response to your letter dated November 4, 2020, as stated in Trillium's filing letter dated November 2, 2020, and in accordance with the SEC Rules, please find the attached custodial letter from Charles Schwab Advisor Services documenting that Christopher and Anne Ellinger hold sufficient company shares to file a proposal under rule 14a-8. Also please note in the attached authorization letter that Christopher and Anne Ellinger, the beneficial holders of the shares, intends to hold the shares through the date of the company's 2021 Annual Meeting.

Rule 14a-8(f) requires notice of specific deficiencies in our proof of eligibility to submit a proposal. Therefore we request that you notify us if you see any deficiencies in the enclosed documentation.

Please direct any communications to me at (617) 532-6681, Trillium Asset Management, LLC, Two Financial Center, 60 South Street, Suite 1100, Boston, MA 02111; or via e-mail at sbaker@trilliuminvest.com.

Sincerely,

A handwritten signature in black ink that reads 'Susan Baker' with a horizontal line extending to the right.

Susan Baker
Director of Shareholder Advocacy
Trillium Asset Management, LLC



November 9, 2020

Re: CHRISTOPHER ELLINGER & ANNE ELLINGER TOD /Acct xxx***

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account at least 70 shares of JNJ common stock. These 70 shares have been held in this account continuously for at least one year prior to November 2, 2020.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab and Company.

This letter serves as confirmation that the shares are held by Charles Schwab & Co, Inc.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Jerry", with a long horizontal flourish extending to the right.

Keith Jerry

EXHIBIT B

(see attached)



ADRIAN DOMINICAN SISTERS
1257 East Siena Heights Drive
Adrian, Michigan 49221-1793
517-266-3400 Phone

Portfolio Advisory Board

November 6, 2020

Johnson & Johnson, Inc.
Matt Orlando, Assistant General Counsel & Corporate Secretary
1 Johnson & Johnson Plaza
New Brunswick, NJ 08933-0002

Dear Mr. Orlando,

The Adrian Dominican Sisters appreciate that in June, Johnson & Johnson made commitments to address systemic racism, such as strengthening community health systems and changing clinical trial practices. In addition to these positive actions, we request that the Company conduct and publish a civil rights audit, which has the potential to expose additional ways in which Johnson & Johnson can have even more impact on systemic racism.

Therefore, the Adrian Dominican Sisters are co-filing the enclosed resolution with Trillium Asset Management for inclusion in the 2021 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 November 6, 2020 the Adrian Dominican Sisters held, and have held continuously for at least one year, 25 shares of Johnson & Johnson Corporation common stock. A letter verifying ownership in the Company is enclosed. We will continue to hold the required number of shares in Johnson & Johnson Corporation through the annual meeting in 2021.

For matters relating to this resolution, please contact our authorized representative, Jonas D. Kron jkron@trilliuminvest.com/ Please copy Judy Byron, OP on all communications: jbyron@ipjc.org

Sincerely,

Frances Nadolny, OP
Administrator
Adrian Dominican Sisters

Encl: Shareholder Resolution
Verification of Ownership

Civil Rights Audit

Whereas

The Black Lives Matter protests of 2020 brought the significant policy issue of systemic racism to the forefront of a widespread public discussion and reckoning in America.

It is clear that business as usual in the healthcare sector can result in disparate outcomes for Black Americans. For example, a recent Eli Lilly op-ed notes "Minorities make up nearly 40 percent of the U.S. population but less than 20 percent of participants in the key clinical trials... [t]his low participation is itself a health disparity."¹ Further, the mortality rate for black women diagnosed with breast cancer is 42 percent higher than the comparable rate for white women.²

In June 2020, JNJ made commitments to address underrepresentation in clinical trials, to strengthen existing community medical systems, and to discontinue skin lightening products. While these commitments are positive steps taken during a time of acute reflection on racism in America, we believe a third-party civil rights audit would demonstrate an even deeper commitment, provide rigorous independent insights, and may reveal additional ways in which JNJ can have even more impact on systemic racism.

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's "possibly carcinogenic" label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to "walk its talk on racial equity and valuing Black lives" by ending global sales of talcum-based baby powder.⁴

Companies such as Facebook, Airbnb, and Starbucks, when seeking to understand and address their role in contributing to systemic racism, have commissioned third-party audits. For example, in 2019 Starbucks retained former United States Attorney General Eric Holder to evaluate Starbucks' policies and practices. The report noted strengths and offered recommendations "to promote civil rights, equity, diversity, and inclusion — both within the Company and the communities it serves."⁵

The audits commissioned by these companies provide a potential template for our company's own civil rights audit.

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

¹ <https://www.politico.com/news/agenda/2020/07/20/drug-companies-coronavirus-racial-disparities-372277>

² DeSantis CE, Siegel RL, Sauer AG, et al, "Progress and opportunities in reducing racial disparities: Cancer Statistics for African Americans, 2016", CA Cancer J Clin. 2016; 66:290-308

³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

⁵ <https://stories.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>

November 6, 2020

Matt Orlando, Assistant General
Counsel & Corporate Secretary
Johnson & Johnson Corporation
1 Johnson and Johnson PLZ
New Brunswick, NJ 08933-0002

RE: Adrian Dominican Sisters Account at Comerica

Dear Matt Orlando,

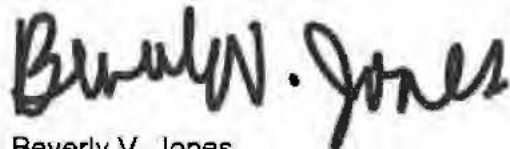
Regarding the request for verification of holdings, the above referenced account currently holds 25.00 units of Johnson & Johnson common stock.

The attached tax lot detail indicates the date the stock was acquired.

Also, please note that Comerica, Inc is a DTC participant.

Please do not hesitate to contact me with any questions.

Sincerely,



Beverly V. Jones
Senior Trust Analyst
Comerica Bank
411 W. Lafayette Boulevard
MC 3462
Detroit, Michigan 48226
P: 313.222.9874
Bvjones@comerica.com



COMERICA BANK
Tax Lot Detail

Run on 11/6/2020 9:37:53 AM

Account: ***
ADRIAN DOMINICAN SISTERS SHAREHOLDER ACTIVITY

As of 11/06/202
Combined Portfolio
Settlement Date Bas
Administrator: MATTHEW WASHMUND @313-222-709
Investment Officer: DIRECTED BY CUSTOMER
Investment Authority: Non
Investment Objective:
Lot Select Method: LIF

Cusip	Security Name	Ticker	Price	% Market	Market Value	
478160104	JOHNSON & JOHNSON	JNJ	139.760		3,494.00	
Tax Lot	Acquisition Date	Portfolio	Units	Tax Cost	Market Value	Unrealized Gain/Loss
1	11/03/2003	PRINCIPAL	25.000000	1,248.75	3,494.00	2,245.25
* TOTAL *			25.000000	1,248.75	3,494.00	2,245.25
Unit Status			Number of Units	Tax Cost	Market Value	
Settled			25.000000	1,248.75	3,494.00	
Registration					Number of Unit	
DTC - C/C					25.000000	



By email: Morland3@ITS.JNJ.COM

November 10, 2020

Matthew Orlando
Worldwide Vice President, Corporate Governance, Corporate Secretary
Office of the Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Dear Mr. Orlando:

Clean Yield Asset Management ("Clean Yield") is an investment firm based in Norwich, VT specializing in socially responsible asset management.

I am hereby authorized to notify you of our intention to co-file the enclosed shareholder resolution with Johnson & Johnson (JNJ) on behalf of our client, Dorigen Hofmann. The resolution requests that the company conduct and publish a third-party audit to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

Clean Yield submits this shareholder proposal for inclusion in the 2021 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8). Per Rule 14a-8, Dorigen Hofmann holds more than \$2,000 of JNJ common stock, acquired more than one year prior to today's date and held continuously for that time. Our client will remain invested in this position continuously through the date of the 2021 annual meeting. Enclosed is verification from our client's custodian, Charles Schwab, of the position, and a letter from Dorigen Hofmann authorizing Clean Yield to undertake this filing on her behalf.

Clean Yield Asset Management is a co-filer of this resolution. We are co-filing in coordination with Trillium Asset Management (contact: Susan Baker, SBaker@trilliuminvest.com). As a co-filer, I authorize Trillium Asset Management to negotiate on our behalf, including withdrawal or amendment of the proposal.

Please direct any written communications to me at the address below or to molly@cleanyield.com. Please also confirm receipt of this letter via email.

Yours very truly,

A handwritten signature in black ink, appearing to read "Molly Betournay".

Molly Betournay

CC: Susan Baker, Trillium Asset Management
Enclosures: Shareholder resolution, verification of ownership, and client authorization

Civil Rights Audit

Whereas

The Black Lives Matter protests of 2020 brought the significant policy issue of systemic racism to the forefront of a widespread public discussion and reckoning in America.

It is clear that business as usual in the healthcare sector can result in disparate outcomes for Black Americans. For example, a recent Eli Lilly op-ed notes "Minorities make up nearly 40 percent of the U.S. population but less than 20 percent of participants in the key clinical trials.... [t]his low participation is itself a health disparity."¹ Further, the mortality rate for black women diagnosed with breast cancer is 42 percent higher than the comparable rate for white women.²

In June 2020, JNJ made commitments to address underrepresentation in clinical trials, to strengthen existing community medical systems, and to discontinue skin lightening products. While these commitments are positive steps taken during a time of acute reflection on racism in America, we believe a third-party civil rights audit would demonstrate an even deeper commitment, provide rigorous independent insights, and may reveal additional ways in which JNJ can have even more impact on systemic racism.

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's "possibly carcinogenic" label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to "walk its talk on racial equity and valuing Black lives" by ending global sales of talcum-based baby powder.⁴

Companies such as Facebook, Airbnb, and Starbucks, when seeking to understand and address their role in contributing to systemic racism, have commissioned third-party audits. For example, in 2019 Starbucks retained former United States Attorney General Eric Holder to evaluate Starbucks' policies and practices. The report noted strengths and offered recommendations "to promote civil rights, equity, diversity, and inclusion — both within the Company and the communities it serves."⁵

The audits commissioned by these companies provide a potential template for our company's own civil rights audit.

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

¹ <https://www.politico.com/news/agenda/2020/07/20/drug-companies-coronavirus-racial-disparities-372277>

² DeSantis CE, Siegel RL, Sauer AG, et al, "Progress and opportunities in reducing racial disparities: Cancer Statistics for African Americans, 2016", CA Cancer J Clin. 2016; 66:290-308

³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

⁵ <https://stories.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>

November 10, 2020

Ms. Molly Betournay
Director of Research & Advocacy
Clean Yield Asset Management
16 Beaver Meadow Road
P.O. Box 874
Norwich, VT 05055

Dear Ms. Betournay:

I hereby authorize Clean Yield Asset Management to file a shareholder resolution with my stock requesting a civil rights audit at the Johnson & Johnson 2021 annual meeting. Specifically, the proposal requests that the company conduct and publish a third-party audit to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

I am the beneficial owner of more than \$2,000 worth of common stock in Johnson & Johnson (JNJ) and have held this position continuously for more than a year. I will retain this position through the date of the company's annual meeting in 2021.

I specifically give Clean Yield Asset Management full authority to deal with any and all aspects of the aforementioned shareholder resolution. I understand that I may be identified on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

A handwritten signature in black ink, appearing to read 'Dorigen Hofmann', with a long horizontal flourish extending to the right.

Dorigen Hofmann



November 10, 2020

Dorigen Hofmann

Account #: ****_***

Reference #: AM-9270687

Questions: Please call Schwab
Alliance at 1-800-515-2157.

Proof of Ownership Letter

Dear Dorigen Hofmann,

This letter is to confirm that Charles Schwab & Co. holds as custodian for the above account 100 shares of Johnson & Johnson. These shares have been held in the account continuously for at least one year prior to November 10th, 2020. These shares are held at Depository Trust Company under the nominee name of Charles Schwab and Company. This letter serves as confirmation that the shares are held by Charles Schwab & Co., Inc.

Sincerely,

Sandra McMurray

Sandra McMurray
CORE SERVICE WEST DENVER
1958 Summit Park Dr
Orlando, FL 32810

AM-9270687

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

Schwab Advisor Services™ serves independent investment advisors, and includes the custody, trading, and support services of Schwab.



November 10, 2020

Michael Ullmann
Executive Vice President, General Counsel
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, New Jersey 08933

Mount St. Scholastica

BENEDICTINE SISTERS

Email: mullman@corus.jnj.com

Dear Mr. Ullmann:

I am writing you on behalf of Benedictine Sisters of Mount St. Scholastica to co-file the stockholder resolution on Civil Rights Audit. In brief, the proposal states: **RESOLVED**, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

I am hereby authorized to notify you of our intention to co-file this shareholder proposal with Trillium Asset Management Corporation. I submit it for inclusion in the 2021 proxy statement for consideration and action by the shareholders at the 2021 annual meeting in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. We are the beneficial owner, as defined in Rule 13d-3 of the Securities Exchange Act of 1934, of 24 shares of Johnson & Johnson or \$2,000 worth of the shares.

We have been a continuous shareholder for one year of \$2,000 in market value of Johnson & Johnson stock and will continue to hold at least \$2,000 of Johnson & Johnson stock through the next annual meeting. Verification of our ownership position will be sent by our custodian. A representative of the filers will attend the stockholders' 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. We consider Trillium Asset Management Corporation the lead filer of this resolution. As such, Trillium Asset Management Corporation, serving as the primary filer, is authorized to act on our behalf in all aspects of the resolution, including negotiation and deputize them to withdraw the resolution on our behalf if an agreement is reached. Please note that the contact person for this resolution/proposal will be Susan Baker, of Trillium Asset Management Corporation who may be reached by phone 617-532-6681 or by email: SBaker@trilliuminvest.com.

As a co-filer, however, we respectfully request direct communication from the company and to be listed in the proxy.

Sincerely,

Rose Marie Stallbaumer, OSB, Treasurer

2021 Johnson & Johnson Civil Rights Audit

Whereas

The Black Lives Matter protests of 2020 brought the significant policy issue of systemic racism to the forefront of a widespread public discussion and reckoning in America.

It is clear that business as usual in the healthcare sector can result in disparate outcomes for Black Americans. For example, a recent Eli Lilly op-ed notes "Minorities make up nearly 40 percent of the U.S. population but less than 20 percent of participants in the key clinical trials.... [t]his low participation is itself a health disparity."¹ Further, the mortality rate for black women diagnosed with breast cancer is 42 percent higher than the comparable rate for white women.²

In June 2020, JNJ made commitments to address underrepresentation in clinical trials, to strengthen existing community medical systems, and to discontinue skin lightening products. While these commitments are positive steps taken during a time of acute reflection on racism in America, we believe a third-party civil rights audit would demonstrate an even deeper commitment, provide rigorous independent insights, and may reveal additional ways in which JNJ can have even more impact on systemic racism.

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's "possibly carcinogenic" label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to "walk its talk on racial equity and valuing Black lives" by ending global sales of talcum-based baby powder.⁴

Companies such as Facebook, Airbnb, and Starbucks, when seeking to understand and address their role in contributing to systemic racism, have commissioned third-party audits. For example, in 2019 Starbucks retained former United States Attorney General Eric Holder to evaluate Starbucks' policies and practices. The report noted strengths and offered recommendations "to promote civil rights, equity, diversity, and inclusion — both within the Company and the communities it serves."⁵

The audits commissioned by these companies provide a potential template for our company's own civil rights audit.

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

¹ <https://www.politico.com/news/agenda/2020/07/20/drug-companies-coronavirus-racial-disparities-372277>

² DeSantis CE, Siegel RL, Sauer AG, et al, "Progress and opportunities in reducing racial disparities: Cancer Statistics for African Americans, 2016", CA Cancer J Clin. 2016; 66:290-3083

³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

⁵ <https://stories.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>

Casey Truman
Registered Wealth Management Client Associate
Merrill
2959 N. Rock Rd. Ste. 200
Wichita, KS 67226
316.631.3522



November 10, 2020

Michael H. Ullmann
Vice President, General Counsel
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Email: mullman@corus.jnj.com

RE: Co-filling of shareholders resolution: Civil Rights Audit

FAO: Mt St Scholastica, TIN# 48-0548363

Dear Mr. Ullmann,

As of November 10, 2020, Mount St. Scholastica, Inc. held, and has held continuously for at least one year, 24 shares of Johnson & Johnson, Inc. common stock. These shares have been held with Merrill Lynch, DTC# 8862. If you need further information please contact us at 316-631-3522.

Sincerely,

Casey Truman
Registered Wealth Management Client Associate

Cc: Benedictine Sisters of Mount St. Scholastica, Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated (also referred to as "MLPF&S" or "Merrill") makes available certain investment products sponsored, managed, distributed or provided by companies that are affiliates of Bank of America Corporation ("BofA Corp."). MLPF&S is a registered broker-dealer, Member SIPC and a wholly owned subsidiary of BofA Corp.

Investment products:

Are Not FDIC Insured	Are Not Bank Guaranteed	May Lose Value
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November 10, 2020

Mr. Matthew Orlando
Worldwide Vice President, Corporate Governance
Corporate Secretary
Johnson & Johnson
One Johnson & Johnson Plaza
New Brunswick, NJ 08933

Dear Mr. Orlando:

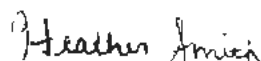
On behalf of Pax World Funds (“Pax”), I write to give notice that, pursuant to the 2020 proxy statement of Johnson & Johnson (the “Company”), Pax intends to present the attached proposal (the “Proposal”), regarding a civil rights audit, at the 2021 Annual Meeting of shareholders (the “Annual Meeting”). Pax requests that the Company include the Proposal in the Company’s proxy statement for the Annual Meeting. Pax has owned the requisite number of the Company’s shares for at least one year, continuously, and intends to hold these shares through the date on which the Annual Meeting is held.

This Proposal is being co-filed with Trillium Asset Management (“Trillium”), which serves as the lead proponent (“Lead Filer”). Pax designates Trillium as the Lead Filer to act on Pax’s behalf for all purposes in connection with this Proposal. The Lead Filer is specifically authorized to engage in discussions with the Company concerning the Proposal and to agree on modifications or a withdrawal of the Proposal on Pax’s behalf. In addition, Pax authorizes Johnson & Johnson and the U.S. Securities and Exchange Commission to communicate with the above named Lead Filer, as representative of the filer group, in connection with any no-action letter or other related correspondence to this submission.

Pax requests that, when practical, the Company include Pax in its communications with the Lead Filer regarding this matter.

We have attached a letter confirming our proof of ownership. Please direct any communication to Heather Smith by email at h.smith@impaxam.com or by phone at (603) 501-7351 if you have any questions regarding this matter.

Sincerely,



Heather Smith
Vice President, Sustainable Investing
Pax World Funds

Cc: Susan Baker, Director of Shareholder Advocacy, Trillium Asset Management

Civil Rights Audit

Whereas

The Black Lives Matter protests of 2020 brought the significant policy issue of systemic racism to the forefront of a widespread public discussion and reckoning in America.

It is clear that business as usual in the healthcare sector can result in disparate outcomes for Black Americans. For example, a recent *Eli Lilly* op-ed notes "Minorities make up nearly 40 percent of the U.S. population but less than 20 percent of participants in the key clinical trials.... [t]his low participation is itself a health disparity."¹ Further, the mortality rate for black women diagnosed with breast cancer is 42 percent higher than the comparable rate for white women.²

In June 2020, JNJ made commitments to address underrepresentation in clinical trials, to strengthen existing community medical systems, and to discontinue skin lightening products. While these commitments are positive steps taken during a time of acute reflection on racism in America, we believe a third-party civil rights audit would demonstrate an even deeper commitment, provide rigorous independent insights, and may reveal additional ways in which JNJ can have even more impact on systemic racism.

We are concerned about the ongoing controversies our company faces related to its decision in May 2020 to discontinue sales of talcum-based powder in North America, but continue sales across the globe. Claims of aggressively marketing these products to Black and Brown women after its talc supplier included the WHO's "possibly carcinogenic" label on shipments are troubling,³ as are the more than 19,000 lawsuits pending related to its use. In August, more than 200 health and environmental justice organizations from 50 countries called on the company to "walk its talk on racial equity and valuing Black lives" by ending global sales of talcum-based baby powder.⁴

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The audits commissioned by these companies provide a potential template for our company's own civil rights audit.

Resolved, shareholders request the company conduct and publish a third-party audit (within a reasonable time, at a reasonable cost, and excluding confidential/proprietary information) to review its corporate policies, practices, products, and services, above and beyond legal and regulatory matters; to assess the racial impact of the company's policies, practices, products and services; and to provide recommendations for improving the company's racial impact.

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³ <https://www.reuters.com/article/us-johnson-johnson-marketing-specialrepo-idUSKCN1RL1JZ>

⁴ <https://www.mycentraljersey.com/story/news/local/middlesex-county/2020/08/31/group-calls-johnson-johnson-discontinue-talcum-baby-powder/5655800002/>

⁵ <https://storics.starbucks.com/uploads/2019/01/Covington-Report-to-Starbucks-Jan-23-2019.pdf>



Global Services

200 Newport Avenue
6th Floor, North
Quincy, MA 02171

Email address
mcomeau@statestreet.com

November 10, 2020

Heather Smith
Vice President, Sustainable Investing
Pax World Funds
30 Penhallow Street, Suite 400
Portsmouth, NH 03801

RE: Johnson & Johnson (478160104)

Dear Ms. Smith,

State Street Bank & Trust Co., DTC Participant Code 0997, acts as custodian for the assets of the Pax World Fund(s) listed below. This letter confirms that the Pax World Fund(s) listed below has/have continuously held shares of Johnson & Johnson with Cusip 478160104 with a market value of at least \$2,000 for a period of one year as of November 10, 2020.

Johnson & Johnson
478160104

Fund/Portfolio Name	PAX ESG BETA QUALITY FUND
Shares Held as of November 10, 2020	36360.000
State Street A/C #	***

Fund/Portfolio Name	PAX ELLEVATE GLOBAL WOMEN'S LEADERSHIP FUND
Shares Held as of November 10, 2020	69753.000
State Street A/C #	***

Fund/Portfolio Name	PAX ESG BETA DIVIDEND FUND
Shares Held as of November 10, 2020	23529.000
State Street A/C #	***

Sincerely,



Mitchell Comeau
Assistant Vice President

EXHIBIT C

(see attached)

Johnson & Johnson

You Belong: Diversity, Equity & Inclusion Impact Review



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An increased commitment to racial and social justice

You belong

These two words offer a promise to our employees that their unique perspectives, backgrounds and ideas are embraced in our culture of innovation as we strive to build a workforce that reflects the communities we serve. It's also a pledge to our patients, consumers and customers that their experiences, values and lifestyle will be reflected in everything we do at Johnson & Johnson.

This second annual *You Belong: Diversity, Equity & Inclusion Impact Review* reflects on our journey to making Diversity, Equity & Inclusion (DEI) an integral part of how we work every day, and shares stories that demonstrate how DEI can be a driver for success. At Johnson & Johnson, the way we embrace cultures, backgrounds and many ways of thinking has helped us spark transformative healthcare solutions for 134 years and continues to carry us forward through challenging times.

We continue to ask ourselves what it means to prioritize DEI in every decision we make. We're leveraging our strategy, policies, programs and global culture to provide our colleagues with the support and opportunities they need to deliver on our commitment to create a healthier, more equitable world.

About this Impact Review

The content in this Diversity, Equity & Inclusion Impact Review covers the calendar year 2019, with additional stories from 2020. This Impact Review reflects stories from across our Company and complements the **Johnson & Johnson Health for Humanity Report**. Employee data referenced in this Impact Review is taken from data reported in the Health for Humanity Report that was externally assured. Other information has been subject to various forms of internal verification and aims to be a true and honest representation of our DEI activities. However, this Impact Review is not intended to form part of our formal corporate disclosures, but rather an illuminating set of stories, insights and perspectives on a topic that is so important to us all.

Financial performance information of Johnson & Johnson, and its subsidiaries, as well as its “Cautionary Note Regarding Forward-Looking Statements,” can be found in Johnson & Johnson Annual Reports, available at [jnj.com/about-jnj/annual-reports](https://www.jnj.com/about-jnj/annual-reports).

We welcome queries and feedback – please contact us at DiversityandInclusion@its.jnj.com.

A message from our Chairman and CEO

Real change requires sustained commitment and vision – two things that have never been in short supply at Johnson & Johnson. For 134 years, a convergence of different cultures, backgrounds, and ways of thinking has enabled Johnson & Johnson to deliver transformative healthcare solutions that drive successful business outcomes. The challenges we face as a global society demand that we prioritize diversity and inclusion in every decision we make.

The world has changed dramatically since we launched our inaugural Diversity & Inclusion Impact Review. This year, we have been confronted with two enormous threats to human health: the COVID-19 pandemic, and the undeniable reality of systemic racism. Now is the time to mobilize as a Company and as individuals to promote racial and social justice in the United States and around the

world, even more intensively and persistently than we have done so far. We build on our longstanding mission to create a healthier world, as well as a more inclusive and equitable one, and our commitment to DEI is a clear expression of that. We are well placed to work across boundaries and borders to drive change for good. And while disruption and upheaval are challenging, it also creates opportunities to think and act differently. In this new world, that's exactly what we are doing.

We have long worked to address health inequities and COVID-19 makes this work all the more urgent, especially in communities of color. We are supporting underserved communities through new programs aimed at gaining stronger data and insights, driving education and awareness and increasing access to testing and health services.



“True innovation happens when people with different perspectives and unique lived experiences come together to try to solve problems. That’s why diversity and inclusion isn’t just good for society, it’s good for business—and essential to creating a healthier, more equitable world for everyone.”

Watch the 2020 D&I Impact Review Video →

We are increasing the enrollment of underrepresented populations in clinical trials through outreach, partnership and education across the United States. We continue to work with thought leaders and partners in the areas of policy, economics, community, healthcare, education and training. Building on our work with the Business Roundtable (BRT), earlier this year we established a dedicated DEI Working Group with the top DEI leaders from BRT member companies.

Recently, we made a further, bold commitment to amplify our role in addressing racial and social inequities across the United States. Our new Race to Health Equity platform frames a new set of actions that we at Johnson & Johnson commit to undertaking to change the landscape of social justice for the better.

Our purpose-driven work across the entire spectrum of healthcare continues to change the lives of billions around the world, and this is possible because our 137,000 employees bring their best, most authentic selves to work every day.

I hope you will be encouraged – and inspired – by our progress and the stories in this year’s Impact Review. I am confident we will continue this momentum.



Alex Gorsky

Chairman and Chief Executive Officer

A message from our Chief Diversity, Equity & Inclusion Officer



At Johnson & Johnson, we have an opportunity to create healthier communities in a more equitable world for the millions of lives we touch every day.

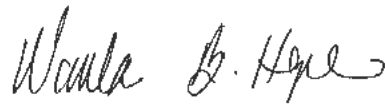
In our second You Belong: Diversity, Equity and Inclusion Impact Review, we reflect on the progress we have made to advance our core DEI strategic pillars: enhancing our culture of inclusion, building a diverse workforce that reflects the communities we serve, and driving business innovation and growth. Our global DEI strategy is guided by best practices and insights from thousands of Johnson & Johnson employees around the world who consistently remind us that while diversity changes by location, inclusion is the same everywhere. Everyone wants to feel they belong.

We also look at the challenges and opportunities ahead and acknowledge that we need to do more to drive meaningful change. The events of 2020 have fueled a global awareness of racial and social injustices, and have propelled DEI to the forefront of society's consciousness. The intensity of this social movement compels us to again ask ourselves the questions: Are we doing enough? Is our impact as broad as it can be? How can we do more?

Our longstanding commitment to DEI and the values of Our Credo have prepared us to meet this moment and drive sustainable change. We have created an inclusive environment that empowers our employees to share their unique perspectives and learn from one another.

Together, we are charting a path forward to advance racial and social equity both within Johnson & Johnson and across society. Internally, we hosted conversations for employees to share their stories and to learn from each other. Externally, we are leaning into our longstanding partnerships with community-serving organizations such as Unidos, the National Urban League NGO Instituto Identidades do Brasil (ID_BR), and as a Corporate Leadership Council member of the National Museum of African American History and Culture.

No one company can build a more equitable and just society alone. We need to engage even more deeply in our communities and partner with representative groups at national, regional and local levels so that we can leverage our size and scale to drive systemic change. Together, we can advance diversity, equity and inclusion to change the trajectory of health for all.



Wanda Bryant Hope

Chief Diversity, Equity &
Inclusion Officer



Our journey

 In this section:

A mission grounded in strategy →

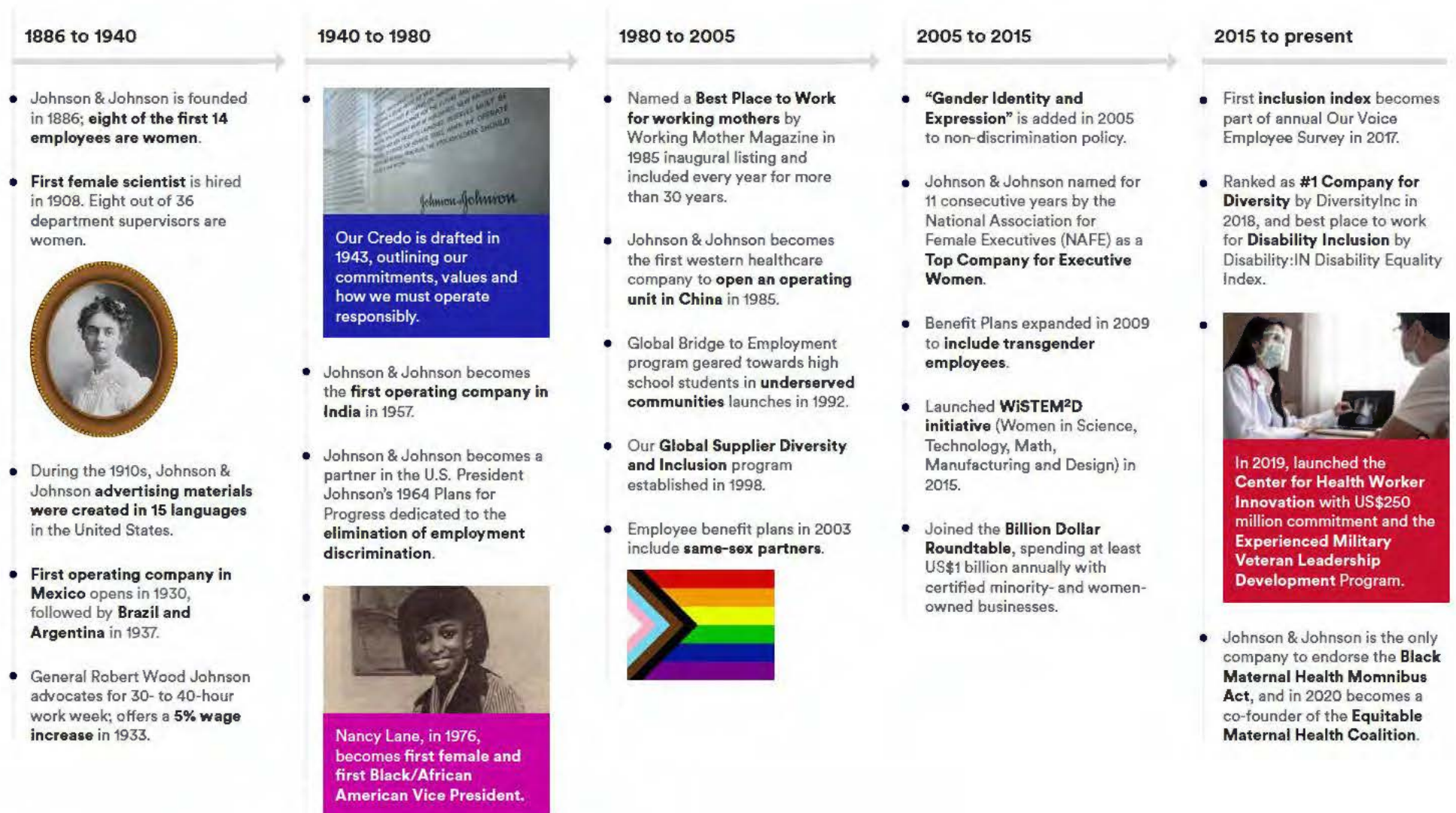
Governance and accountability →

At Johnson & Johnson, Diversity, Equity & Inclusion (DEI) has been a core value since long before it became a popular concept in the corporate world. Today, businesses are acknowledging their responsibility to take action to address the increasing disparities in our society and around the world while connecting with the communities they serve to understand their unique cultures. It is also clear that people aspire to live and work in a more equitable and just society. Embracing DEI as a business strategy, practice and culture can help transform our world and the lives of all people, support sustainable

development, and strengthen value creation for our Company long term.

In 1943, ahead of becoming a publicly traded company, Johnson & Johnson raised the bar on the role of business in society, and outlined our responsibilities to the people we serve in **Our Credo**. Though DEI has long been fundamental to our business model, in 2018, we updated Our Credo to underscore this commitment with this sentence: “We must provide an inclusive work environment where each person must be considered as an individual. We must respect their diversity and dignity and recognize their merit.”

Diversity, Equity & Inclusion milestones



Today, this foundation of respect, acceptance, understanding and valuing our differences is translated into a strategic framework that guides our path forward.



Our DEI vision: Be yourself, change the world



Our DEI mission: Make diversity and inclusion how we work every day



Our DEI strategic pillars:

- Advance our culture of inclusion and belonging
- Build a diverse workforce that reflects our communities
- Drive innovation and business growth

A mission grounded in strategy

Our strategy, based on employee insights and external research, approaches DEI as a business imperative and enables us to meet the changing needs of the communities we serve. We believe that inclusive leadership, supported by a culture in which everyone can bring their authentic selves to work, is the basis for strong business performance and positive contribution to society. When we feel free to be who we are and embrace the uniqueness of our diverse colleagues, we develop a deep sense of belonging and connection to our shared goals. This makes us more fulfilled as individuals, and helps our business reflect the diversity of needs, values and preferences of our patients, consumers, customers and communities. Our culture of belonging, respect and inclusion empowers us to fuel the innovation necessary to better serve the world's healthcare needs and change the trajectory of health for humanity.



NORTH AMERICA

Creating a culture and inclusion framework

At Janssen, Pharmaceutical Companies of Johnson & Johnson, the Immunology Field Sales leadership team partnered with Human Resources and Communications teams to create Janssen's Culture and Inclusion framework. This framework enabled a targeted engagement approach for the field sales workforce to maximize leadership visibility and field connectivity. The result was a roadmap of different engagement touchpoints (dialogues, workshops, experiential learning) aimed at creating open dialogue to emphasize the fact that all voices matter and to deepen the feeling of belonging in the organization.

Our DEI leadership

At Johnson & Johnson, DEI starts at the highest levels of leadership of our organization and is cascaded across the global organization at the direction of our Chief Diversity, Equity & Inclusion Officer. Strategic teams partner internally and externally to drive DEI across a range of dimensions. Additionally, our DEI Councils and Advisory Boards, led by senior leaders who are experts in their regions and sectors, work to drive the DEI strategy deeper into their organizations.

“Diversity & Inclusion at Johnson & Johnson is not just a commitment—it is the reality of how we live and work. The best innovations can only come if our people reflect the world’s full diversity of individuals, opinions and approaches.”

Alex Gorsky, Chairman and Chief Executive Officer, Johnson & Johnson

Governance and accountability

Our Chairman and CEO, together with the members of the Executive Committee, set a consistent direction. Their leadership and engagement with our DEI efforts offer both inspiration and guidance to our people around the world.





Our Leadership Imperatives

These imperatives set a standard for how all our employees and people leaders engage and work across our Enterprise, and underpin our culture of inclusion.

Specifically, the Executive Committee reviews DEI results quarterly, and progress is reported to the Board of Directors at least twice annually. Throughout Johnson & Johnson, senior

leaders have DEI-related goals embedded in their work plans, and achievement of these goals is incorporated in compensation. Additionally, we embed controls and oversight throughout our organization to drive progress.

Focusing on processes: We continue to reinforce our DEI commitment by challenging ourselves to reimagine our talent practices and Human Resources processes, and systems to accelerate representation through attracting, hiring, developing and retaining talent. For example, in 2019, we launched two new teams—one focused on evolving talent systems and one focused on engaging and investing in the military-connected community.

DEI leadership accountability: Our Leadership Imperatives reflect Our Credo values and define elements of expected behaviors for all levels in our organization. In 2019, the imperatives were updated to drive open, honest, inclusive and respectful interactions, and are now incorporated in work objectives and performance evaluation.

Measuring DEI culture:

Johnson & Johnson’s biennial Our Voice Survey is a significant indicator of employee satisfaction and measures important aspects of our culture, including how our employees feel heard, valued and respected, and free to be their authentic selves. The Our Voice Survey includes a specific section on DEI that aims to provide a reflection of our performance in nurturing an inclusive culture. In 2019, 90% of active employees participated in the survey.

Our Voice 2019 Survey showed that:

91%

of employees believe they are treated with respect

81%

confirmed their workgroup has a climate in which diverse perspectives are valued

Employees who feel they belong at work are much more likely to experience remarkable improvements in the following career indicators:

+27% retention

+43% engagement

+58% loyalty

(Difference in likelihood of career indicators between first vs. fourth belonging quartiles)
“The Power of Belonging,” Coqual, 2020

In addition, we are collecting weekly employee sentiment as we navigate the impact of COVID-19, and of racial and social injustice on our employees’ lives.

Building a culture of belonging:

Belonging is central to our strategy and definition of diversity, and driving a sense of belonging continues to be a key priority for us. We have been

focused on exploring our colleagues’ sense of belonging in order to better understand their experiences and what more we can do to enable them to be their authentic selves. Similarly, we aspire to raise awareness and contribute to current thinking on belonging in our communities, and to learn more about what makes belonging so important and relevant in the workplace. In 2020, Johnson & Johnson was proud to be a sponsor of a research initiative by Coqual (formerly the Center for Talent Innovation) on The Power of Belonging: What It Is and Why It Matters in Today’s Workplace. Through that research, we gained insights on how the organization—including senior leaders, managers and colleagues—can foster a culture of high belonging for all employees.

Public reporting on progress: We publish data about our workforce and a range of diversity metrics in our annual **Health for Humanity Report**. Data is available over two years to enable tracking of trends and changes over time.



Policies and programs

Diversity & Inclusion policy →

Code of business conduct →

Equal employment opportunity policy →

Affirmative action programs →

Position on providing a safe and harassment-free workplace →

Position on human rights →

LGBTQ+ benefits and commitment →

Flexible work policies →

Global parental leave →

Military leave →

Volunteer leave →

Disability assistance →

Learn more →



Pathway to belonging

 In this section:

Reinforcing an inclusive culture →

Building a diverse workforce →

Employee Resource Groups →

Fundamental to our ability to advance equity in healthcare and grow the contribution of our business to health and well-being around the world is the engagement of our colleagues across our Company everywhere, at every level. This includes the way we reinforce an inclusive culture throughout the business; provide recruitment, development and advancement opportunities for employees; offer opportunities and platforms that help diverse groups enhance their contribution; and engage with partners in our communities in advocacy and capacity-building programs.

“Diversity, equity and inclusion is at the foundation of our culture at Johnson & Johnson. From our expectations of our leaders to our hiring practices and talent development programs, we are embedding these values into our organization to foster a supportive and connected community for our employees.”

Peter Fasolo, Chief Human Resources Officer,
Johnson & Johnson

Outsmarting human minds

A program at Harvard University, founded by Mahzarin Banaji, devoted to improving decision-making using insights from psychological science to explore the quirks and blind spots of the human mind. The hope of this project is that by knowing the science, we can take steps to outsmart our minds and improve the decisions we make in life and at work. Johnson & Johnson is a funding supporter of this initiative.

[Learn more](#) →

Reinforcing an inclusive culture

Our ability to deliver our DEI vision rests on maintaining an unshakeable, vibrant culture that is cohesive for all employees, so that all employees feel they belong and help others feel they belong as well. While DEI is prominent in our recruitment processes, aiming to welcome new employees who

appreciate and support our DEI approach, we do not leave culture to chance. With the presence of so many nationalities, backgrounds, abilities and personalities among our global team of more than 137,000 individuals, we proactively work to embed a culture that drives respect and tolerance, and is free of bias.

Encouraging inclusive leadership

Our objective is to build inclusive leadership behaviors at all levels of Johnson & Johnson to establish a deep sense of belonging and increase engagement, productivity and innovation. A core focus has been to raise awareness and drive mitigation of unconscious bias. This provides our organization with the strong foundation needed to have empathetic conversations about inclusion, belonging, equity, race and social justice. In the past year, we have:

- **Delivered Unconscious Bias Training** to reinforce inclusion in our corporate culture, policies and processes, and in the hearts and minds of our people.



More women in manufacturing

In India, women's representation in manufacturing is typically very low. To address this, our team in India made a plan that included increasing female new hires, engaging female trainees in production, implementing mentoring programs, improving gender sensitivity and Unconscious Bias Training. India now has women in several leadership roles for the first time, including Plant Manager, Line Support Engineer and Shopfloor Supervisor. Women in our manufacturing workforce in India increased from 1% to 7% in 2019, and we expect this to increase further in the coming years.



Manifesto Day: building diverse teams

Our Talent Acquisition team in Brazil set an example for colleagues there by creating their own diverse team. Then, to encourage others to create diverse teams in Brazil, they launched a “Manifesto Day” to connect the many DEI initiatives across the Company. The Day included a video and presentation of DEI initiatives and ERGs. Approximately 3,000 colleagues in Brazil engaged, and more than 300 joined an ERG of their choice. Further, the Talent Acquisition team was able to develop a pipeline of 1,500 diverse candidates for roles at Johnson & Johnson Brazil.

By the end of 2019, more than 95% of our colleagues had completed Unconscious Bias Training, representing an investment of thousands of hours across the organization. The next step is our plan for a program of Conscious Inclusion Training in 2021.

- **Rolled out our new leadership imperatives**, as standards that define inclusive behaviors as essential elements in leadership skills throughout our organization.
- **Reimagined ERG engagement**, by creating virtual psychologically safe environments, support networks, and spaces where tangible actions have taken place to meet the needs of their members.
- **Cascaded empathetic conversations guide** with a focus on holding empathetic conversations about racism and the Black community. This step-by-step guide empowers and encourages leaders to hold difficult but essential conversations on topics such as



Eliminating Unconscious Bias 360°

Our team in Switzerland initiated a 360° campaign across our Europe, Middle East and Africa region to make Unconscious Bias conscious by preparing a toolkit for 6,600 employees in four different languages. A range of supporting initiatives raised awareness of Unconscious Bias and helped colleagues to become change agents across the region.

[Watch the video](#) →

racism, social injustices, bigotry and discrimination.

- **Held multiple “Raise Your Voice” global dialogues**, providing an opportunity for employees to share experiences and insights surrounding racism and injustice, actively listen, learn and engage with colleagues on these important topics.



Implementing solutions for working parents

The DEI team at Janssen Germany launched the Family@Heart platform to address the critical challenges of working parents across the Company by promoting job postings with part-time and flexible working options. This heightened awareness led to an increase in job postings with part-time options, including the first management board position, and more than 150 colleagues subscribing to this new platform. Further, in order to help colleagues balance work and family needs, new solutions were developed, including a family office for emergencies when other childcare options are not available and a summer camp for children during summer kindergarten and school closures.

In 2019, Johnson & Johnson's Latin America region became the **first region** to achieve gender parity across our global workforce.

Our aim was to spark transparent, regionally relevant dialogues around social justice in a psychologically safe way. Insights and feedback gained from the dialogues are being used to shape action plans to help us drive inclusive and equitable change.

- **Launched cultural immersion in understanding the Black experience**, to build on our DEI foundation and further our Company's commitment towards combatting systemic inequity and social injustice.

Recognizing outstanding contributions

In 2020, we celebrated outstanding contributions in DEI in our second annual D&I Honors Recognition Program. We acknowledge the many teams around the organization that are putting our DEI strategy to work every day in support of our business and the communities we serve.

“It is remarkable to see what can be achieved when we foster a culture where individuals with unique backgrounds, skillsets and perspectives can come together and reflect the diversity of those we serve.”

Peter Fasolo, Chief Human Resources Officer,
Johnson & Johnson

More than 200 teams submitted inspiring stories and achievements in DEI from 32 countries across our three business segments and four regions.

Our diverse workforce— sharing data

We aim to continue to improve gender, ethnicity and race representation at all levels in our business to reflect the composition of our markets and enable us to better serve our diverse patients, consumers and customers around the world. As part of our commitment to transparency, gender and ethnic/racial diversity are annually reported in accordance with the gender, ethnicity and race as self-reported by employees and recorded in our Human Resources Information Systems. We share this data as part of our externally assured sustainability-related data in our 2019 Johnson & Johnson Health for Humanity Report, which is our primary source for legal disclosure. Our 2019 progress can be found at Advancing Diversity and Inclusion. All disclosures related to our people can be found here at Empowering People.

See the disclosures →

A team of senior leaders judged the entries based on the level of innovation and business impact demonstrated by the teams. Twelve entries were recognized in a virtual ceremony with participation by Executive Committee members and more than 7,000 employees around the world.

Building a diverse workforce

We believe that one of the most effective ways of understanding and meeting the needs and desires of our diverse patients, consumers and customers is to have a workforce that appreciates the diversity of the world around us. We therefore strive to proactively reach out to candidates from diverse backgrounds, and provide policies, programs and platforms to ensure new hires—as well as current colleagues—advance within the Company.

Investing in new workforce solutions

In 2019, we worked to accelerate diverse talent representation at Johnson & Johnson. Under the

leadership of our Chief Human Resources Officer, we created a new team to reimagine our Human Resources processes and systems to optimize attracting, hiring, developing and retaining colleagues to reflect the marketplace. The new Diverse Workforce Solutions team takes a holistic approach to identifying solutions that can be hardwired into our Human Resources systems and processes to drive outcomes across the Johnson & Johnson Enterprise. Early outcomes include:

- **Attracting talent:** We continue to prioritize improving the overall processes to include diverse slates, succession plans and utilization of diverse interview teams.
- **Developing talent:** We continue to identify opportunities to develop and advance high-potential diverse talent as well as opportunities to strengthen integration of existing DEI programs into our end-to-end talent practices.

The business case for diversity and inclusion is stronger than ever. Diverse companies are more likely to financially outperform their peers. Difference in likelihood of outperformance of first vs. fourth quartile for 2019:*

+25% gender

+36% ethnicity

"Diversity Wins: How Inclusion Matters,"
McKinsey, 2020

- **Retaining talent:** We have defined short- and long-term strategies to minimize regrettable losses across all talent in organizational redesigns. We also partnered with Global Talent Management to deploy Enterprise exit and stay interviews, which will give us insights to further shape targeted strategies to strengthen retention.

Practicing inclusive hiring

We are continuously looking to broaden our search for diverse candidates and maintain multiple platforms for outreach to individuals to join our teams around the world. These include:

- **Targeted outreach:** We leverage channels for innovative technology hires through agencies and online platforms to identify untapped diverse individuals for roles in high demand.
- **DEI conferences and associations:** We sponsor and engage with diversity and veterans conferences such as National Black MBA, Society of Hispanic Engineers, The Consortium, Military MOJO, and associations such as Delta Sigma Theta and Association of Latino Professionals for America.
- **Job boards:** We maintain an extensive reach via more than 100 diversity job boards, including those focused on different groups such as African Americans, Hispanics and Latinos, Veterans, and more.



Workforce of the future

Our DEI team wanted to leverage our Workforce Analytics team in order to provide greater opportunity to deliver a flexible workforce, create a consistent and inclusive experience, accelerate investment with diverse enterprises, and increase skills and job creation for vulnerable populations. To do this, the team focused on hiring U.S. veterans and building their skills for future permanent employment, training and placing vulnerable populations in Europe and Asia, creating a more attractive and inclusive environment for working mothers, and increasing spend with women- and minority-owned businesses. Successes were achieved in each of these areas, proving that focused change can deliver inclusive impact.



 NORTH AMERICA

Diverse finance talent pipeline

The Finance African Ancestry Leadership Council's Intern Program aims to improve the rate of conversion to full-time employees of African American interns in Johnson & Johnson's Finance Department. The program offers professional development while providing networking, mentorship and opportunities to engage with senior finance leaders. From supporting nine interns in 2016, the program has grown to supporting 41 in 2019, assuring a diverse talent pipeline for finance roles in the Company; 97% of participants confirmed they would recommend the program to other interns.

- **University partnerships:** We attract diverse candidates through working with private and public institutions including Historically Black Colleges and Universities, Hispanic Serving Institutions, and colleges that are local to our facilities.
- **Social media:** We share diversity content that connects Johnson & Johnson's Employee Value Proposition with prospective candidates via LinkedIn, Twitter and WeChat.
- **Employee referrals:** We encourage employees, including members of our 12 Employee Resource Groups such as the African Ancestry Leadership Council (AALC), and the Hispanic and Latino Organization for Leadership and Achievement (HOLA) to recommend talent through our Employee Referral Program.

As part of the hiring process, through our accountability and commitment to developing candidate lists that include all genders and underrepresented

minorities, we have developed recruitment and interview tools that promote inclusion, including:

- **Technology-aided recruitment:** We use an augmented writing platform that scans job descriptions for phrases that are not inclusive. This helps reduce unintended bias in our job postings and provides data that shows diverse candidates' development through the recruitment process in real time.
- **Interview with purpose:** Our global hiring leader training and certification program is designed to increase the quality of the hiring process and decrease unconscious bias.
- **Diverse interview team:** We built a framework to deploy interview teams with a diverse mix of leaders, including gender, ethnicity and race.

“We found that many of our job descriptions skewed masculine, but when we started editing the descriptions in the pilot program, we saw a 9% increase in female applicants.”

Chuck Fuges, Global Head of Sourcing,
Johnson & Johnson

Building a diverse pipeline

We drive the development of diverse colleagues in our business through a number of personal and professional growth opportunities, such as:

- **Providing reemployment opportunities:** We help science, technology, engineering and mathematics (STEM) professionals return to the corporate world after an extended break from employment through our Re-Ignite Program.
- **Promoting women in science:** We help increase interest among young girls and women in science and health careers through our WiSTEM²D program (Women in

Science, Technology, Engineering, Mathematics, Manufacturing and Design).

- **Building a pipeline of diverse healthcare leaders:** Our **Bridge to Employment and Pathways to Success** programs help high school students in disadvantaged communities achieve college graduation.
- **Offering skill and network development for students:** Our Developing Diverse Leaders of Tomorrow three-day leadership conference for students who self-identify as a member of an underrepresented population offers opportunities to develop business skills, network with Johnson & Johnson professionals and connect with career mentors.
- **Helping veterans transition to civilian life and work:** Our **Military Veteran Leadership Development Program** provides veterans with an extensive range of professional development career opportunities.



Partnering with the government

Our WiSTEM²D program started in Costa Rica in 2018. In 2019, to expand its scope and increase its impact, our team in Costa Rica engaged with the STEAM (Science, Technology, Engineering, Arts and Mathematics) Committee of the Ministry of Public Education. The idea was that creating awareness through education would help more girls benefit, as young women are often influenced by social norms that deter them from STEM. Since 2018, the program has reached over 700 students, of whom 450 are girls, from over 20 schools.



Focus on women in STEM²D

In Australia, our DEI team developed programs to promote a lifecycle approach to supporting and retaining women in STEM²D careers, recognizing that there are far fewer women than men in STEM²D undergrad courses across Australia. Our WiSTEM²D team partnered with Griffith University to design initiatives to attract, retain and graduate females into STEM²D careers using mentorship, scholarship programs and research, with the co-funding of a first scientific study evaluating a program to retain women in STEM²D careers. Over 60 students attended mentoring workshops, and scholarship recipients prepared and submitted student impact reports that describe the benefits they gained through this initiative.

Programs to accelerate the development of diverse employees

We maintain a wide range of personal and professional development programs that support the growth and meet the career aspirations of all Johnson & Johnson employees. We offer these opportunities to diverse candidates and proactively identify employees who can benefit. See our [Health for Humanity Report – Attracting and Developing Our People](#) for more information.

Our programs include:

- **Accelerated programs:** Programs that help our employees and leaders stay ahead of the curve as they grow and develop.
- **Enterprise Sponsorship Program:** We maintain many forms of sponsorship in the organization at different levels to support personal and professional growth. This Enterprise Sponsorship Program began in 2016 to support high-performing diverse managers

through supportive sponsorship relationships with senior leaders to accelerate their development. From an initial 21 sponsorships, the program has now expanded to include more than 600 in 2019. The program is highly successful, with more than 43% from outside North America and 80% women. Of those sponsored in the United States, 78% represent ethnic or racially diverse populations. Of those sponsored, 48% have been promoted to a higher level of management. The overall retention rate for participants is more than 96% to date.

- **Leadership support:** We have a suite of tools and resources for all our leaders to improve the inclusiveness of their teams, including our internal DEI networks.

Employee resource groups (ERGs)

Our ERGs bring our DEI strategy to life and are uniquely positioned to provide insights and drive tangible outcomes on behalf of our colleagues, patients, consumers and communities. They are each sponsored by a senior leader, including members of the Executive Committee at Johnson & Johnson, and are aligned with our DEI mission, vision and strategic pillars.

- 21,611 colleagues were engaged in ERGs in 2019
- 255 U.S. ERG Chapters
- 176 non-U.S. ERG Chapters

Since 2015, ERG membership has grown **eight** times faster than total employee population growth at Johnson & Johnson.

Our history of employee resource groups

- 1975** • HONOR, the first Employee Resource Group (ERG) at Johnson & Johnson, is formed by Black/African American employees.
- 1980** • Advisory Council for the Advancement of Women (ACAW) ERG formed.
- 1995** • Women's Leadership Initiative (WLI) ERG formed.
- 2000** • African American Leadership Council (AALC) ERG formed (now African Ancestry Leadership Council).
- 2001** • Asian Society for Innovation and Achievement (ASIA) and South Asian Professional Network Association (SAPNA) ERGs formed.
 - Hispanic and Latino Organization for Leadership and Achievement (HOLA) ERG formed.
- 2003** • Gay & Lesbian Organization for Business & Leadership (GLOBAL) ERG formed (now Open&Out).
- 2005** • Association for Middle Eastern and Northern African Heritage (AMENAH) ERG formed (now Association of Middle Eastern & North African Leadership & Inclusion).
- 2006** • Veterans Leadership Council (VLC) ERG formed.
- 2010** • Millennials ERG formed (now GenNow).
- 2017** • Mental Health Diplomats, part of the ADA ERG formed.



Women's Leadership & Inclusion (WLI)

Reading for Inclusion in North America:

The WLI team in North America initiated a project aimed at improving feelings of inclusion among colleagues by creating specific content based on suggestions and feedback from Oncology and Immunology field employees. The team created a summer reading book list based on requested topics that served to offer insights and perspectives, and that help build confidence. This initiative helped the team with individual career development, planning, work-life management considerations and personal development.

Of our 12 ERGs, five have a global relevance and presence throughout Johnson & Johnson regional teams as well as in the United States. Others are more focused and find relevance with locally based members, although all colleagues are free to join ERGs of their choice.

“I am proud to be the executive sponsor for Open&Out, our employee resource group that helps foster an inclusive work environment where LGBTQ+ employees feel safe, heard and embraced. There is no greater responsibility for a leader than to ensure all colleagues know they are valued. It matters that we use our voices to lift others up, and I am continuously reflecting on the voices of others who remind us of the progress we’ve made, and the work we must continue to do.”

Ashley McEvoy, Executive Vice President, Worldwide Chairman, Medical Devices, Johnson & Johnson

ERGs with a global presence:

- African Ancestry Leadership Council (AALC)
- Alliance for Diverse Abilities (ADA)
- GenerationNOW
- Open&Out (O&O)
- Women's Leadership & Inclusion (WLI)

ERGs with a regional or local focus:

- Asian Society for Innovation and Achievement (ASIA)
- Association of Middle Eastern & North African Leadership & Inclusion (AMENA)
- Hispanic and Latino Organization for Leadership and Achievement (HOLA)
- Nursing Innovation Council of Excellence (NICE)
- Pharmacists Network
- South Asian Professional Network Association (SAPNA)
- Veterans Leadership Council (VLC)

Open&Out (O&O)

Closing the inclusion gap: Our Human Resources leaders and O&O team set an objective to help close the inclusion gap in the LGBTQ+ population in Mexico, and specifically within Johnson & Johnson. The plan incorporated Pride Month activations, Human Rights Campaign participation, partnership with the It Gets Better Project to support the next generation of LGBTQ+ youth, and other activities. The program achieved its objective in raising awareness about inclusion of members of the LGBTQ+ community, encouraging a safe work environment, and, for the first time, Johnson & Johnson Mexico was recognized as one of the Best Places to Work for the LGBTQ+ community.

Equal marriage benefits: Our O&O team in Juarez, Mexico, partnered with Human Resources teams and union leaders representing the majority of local colleagues to provide equal marriage benefits to colleagues who are union members. As a result of ongoing relationship building with the local unions, union representatives now participate in Johnson & Johnson's O&O events, such as Pride Month, which promote education, understanding, and an environment where all individuals can feel free to be themselves.

Our ERGs are closely involved with business initiatives to support innovation and diverse outcomes, and they are engaged in many of the D&I stories we share in this Impact Review. For example, especially in the current period, the AALC has been at the forefront of addressing racism, social inequality and injustice faced by the Black community through a series of ongoing interventions, for example:

- AALC led the unity of all our enterprise ERGs demonstrating their support of their Black/African Ancestry peers and community.
- AALC members educated our colleagues around the world through sharing their own experiences as Black/African Ancestry individuals.
- Shared their experiences through “Raise Your Voice” sessions piloted across our Medical Devices business segment, helping inform action planning to enhance our employee experience across all Johnson & Johnson.



A new pledge for women

In celebration of the 25th anniversary of the Johnson & Johnson Women's Leadership & Inclusion (WLI) Employee Resource Group, in 2020, WLI developed a program to energize the entire organization in support of advancing the hiring, retention and promotion of women in the workplace. Colleagues around the world were encouraged to take a pledge to support the future of all women, at all levels, all around the world. Within a month of the invitation, more than 2,700 colleagues publicly pledged support to advance ALL women at ALL levels ALL around the world.



Regional ERG spotlights

Asian Society for Innovation and Achievement (ASIA)

Empowered members through career development workshops designed to guide them in navigating their career journey and build their personal brand.

Pharmacists Network

Conducted an industry day to share experiences and opportunities for pharmacists at Johnson & Johnson in the United States.

South Asian Professional Network Association (SAPNA)

Engaged over 200 young future leaders in the United States at a conference designed to encourage students to persevere in math and science. It educated them about potential careers in STEM through a series of hands-on workshops.

Association of Middle Eastern & North African Leadership & Inclusion (AMENA)

Supported international humanitarian efforts by helping refugee families new to the United States through a “Give Your Furniture a New Home” program.

Supporting Hispanic and Latino communities

Johnson & Johnson was among 130 signatories of the **Hispanic Promise**, a national pledge to hire, promote, retain and celebrate Hispanics and Latinos in the workplace. Johnson & Johnson has a long legacy of welcoming and supporting Hispanic and Latino employees, including through our Employee Resource Group HOLA (Hispanic and Latino Organization for Leadership and Achievement), created in 2001 to encourage the development, leadership and growth among its members—now more than 1,650 across 33 chapters.

“Latinos and Hispanics are more critical to our workforce than ever—not only because they bring diverse thinking and experiences to the table and creative ideas to enhance our pipeline, but now, Hispanic and Latino communities in the United States represent the biggest talent segments within minorities. And from a consumer and patient perspective, we need to understand, embrace and support them.”

Duda Kertész, President, U.S. Skin Health, Johnson & Johnson Consumer Health



Equity in healthcare

 In this section:

Fueling an innovation engine →

Diversity in clinical trials →

Strategic Partnerships →

Advancing inclusive public policy →

Leading in supplier diversity →

As the world's most broadly based healthcare company, Johnson & Johnson embeds DEI into its business strategies so that we can create products that meet the needs of our patients, customers and consumers, and solve the world's most pressing health problems. We leverage our reach and partnerships to develop holistic solutions and innovate in our markets for the benefits of a more equitable healthcare system.

Fueling an innovation engine

Innovation is at our core and has been since the start of our Company. Our innovation is motivated by the need to find solutions for everyday health challenges and life-threatening conditions; answers to new health threats as they emerge; and access to medicines, treatment and healthcare for all. We maintain extensive in-house innovation capabilities as well as a powerful network of scientists and entrepreneurs, inventors and creators, collaborations and partnerships that helps deliver innovation in every corner of our global activity.



Sharing the impact of HIV through 5B

For over 25 years, Johnson & Johnson has invested in the treatment and eventual eradication of HIV/AIDS. We commissioned 5B to recount the history of HIV and its impact on the LGBTQ+ community, and to recognize the unsung heroes of healthcare. Told through the voices of nurses and staff working on the world's first ward dedicated to treating AIDS patients at San Francisco General Hospital in the early 1980s, 5B highlights the nurses and staff who provided care and compassion during a time of great uncertainty. The film continues to be shared through private screenings in multiple LGBTQ+ events, as well as with our external stakeholders and Johnson & Johnson employees.

Diversity in innovation QuickFire Challenge

In 2019, we announced a **Diversity in Innovation QuickFire Challenge (QFC)** as an opportunity for U.S.-based innovators who are Black/African American, Hispanic/Latino, and American Indian or Alaska Native to receive funding and mentorship to advance their science. The QFC promised \$250,000 in grants to the multicultural innovator or innovators with the best idea, technology, or solution to improve human healthcare.

QuickFire Challenges are hosted by the Johnson & Johnson Innovation – JLABS team, our corporate innovation incubation arm. They invite, encourage and support visionaries addressing some of the biggest healthcare challenges to submit ideas and earn funding, residency and all its benefits, including mentoring, at one of our JLABS facilities around the world, technical support and commercialization assistance.

The Diversity in Innovation QFC received 181 applications from across 30 states with submissions across all

our innovation categories: Medical Devices, Digital Health, Consumer Health and Pharmaceutical. Ideas ranged from multiple oncology platform technologies, a therapeutic to treat diabetic retinopathy, a platform technology for tissue regeneration, a mobile app solution for mental health support, and an AI-enabled medical device to diagnose respiratory disease. In 2020, we were thrilled to announce grants of \$300,000—\$50,000 more than we had originally announced because of the high caliber of the submissions—to four innovators:

- **Cura Therapeutics** is developing an innovative immunotherapy platform to treat a wide range of solid malignancies and infectious diseases.
- **TEZCAT Laboratories LLC** is an early-stage biotechnology company focused on developing innovative protein-drug conjugates to treat pancreatic cancer and multiple myeloma and other cancers.

- **Theradaptive** is looking to redefine regenerative medicine with a platform technology for delivery of biologics to enable tissue regeneration outcomes that are out of reach for current therapeutics.
- **Seaspire** is redefining skincare formulations with exceptionally effective ingredients inspired by nature to make the world healthier, safer, and more sustainable.

Skin health for the Black community

Within our Consumer Health business, our products must reach and serve everyone. Looking to the future of healthcare, we must seek out and support innovators from diverse backgrounds to generate novel ideas and inclusive solutions. In the United States, only 3% of dermatologists are Black, and these demographics are reflected in the way darker skin is researched in studies and discussed in textbooks. This inequity can cause real harm to patients of color.

Stemming from these health disparities, there is a gap in available skin health consumer products tailored to the needs of the Black community. On top of this, Black founders overall receive only about 1% of venture capital only.

In 2020, leaning on existing innovation platforms, Johnson & Johnson Innovation teamed up with NEUTROGENA® to address the underrepresentation of Black expertise in the skin health industry. The partnership is focusing on accelerating skin health research, growing the Black dermatologist community through education and training, and providing funding support to Black-owned skin health companies. So far, in 2020, we have made progress in two key ways:

- We hosted a series of thought leadership webinars aiming to address the underrepresentation of Black expertise in the skin health industry. The webinar series was moderated by NEUTROGENA® Creative Consultant and Brand Ambassador, Kerry Washington.

Diversity & Inclusion drives innovation performance

Across industries, companies with diverse teams are:

+45% more likely to improve market share*

+70% more likely to capture a new market*

Companies with more diverse leadership report:

+19% higher innovation revenues**

* [“Innovation, Diversity and Market Growth,”](#) Coqual, 2013.

** [“How Diverse Leadership Teams Boost Innovation,”](#) Boston Consulting Group, 2018.



Care With Pride

Our Care With Pride initiative, now in its ninth year, brings together more than 10 Johnson & Johnson brands and 2,000 employees to champion love, equality and care for all people within the LGBTQ+ community. In 2019, Johnson & Johnson also began selling OGX and LISTERINE products with special Pride-themed packaging in Target and Walmart stores. This year, NEUTROGENA products join the themed line, as do retail partners Amazon, Ulta, Walgreens, Kroger and Giant. Care With Pride is the corporate sponsor for more than 40 Pride parades and events across the globe and sponsored a Virtual Pride Kickoff to replace physical parades during the COVID-19 pandemic. Care With Pride partners with LGBTQ+ nonprofits, including PFLAG, Trevor Project and GLAAD, and has raised more than US\$1 million.

- We followed with the announcement of a QuickFire Challenge for Black Innovators in Skin Health. The challenge offers an opportunity for Black innovators to receive grant funding and mentorship to advance their science and submit potential solutions aiming to improve skin health, including:

- Acne and post-acne scarring
- Hyperpigmentation
- Scalp care
- Sun protection

The best idea, technology or solution will receive up to \$50,000 in grant funding, access to the global JLABS network and mentorship from experts at the Johnson & Johnson Family of Companies.

Diversity in clinical trials

At Johnson & Johnson, we pioneer world-changing solutions that bring health to billions of patients around the world. To continue to grow, innovate, and advance human health, we need to better understand the diversity of our patients. While many aspects of health

are advancing, some people continue to be left behind. Lack of diversity across race, ethnicity, gender and age for clinical trial participants can diminish the effectiveness of certain types of treatment—especially if that treatment is for a condition that disproportionately impacts those who are underrepresented.

Johnson & Johnson companies sponsor and support clinical trials in more than 40 countries, allowing for a wide diversity among participating populations. Nonetheless, further diversification of clinical trials is a priority, and Johnson & Johnson is proactively working to identify and address barriers to enrollment and participation by patients in underrepresented communities.

Together with other companies, policymakers, academic organizations and advocacy partners, we are taking action to facilitate greater dialogue among underrepresented communities to help address systemic inequities, such as unconscious and conscious bias, language barriers, overall trial design and access to funding that can help build increased participation in clinical trials.

Tylenol inclusive innovations and community impact

TYLENOL continues to harness the power of innovation through understanding – and meeting – the needs of its consumers and focusing on breakthrough product formats and solutions.



Pediatric innovation

In 2019, Children's TYLENOL Dissolve Packs – the first new form of Children's TYLENOL to be released in over a decade – became the only pediatric acetaminophen product on the market in an orally dissolving granular form. It is specifically designed to be both great-tasting with a wild berry flavor and convenient for families on the go, since it dissolves on a child's tongue in seconds without water.



Advancements in inclusive packaging

TYLENOL received feedback from consumers about how the bottle caps could be hard to open, especially for arthritis sufferers. The brand completely redesigned the pill bottle caps to a new push-and-turn design, with a larger bottle cap size, in addition to making changes to the carton.



Community partnerships

TYLENOL is currently partnering with the National Urban League to help provide health and educational resources to local communities that are disproportionately impacted by high blood pressure. Additionally, TYLENOL is part of a three-year sponsorship with school nurses in charter schools to help address resource disparities in schools and low-income communities that impact long-term health.



RUSSIA

Supporting the elderly and people with disabilities

In Russia, Johnson & Johnson's Medical Devices team launched a program to address the limited involvement of seniors in physical and social activities and the low levels of awareness about the problems of unoperated hip fractures among seniors, in order to improve the trajectory of health for elderly and disabled people. The team partnered with The Joy of Senior Age charity foundation under the Federal Ministry of Labor and Social Protection and other government agencies to launch a Nordic Walking team competition among inhabitants of 11 nursing homes in six Russian regions. The objective was to increase physical and mental health for all participants. Similarly, our Russian Geriatric Fracture Program leveraged media and community outreach to build awareness and motivate elderly and disabled people to take greater responsibility for their health and prevent slips and falls. Through advocacy and engagement with State healthcare decision-makers, geriatric hip fracture treatment was offered as an obligatory surgical treatment within 48 hours at a federal level in Russia.

“We all will reach a senior age at some point, and we will all be blessed if someone includes us into physical activities, giving us the possibility to live longer and healthier.”

Anna Spunde, Project Lead and Global Communications & Public Affairs Specialist, Johnson & Johnson

As underrepresented populations are increasingly included in clinical research, data sharing will help to ensure that the learnings gathered are factored more into developing medicines, resulting in better treatment options for all. Our actions include:

Overcoming systemic obstacles

- Johnson & Johnson aims to connect potential Black and Brown trial participants to clinical research and accessible clinical study materials so they will have more insight into how comprehensive scientific research can yield better health outcomes.

“We will continue increasing access, awareness, and trust among underserved and underrepresented populations, and changing our culture and behaviors to embed approaches in all of our studies to increase enrollment of diverse populations in clinical trials. At some point in our lives, just about all of us will be a patient, as will our family members and those we love. It is our commitment at Johnson & Johnson to help all people in those moments to be empowered, to have a voice, and to choose whether to participate in clinical research.”

Staci Hargraves, Vice President, Portfolio Management Global Development, and Executive Sponsor, Diversity & Inclusion in Clinical Trials, Janssen

- In addition to prioritizing diversity and inclusion among patient populations, Johnson & Johnson is currently studying gender-specific data across COVID-19, as well as within the HIV population through our GRACE (Gender, Race and Clinical Experience) trial, which is the largest trial to focus on women of color taking HIV drugs.
- A dedicated team at Johnson & Johnson, called CHILD, provides guidance to overcome challenges with pediatric trial design to better understand the safety and effectiveness of products in pediatric populations.

Data sharing for greater inclusion

- By partnering with Yale School of Medicine and the Yale Open Data Access (YODA), Johnson & Johnson's Office of the Chief Medical Officer can help set best practices for clinical trial data sharing to improve health outcomes for the greatest number of people through an unbiased approach to assessing external research proposals.

- In order to meet the needs of the diverse population who use products developed by Johnson & Johnson Consumer Health, the Consumer Health R&D team utilizes a wide range of volunteers, varied skin types and multiple ethnicities in clinical and consumer studies to support ingredient and product innovation. The Consumer Health R&D team continues to evaluate how to drive a more purposeful multicultural strategy across all testing where possible.

New platform for clinical trial inclusion

Following years of work and contributions by many from across the organization to advance the conversation, in 2019, Janssen Pharmaceutical launched an initiative called "Count Me In!" that aims to increase the diversity among clinical trial participants. Count Me In! is dedicated to raising the inclusion of historically underrepresented populations in Janssen clinical trials to more closely align with the population most affected by the disease of study



A key tool to drive the success of Count Me In! is our new internal website that provides information and resources for the scientific community across all business segments at Johnson & Johnson.

in the real world. Initial efforts are based on the U.S. population before expanding into other countries. The objectives are three-fold:

- **Culture:** Examining how we assess and modify our internal processes around clinical trial development, such as approach to site selection, preparation of protocols, etc.

- **Access:** Ensuring potential patients who are eligible for enrollment in our studies have access to clinical trial locations, and using this as a factor in site selection.
- **Awareness and trust:** Helping close the knowledge gap about clinical research in underrepresented communities through engaging in transparent discussions to address concerns about clinical research and provide a greater level of trust within our communities. Visit our new clinical trial education site, [Research Includes Me](#).

Access to COVID-19 vaccines: As we work to accelerate the development of a safe and effective vaccine, we believe it is important to provide access to a new vaccine worldwide, including for the most vulnerable populations.

Johnson & Johnson has been increasing manufacturing capacity to envisage providing more than one billion doses of a potential vaccine, and also preparing to deliver it on a not-for-profit basis for emergency pandemic use.

To learn more, see Johnson & Johnson's Road to a Vaccine episode entitled: **"Why Racial Disparities in Healthcare Make COVID-19's Impact Worse for Minorities."**

Strategic partnerships

Advancing better healthcare is rarely a single-company activity. In order to deliver solutions to healthcare challenges, we embrace a partnership approach and gain the benefits of diverse ideas, holistic understanding of needs, and innovative approaches to developing our response.

Johnson & Johnson strategically partners with national nonprofits, such as the National Urban League, UnidosUS, and other community organizations to advance education, awareness, and the design and execution of inclusive clinical trials—and also to develop healthcare solutions for diverse populations.

Inclusive access to COVID-19 vaccines

In September 2020, we joined with 15 leading life-science companies and the Bill & Melinda Gates Foundation in signing a landmark Communiqué on Expanded Global Access commitment to ensure that people everywhere have access to the potential COVID-19 innovations under development at the signatory companies. As part of our commitment, we announced that Johnson & Johnson plans to allocate up to 500 million vaccine doses to lower-income countries. This follows our pledge at the start of the spread of the pandemic to bringing an affordable vaccine to the public on a not-for-profit basis for emergency pandemic use.

"The COVID-19 pandemic continues to threaten communities worldwide and we have a responsibility to ensure access to our COVID-19 vaccine as soon as we can."

Paul Stoffels, M.D., Vice Chairman of the Executive Committee and Chief Scientific Officer, Johnson & Johnson



 NORTH AMERICA

Better bones for African American seniors

In response to research showing that African Americans were less likely to consent to total joint replacement surgery than Caucasians, DePuy Synthes African Ancestry Leadership Council (AALC) partnered with marketing and patient engagement teams to sponsor a Bone & Joint Awareness Day.

The program was coordinated with Mind-Body-Soul Connection, LLC and promoted

through events for predominately African American seniors from churches and senior citizen centers in Indianapolis. More than 200 prospective African American osteoarthritis patients attended various Bone & Joint Awareness Day events with a surgeon from the DePuy Synthes Medical Affairs team in 2018 and 2019 to learn about the consequences of avoiding surgical treatments and the health benefits that can be achieved with surgery.

For example, our Janssen R&D team partnered with the Center for Information & Study on Clinical Research Participation (CISCRP) to launch the Contract Research Organization Diversity in Clinical Trial Collaborative with other industry partners. The objective was to change clinical trial best practices by moving the needle forward for diversity in clinical trials.

Similarly, we maintain several public-private partnerships that enable our teams to help change the paradigm for pediatric medical research in areas such as:

- Co-leading the development of connect4children—a large collaborative European network that aims to facilitate the development of new drugs and other therapies for children—in order to create a pan-European clinical trial network that will facilitate the conduct of pediatric clinical trials in the EU.
- Co-leading the creation of the Institute for Advanced Clinical Trials for Children that aims to ensure that healthcare for children is continually improved by enhancing the awareness, quality and support for pediatric clinical trials.

- Becoming founding members and ongoing collaborators of the International Neonatal Consortium, a global collaboration formed to forge a predictable regulatory path for evaluating the safety and effectiveness of therapies for neonates.

Collaborating within the industry to raise the bar for all: We actively participate in global healthcare industry forums that aim to raise the bar on supply chain responsibility, diversity and transparency by addressing systemic issues that no one company can solve alone.

A selection of our current partnerships that align with our DEI objectives includes:

Global:

- American Chamber of Commerce
- UNICEF
- World Economic Forum
- World Health Organization

United States:

- Advanced Medical Technology Association
- Business Roundtable
- DiversityInc.
- Healthcare Businesswomen's Association
- National Association of Manufacturing
- National Urban League
- Society of Black Academic Surgeons
- UnidosUS
- Women of Color in Pharma
- Working Mother Media

Regional:

- Asociación Colombiana de Contact Center (Colombia)
- Educafro (Brazil)
- Griffith University (Australia)
- Instituto Identities do Brasil (Brazil)
- National Diversity Awards (UK)
- Perspektiva (Russia)
- She Conquers (South Africa)
- Workplace Gender Equality Agency (Australia)



Supporting the first Regional Gender Equality Index

Johnson & Johnson Colombia partnered with Aequales, a gender equality consulting firm, to support the first Regional Gender Equality Index in Colombia. We are also a founding member of the Program of Alliances for Reconciliation (PAR) community, which shares best practices to advance equality. This partnership has allowed Johnson & Johnson Colombia to benchmark and improve our own policies and practices while also helping advance awareness and gender-inclusive workplace practices in the country. In 2019, Johnson & Johnson Colombia was named top of the PAR ranking in Colombia and fourth among more than 500 companies in the PAR ranking for Latin America.

Improving Black maternal health outcomes

In the United States, the rate of maternal deaths for Black moms is up to four times the rate of their white counterparts. To address the maternal health crisis in the United States, congressional leaders have been fighting for critically important policies like 12-month postpartum Medicaid coverage, investments in rural maternal health, the promotion of a diverse perinatal workforce, and the implementation of implicit bias training. In March 2020, Johnson & Johnson was the only company to endorse the Black Maternal Health Momnibus Act of 2020 that aims to fill gaps in existing legislation to comprehensively address every dimension of the Black maternal health crisis.

Johnson & Johnson was a co-founding member of the Equitable Maternal Health Coalition, comprising dozens of groups including physician and nursing specialty organizations, maternal health advocacy organizations and public health leaders, which was created with the goal of uniting to advocate for the needs of America's Black expectant mothers.

Advancing inclusive public policy

One of the most important ways we can help bring about meaningful social change is through collaboration with industry stakeholders and advocacy partners to help inform the policy changes that are needed to bring about more equitable healthcare. At Johnson & Johnson, we are committed to partnering with our stakeholders to promote critical DEI efforts across the healthcare landscape, nationally and around the world.

In 2020, we continued to advocate addressing racial health disparities, and worked to educate stakeholders on the facts and potential solutions with particular focus on maternal health and COVID-19-related disparities. For example, Johnson & Johnson sponsored the General Health & Wellness Session at the Congressional Black Caucus Foundation's Annual Legislative Conference on "The Realities of COVID-19 & State of Black Health."

"With our global reach comes a great responsibility to leverage our deep scientific expertise and extensive partnerships, to foster unique, additional solutions to address racism and injustice. Alongside my 137,000 Johnson & Johnson colleagues around the world, we will never stop listening, mobilizing with urgency, and inspiring change with our partners to end the health inequities that have plagued underserved communities for far too long."

Macaya Douoguih, M.D., M.P.H., Head of Clinical Development and Medical Affairs in Janssen Vaccines and Prevention, a pharmaceutical company of Johnson & Johnson

The session featured our head of vaccine development, Dr. Macaya Douoguih, who joined a panel of experts to discuss the realities of COVID-19, the state of Black health, and what it takes to develop a safe and effective COVID-19 vaccine.

This fall, we also signed onto the Adult Vaccine Access Coalition letter to the U.S. Department of Health and Human Services and Operation Warp Speed, which outlines recommendations to ensure equitable distribution, access and utilization of forthcoming COVID vaccines, including investments in communication efforts and immunization infrastructure.

Johnson & Johnson is also actively engaged in racial equity and justice initiatives through several of our industry association partners. We are working with the Business Roundtable, the Healthcare Leadership Council and others in identifying potential solutions to improve key social determinants of health, from a policy perspective as well as a corporate citizen and employer

perspective. We also continue to work with our leading industry associations, including BIO, AdvaMed and PhRMA, on equity initiatives and diversity in clinical trials policy.

- **Business Roundtable (BRT):** An organization of CEOs of leading corporations, BRT is conducting a major effort focused on improving diversity and inclusion in Corporate America and achieving equitable healthcare for all Americans. Our CEO, Alex Gorsky, is a member of BRT's Special Committee on Racial Equity and Justice, which is working to address the systemic challenges impacting diverse racial and ethnic communities. Through Alex's chairmanship of BRT's Corporate Governance Committee and leadership of the DEI Working Group chaired by Wanda Hope, Johnson & Johnson is working to provide guidance and recommendations to the Special Committee on potential diversity and inclusion collective corporate commitments.

Alliance for Diverse Abilities (ADA)

Mental health insurance in Singapore: ADA developed #imhere, an insights-led behavioral change program to build a culture where employees feel psychologically safe at work. By rallying cross-functional leaders around #imhere, and by providing a safe space for colleagues to share their own mental health stories, ADA opened minds to mental health conversations. In Singapore, ADA members partnered with our Global Health Services to incorporate mental health into our Employee Assistance Program, and with our Rewards team to review insurance provider offerings and develop a business case for mental health coverage. As a result, in 2019, employee health insurance for 1,400 employees at Johnson & Johnson in Singapore was expanded to include mental health—a major breakthrough for our colleagues in the country.



Engaging in communities affected by COVID-19

In Singapore, our local team partnered with EMPACT to host a virtual pro bono Human Resources clinic where individuals were matched with a social enterprise facing new challenges in the wake of COVID-19. Several colleagues volunteered their time and skills to support these social enterprises through some of the most difficult times they had experienced. Lisa Tay, a Johnson & Johnson employee in Asia Pacific, was matched with Infinite Transports, a transport company helping former offenders find their footing in life by providing them with a stable job, leadership opportunities and a sense of duty and responsibility.

“I was very humbled working with Jabez Koh (company founder and an ex-offender). He was able to use his time fruitfully to pursue his education and achieve his dream of building a business with a social purpose.”

Lisa Tay, Head of Human Resources, Asia Pacific, Johnson & Johnson

This fall, he led the development of the diversity and inclusion recommendations, calling on companies to voluntarily disclose key diversity metrics in the workforce and leadership ranks, and to conduct regular pay equity reviews. He also has an active role in the healthcare subcommittee, which advanced advocacy and policy recommendations around COVID-19 and its impacts on communities of color, social determinants of health, healthcare coverage and utilization, and implicit bias in healthcare.

“We are very active in trying to help shape better government policy in the area of maternal health. We have consistently weighed in to support the maternal health community’s appropriations priorities and numerous pieces of legislation that aim to address this crisis.”

Michael Sneed, Executive Vice President, Global Corporate Affairs & Chief Communication Officer, Johnson & Johnson, at a Congressional Black Caucus Foundation panel discussion titled “Black America: The Double Pandemic”

- **The Biotechnology Innovation Organization (BIO):** BIO has launched a national effort in collaboration with its partners and member organizations in the biotechnology sector that aims to counteract the systemic inequality, injustice, and unfair treatment of underserved communities. The three pillars of their BIOEquality Agenda are: 1) promoting health equity, including ensuring access to vaccines and therapeutics for the uninsured and underrepresented populations; 2) investing in the current and next generation of scientists; and 3) expanding opportunity for women and other underrepresented populations.

Leading in supplier diversity

Johnson & Johnson companies have long recognized that small and diverse suppliers play an important role in the success of our businesses. Our Credo-based program, driving societal impact through our suppliers, continues to deliver value. Now in its third decade, we continue to celebrate the successes of our Supplier Diversity & Inclusion program while continuing to seek additional opportunities for inclusive sourcing and relationships with a range of diverse suppliers.

Our global Supplier Diversity & Inclusion program aims to ensure that businesses with diverse ownership, control and operations may become valued partners and grow with Johnson & Johnson. In fact, we maintain a strategic enterprise Health for Humanity 2020 goal to consistently achieve benchmark addressable spend with U.S. diverse suppliers and small suppliers, and to double the number

of countries with established supplier diversity and inclusion programs. Addressable spend refers to products and services that procurement teams can negotiate with suppliers to meet business goals.

In 2019, to advance toward this goal, we expanded our supplier diversity and inclusion programs to three additional countries (France, Indonesia and Singapore) for a total of 17 countries against the baseline of six.

During 2019, in the United States, we expanded our focus on sourcing and developing minority-owned firms for the supply chain. We have more than 400 minority-owned suppliers that provide over US\$870 million in goods and services. Our activities included:

- We increased our sponsorship with the United States Hispanic Chamber of Commerce, by whom our Johnson & Johnson Organization for Leadership and Achievement Employee Resource Group was



For the **ninth** consecutive year, Johnson & Johnson maintained membership in the Billion Dollar Roundtable, a group of companies that advanced best practices for supplier diversity, and that spend at least US\$1 billion (Tier 1) annually with certified minority-, women-, veteran-, LGBTQ+- and disability-owned businesses.

recognized as a leading ERG the prior year, and strengthened our overall relationship.

- Johnson & Johnson also sponsored a key supplier of food and cafeteria services to participate in the National Minority Supplier Development Council's prestigious Corporate Plus program, which provided the supplier with advanced training opportunities and exposure to other major companies.

The Supplier Diversity & Inclusion program of the Johnson & Johnson companies was established to meet the following objectives

- 1 Using our “big” for good:**
To support the communities in which we live and work through wealth and job creation
- 2 Driving inclusion:**
To reflect the diversity of the consumers and patients who benefit from our products
- 3 Upholding our value:**
To respond to the requirements of our customers who expect the Johnson & Johnson Family of Companies to share their values
- 4 Partnering for purpose:**
To partner with superior, small and diverse firms, and advocacy groups that can provide value to our businesses and throughout our supply chain

- We continued to serve as a major sponsor and corporate member of the Diverse Manufacturing Supply Chain Alliance, where we sponsor diverse firms to participate in their groundbreaking Supplier Development program, and also actively engage in industry working groups to drive standard practices across peer companies.

Spending for impact: In 2020, in the face of the global pandemic and events relating to racial injustice in the United States, there was an unprecedented opportunity to increase the representation of small and diverse suppliers across our supply base. Johnson & Johnson became a sponsor of the **National Minority Supplier Development Council** “In This Together” campaign, which was launched to provide financial and programming resources to minority-owned businesses, and served as Co-Chair Sponsor for its 2020 annual conference.

In 2020, Johnson & Johnson expanded the Buy Diverse eMarketplace platform, which was piloted in the United States in 2018, into the United Kingdom and South Africa. The goal of Buy Diverse is to drive increased visibility of the presence and capabilities of diverse suppliers with our business stakeholders who buy goods and services on behalf of Johnson & Johnson. Buy Diverse has been instrumental in increasing in spend with diverse and small suppliers over the past three years.

In 2019, Johnson & Johnson in the United States:*

US\$1.6 billion

Total diverse supplier spending, representing 11% of total supplier spend attributable to diverse suppliers

US\$2.6 billion

Total small supplier spending, representing 18% of total supplier spend attributable to small suppliers

* Spend we have control over / addressable spend; includes products and services that procurement teams can negotiate with suppliers to meet business goals.

Partnerships for supplier diversity

We partner across all our businesses and functions to embed all dimensions of DEI in our day-to-day working processes. We value and appreciate longstanding relationships with partners who share our values and priorities, so that we can tackle the world's toughest health challenges together.

Our business leaders hold Board seats in a number of advocacy organizations focused on supporting diverse suppliers and small businesses, and our colleagues engage as sponsors, speakers and panelists for industry and advocacy organization events.

We also take a collaborative approach within our industry and markets as we believe that a collective effort to support small and diverse businesses holds benefits for all.

For example, in 2019, we hosted the first R&D Procurement Supplier Diversity Peer Ideation Event to enhance collaboration with small and diverse

suppliers. Representatives of nine of our pharmaceutical company peers, pharmaceutical industry associations and supplier partners joined our R&D procurement team to generate ideas on ways to increase our collaboration efforts with small and diverse suppliers. Together, we are taking forward some practical ideas and evaluating others.

Connecting with social enterprises in the United Kingdom:

We are one of seven founding partners of the Buy Social Corporate Challenge in the UK, an initiative to promote the use of social enterprises in corporate supply chains. Since its launch we have worked with over 40 social enterprises, creating job opportunities for those facing barriers to work.

Looking ahead

The events of the past few months have stimulated an important global conversation around DEI, social justice and systemic inequalities. The unjustified killings of Black people occurring while we navigate a pandemic that has disproportionately affected ethnically diverse communities has led to a groundswell of public support for companies to take meaningful action to create a more just and equal world. Our longstanding commitment to DEI and our mission to profoundly change the trajectory of human health enable us to create sustainable change.

We will continue to:

- Build a workforce that reflects the communities we serve by strengthening competencies and accountability, and by reimagining how we hire, develop and retain talent.

- Enhance our inclusive culture by building on our foundational understanding of unconscious bias with conscious inclusion to help people become more purposefully inclusive in their actions.
- Deepen the connection between DEI, our strategic partnerships and our business to drive better outcomes for the patients, consumers and customers we serve.
- Focus on Belonging as an outcome, underscoring that it's not just about diversity in numbers or opportunity to contribute—it's about really feeling part of our Company, our community and our society, and having the confidence to make a difference. We will get better at defining, encouraging and measuring Belonging.

An increased commitment to racial and social justice

The year 2020 will be remembered as a pivotal year. We are in a new world in which we all need to reset our goals, objectives and priorities. COVID-19, the stark realization of systemic racial and social injustices and inequities, the impact of these issues on healthcare, the immediate global mobilization of aid efforts for our first responders and communities, the instant restructure of the workplace, and the importance of technology to carry us through—all of these are just some of the ways 2020 has challenged us to be bolder and more innovative. Because, for Johnson & Johnson, some things will not change. Our Credo, already thriving in our hearts and minds for more than 75 years, guides us to remain firm in our commitment to delivery every day for our patients, customers and consumers.

We recognize that we have a critical opportunity to expand and accelerate our commitment and momentum with diversity, equity and inclusion by addressing racial and social injustices by promoting health equity for racially and ethnically diverse communities in a much more pronounced way.

We recently announced our **Race to Health Equity platform**, which reinforces and conveys the urgency to address systemic racial and social injustice. Our platform centers around a bold aspiration to help eradicate racial and social injustice as a public health threat by eliminating health inequities.

We are prioritizing areas that will enable us to take meaningful, deliberate and thoughtful actions to:

- Create a world-class diverse and inclusive culture that better understands the patients and consumers we serve;










- Deploy our resources and expertise to support culturally competent and equitable healthcare solutions and increase health worker representation for diverse communities; and
- Forge partnerships and alliances that address racial and social health determinants, including health inequities.

We are confident our Race to Health Equity platform will help us evolve our capabilities, sharpen our strategic focus and ensure that good health is within reach of everyone, everywhere. It will also help us shape, change and improve the healthcare landscape.

“Our 130+ year history in healthcare, science and technology gives us access to a global network that we will activate and inspire to join us in influencing systemic change that positively impacts the quality of healthcare for Black people and other communities of color.”

Michael Sneed, Executive Vice President, Global Corporate Affairs & Chief Communication Officer, Johnson & Johnson

Awards and recognitions

 <p>BEST PLACES TO WORK 2020 for LGBTQ Equality 100% CORPORATE EQUALITY INDEX</p>	<p>2020 and 2019 Human Rights Campaign 100% Corporate Equality Index for 15 years Best Place to Work for LGBTQ Equality</p>	 <p>Forbes 2020 THE BEST EMPLOYERS for DIVERSITY</p>	 <p>NAFE Top Companies for Executive Women in 2019 and 2020</p>
 <p>DiversityInc 2020 and 2019 Hall of Fame Company for Diversity & Inclusion</p>	 <p>Diversity Best Practices 2019 Leading Inclusion Index member 2020 Top 10 Inclusion Index Member</p>	 <p>2019 Top 10 Working Mother 100 Best Companies 34th consecutive year as a 100 Best Company for Working Mothers</p>	
 <p>Hispanic Association on Corporate Responsibility 5-Star Company</p>	 <p>Equileap's 2019 Gender Equality Global Report and Ranking Top 100 Companies</p>	 <p>Swiss LGBTI Label</p>	
 <p>Par 2019 Gender Equality Ranking #4 Latin America #1 Colombia</p>	 <p>2020: 100% in Disability Equality Index 2019: Best Places to Work for People with Disabilities</p>	 <p>Seal of Diversity</p>	
<p>Latina Style #3 in 2019 and #4 in 2020 of the Top 50 Companies for Latinas</p>	 <p>2019 and 2020 Working Mother Best Companies for Multicultural Women</p>	 <p>2019 Working Mother Best Companies for Dads</p>	



Diversity, Equity & Inclusion Impact Review

Johnson & Johnson

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EXHIBIT D

(see attached)



TRANSFORMING LIVES, ADVANCING HOPE

2019 JANSSEN U.S. TRANSPARENCY REPORT



CONTINUALLY ENHANCING DISCOVERY AND DEVELOPMENT



INTRODUCTION

TRANSFORMING LIVES FOR PATIENTS TODAY

ADVANCING HOPE FOR PATIENTS TOMORROW

Our Approach to Research and Development

Continually Enhancing Discovery and Development

Contributing to a Stronger R&D Ecosystem

The Complementary Roles of Public and Privately Funded Research

Sustaining the Engine of Biomedical Innovation

Bringing Our Approved Medicines to Patients: Sales and Marketing

Fighting Sickness with Science: An Alzheimer's Disease Story

REFERENCES

- We strive to make our clinical trial populations reflect the diversity of real-world patient populations. In 2019, we launched an effort to increase the diversity of clinical trial participants and build greater trust in the process. As an example, we enabled more members of under-represented populations to participate in one of our immunology clinical trials, by using machine learning and data science to address a longstanding challenge to recruitment—the choice of appropriate trial sites.
- We explore appropriate ways to supplement the clinical evidence generated by randomized controlled trials with real-world evidence. In 2019, we utilized data science and real-world data to streamline a clinical trial of one of our oncology medicines. ●

PIONEERING DIGITAL CLINICAL TRIALS

We are collaborating with Apple on the Heartline™ study to analyze the impact of wearable technology on the early detection and diagnosis of atrial fibrillation (Afib), a condition that can lead to stroke and other devastating health complications. To learn more about this study, visit heartline.com.



PRE-APPROVAL ACCESS PROGRAMS

The main pathway for gaining access to Janssen's investigational medicines is for a patient to enroll in a clinical trial. Pre-Approval Access (PAA) is the overarching term used for access to an investigational medicine outside of a clinical trial and prior to its approval by a health authority.

For patients with serious or life-threatening illnesses who cannot enroll in clinical trials, pre-approval access programs, such as "expanded access" programs and "named patient" programs for multiple patients, or "single-patient access" requests for individual patients, can be considered. Our policy for considering pre-approval access to investigational medicines is grounded in key ethical principles. Visit janssen.com/compassionate-use-pre-approval-access to learn more.

We typically consider making pre-approval access available when our clinical studies are complete, or when enough scientific evidence is available to inform careful review of requests prior to health authority approval. In 2019, Janssen provided access to 455 patients through PAA programs.¹²⁴

For more information, please visit janssen.com/compassionate-use-pre-approval-access. Healthcare providers may submit a request for access by calling 1-800-JANSSEN or email janssenmedinfo@its.jnj.com.



EXHIBIT E

(see attached)

Clinical Trials 2.0: 5 Ways Johnson & Johnson Is Helping Revamp—and Revolutionize—How They're Conducted

From working to broaden the pool of patients trials have traditionally studied to finding ways for people to participate from the comforts of home, we look at how the company is reinventing clinical trials in truly forward-thinking ways.

By **Hallie Levine** September 02, 2019

Lifesaving cancer medications. High-tech medical devices. Depression therapies that have the potential to help when others haven't.

Without clinical trials to test their effectiveness and safety, none of these innovations would have seen the light of day.



**Global Trial Finder:
Why It Just Got
Easier to Enroll in a
Janssen Clinical
Study**

Johnson & Johnson sponsors and supports thousands of these trials each year, in more than 40 countries—and is also at the forefront when it comes to improving how those clinical trials are conducted.

Take, for example, the company's current efforts to get more children's medications into the research pipeline and cutting-edge "direct-to-patient" (DTP) trials it's conducting that take studies out of the clinical setting altogether and into people's homes.

"Patients and consumers are, and always have been, at the center of everything we do," says Joanne Waldstreicher, M.D., Chief Medical Officer, Johnson & Johnson. "Today, we are operating in an environment where they are increasingly involved, educated and engaged in their own healthcare. To address this evolution, we have systematically changed the way we work to meet their changing needs."

On the eve of Johnson & Johnson's second DTP trial kicking off this month, we take a closer look at the many ways the company is putting new ideas to use in clinical trials, all of which revolve around a tenet it has adhered to for over a century—putting people first.

I.

Designing clinical trials with people in mind



This image contains models and is being used for illustrative purposes only.

Traditionally, people who sign up to participate in a clinical trial don't have much say over how the study is being conducted—but companies like Johnson & Johnson are working to change that.

“We believe that involving patients in clinical trials before they even start can improve the participant experience and help make it more likely that they'll stay in a trial for the duration,” explains Katherine Capperella, Global Patient Engagement Leader, Janssen Pharmaceutical Companies of Johnson & Johnson. “This, in turn, may lead to better data collection and accelerate development of therapies for the patients who need them.”



“My Life's Mission Is Finding a Way to Prevent HIV”: Meet the Lead Scientist on a Promising Female-Focused Vaccine Trial

In 2017, for instance, Janssen researchers asked patients to act out going on visits to a clinical trial site for a study on one of its compounds. Through their observations, the researchers realized that providing transportation and shortening visits went a long way toward improving people's experiences as trial participants.

A year after implementing those changes in the actual study, zero patients had dropped out—a noteworthy improvement, considering the attrition rate for clinical trial participants is generally 18%. The study also won an award for **best patient-centric clinical trial** at the 2017 CARE Awards, which recognize excellence in the biopharmaceutical industry.

Since then, Janssen has collected feedback from an additional 1,700 trial patients in 19 countries. It also just launched HealthCaring Conversations for Clinical Research, a program that uses a science-based

framework for patient-centered conversations to improve the clinical trial experience for both patients and investigators. It's already active in multiple trials, and will be offered to all Janssen trials globally by the end of the year.

2.

Pioneering the "patient-centric" clinical trial



This image contains models and is being used for illustrative purposes only.

Travel can often be a deterrent for clinical trial participants, but it's not the only one. The burden of filling out necessary paper-based questionnaires and assessments can also affect their overall experience.

To make the process of taking part in clinical research easier, Janssen set out to pilot patient-centric solutions that would leverage digital platforms and tools.

"For some trials, data can be collected remotely, so our goal is to build the trial around those patients, enabling them to participate from the comfort of their own home," explains Dmitri Talantov, Senior Medical Director, Clinical Innovation, Janssen Research & Development.



How Johnson & Johnson Is Helping Patients Through Its Compassionate Use Program

As part of this, Janssen launched its first DTP trial last year to study how autoimmune diseases develop in high-risk individuals. Patients were identified and recruited online, using databases of insurance claims and lab results. Blood samples for biomarker tests were collected from them at their homes. And all study-related activities were managed via a telemedicine platform, rather than in person. Researchers are now gearing up for a second DTP trial that kicks off this month to explore how remote biosensors can help them study autoimmune diseases.

Another patient-centric solution from Janssen is a platform called **iSTEP (Integrated Smart Trial & Engagement Platform)**, which the company is incorporating into clinical studies to make participating in trials easier for both patients and trial sites alike.

How? Think scanners that automatically track when medication kits are delivered and returned, and electronic drug labels that can inform patients in real time of changes they need to make in their regimens—innovations designed to improve operational efficiency while also generating richer and more accurate data.

“

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— **Staci Hargraves**, Executive
Sponsor of Diversity and Inclusion
in Clinical Trials at Janssen
Research & Development

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3.

Advancing clinical trials for kids



Clinical trials can often go on for years. And clinical trials that investigate medications for children can run even longer. On average, it takes about **15 years** to complete a pediatric drug development program.

In order to try and improve the process for pediatric clinical studies, Janssen helped create the nonprofit **Institute for Advanced Clinical Trials for Children (I-ACT for Children)**—a global network of pediatric centers conducting studies on pediatric medications.



Why Johnson & Johnson Is on a Mission to Make Treating Pediatric Patients Safer

Then, with the sponsorship of the Innovative Medicines Initiative (IMI) from the European Commission and the European Federation of Pharmaceutical Industries and Associations, **connect4children (c4c)** was launched in 2018. It's a six-year project to bring together 19 pediatric clinical trial networks across Europe designed to unite drug companies, patient advocacy groups, children's hospitals and other public research organizations across the continent.

"Our plan is to foster the development of an infrastructure to improve clinical trials," explains **Katharine Cheng**, Senior Director, Pediatric Drug Development, Janssen. "Currently, when sponsors want to do a study in Europe, they have to go to individual countries and sites to implement it, which slows them down. This way, all the different networks come together. Our hope is that this will allow us to do research more quickly, and answer important questions on safety and efficacy in children."

That hope will be put to the test this year, with the launch of four landmark pediatric studies, led by academic institutions, that will examine the use of steroids to help treat the rare inflammatory disorder Kawasaki disease, and a treatment for brittle bone disease, among others.

4.

Diversifying clinical trials



This image contains models and is being used for illustrative purposes only.

Not everyone who takes a medication responds in the same way—what's effective for one patient may not be for another, or worse, may have unwanted side effects.

One way to help ensure every drug works similarly for as many people as possible is to test it on a diverse pool of people whose ethnic and racial makeup are all different, and reflects the actual population who will ultimately use it. And yet, according to a report from the U.S. Food and Drug Administration, just 2.1% of U.S. clinical trial participants in 2015 and 2016 were Asian American, and fewer than 3% of participants in trials for cardiovascular disease were African American or black—a group that's at higher risk of the disease than the average population.

It's stats like these that help explain why Janssen has developed a new strategy designed to increase enrollment of underserved and underrepresented populations in its clinical trials.



**Do Heart Disease,
Diabetes or Prostate
Cancer Run in Your
Family Tree?
Experts Share How
You Can Help
Reduce Your Risk**

"We realized the importance of having clinical trials include data from *all* patients that carry the burden of disease," says Staci Hargraves, Executive Sponsor of Diversity and Inclusion in Clinical Trials at Janssen Research & Development. "We want to create a culture where inclusive and diverse clinical trials is the immediate expectation."

That includes working to modify Janssen's approach to clinical trial design and operational processes, increase the number of principal investigators who have diverse patient populations and proactively identify and address barriers to enrollment by patients in underrepresented communities.

Another important step is raising awareness of clinical research at the community level.

"We are now making an active effort to go out and simply talk to people," says Cassandra Smith, Diversity and Inclusion in Clinical Trials Lead, Janssen Research & Development. "There's a knowledge gap in many underrepresented communities, as well as a mistrust of clinical research. We want to be on the front lines when it comes to getting out there and breaking down some of the barriers that prevent participation in some communities."

Janssen is already seeing positive results from this work. The company's GRACE (Gender, Race and Clinical Experience) trial, for instance, was the largest trial to focus on women of color taking HIV drugs to date. It's been a key source of insight into how to recruit and retain minority trial participants, including in studies that are in development for diseases such as prostate cancer and lupus.

Lupus, in fact, is two to three times more prevalent in women of color than in Caucasian women—and yet the first drug approved to treat lupus in 50 years does not have enough data to support whether it's effective in African Americans with the condition.



**5 Ways One
Company Is Working
to Boost the Health
of the African-
American
Community**

So, when Janssen researchers launched the groundbreaking LOTUS trial last year, they actively recruited a diverse population at the outset, in part by doing local and social media outreach using imagery and educational materials that would appeal to real patients, providing transportation assistance and choosing trial sites with inclusion in mind.

So far, the study is on track to meet its participant goals.

"It's a bit of a myth that seeking out a population of diverse clinical trial participants incurs heavy costs and project delays," Smith says. "That's just not true if you plan an inclusive trial from the beginning. With concentrated effort, we can move the needle and make sure our trials are well-represented by all patients."

5.

Using real-world data—or reusing trial data—in a unique way



Controlled clinical trials have long been the gold standard for assessing the safety and effectiveness of treatments. Today, though, we have access to hundreds of millions of **real-world data (RWD)** points about how people are using them, including electronic health records, health insurance claims and even mobile phones. And, in many cases, these data points can be more useful to researchers than trial data. There are also situations in which reusing clinical trial data can reduce the need to conduct further trials.



What Really Happens to Your Patient Data? A Chief Medical Officer Explains

“They allow us to take a closer look at populations that may not have been well represented in the original clinical trial and then study the impact of a particular treatment over a longer period of time,” explains Jesse Berlin, Sc.D., Vice President and Global Head, Epidemiology, Janssen.

Cases in point: Existing data from four clinical trials on a Janssen treatment revealed that it can help prevent symptomatic blood clots and even mortality following knee or hip replacement surgery. And 29 studies worth of data on **Listerine®** showed that it was effective in reducing gingivitis and promoting **overall oral health**, leading to the approval of a new health claim to be used on Canadian product labels.

More recently, Janssen developed a new model for translating RWD into real-world evidence (RWE) of health benefits by using de-identified patient information from four U.S. administrative claims databases as part of the largest and most comprehensive evaluation of the risk of hospitalization and other complications for certain **type 2 diabetes** treatments.

"Going forward," Berlin says, "we will be continuing to engage with agencies and others to explore how the innovative work we've been doing can inform regulatory and clinical decisions."

EXHIBIT F

(see attached)

OUR COMPANY

Johnson & Johnson to Address Racial and Social Injustice Through Platform that Aims to Eliminate Health Inequities for People of Color

Johnson & Johnson commits \$100 million over the next five years to invest in and promote health equity solutions

NEW BRUNSWICK, N.J., November 17, 2020 – Johnson & Johnson announced today \$100 million in commitments and collaborations over the next five years to invest in and promote health equity solutions for Black people and other communities of color in the United States. Society has been significantly impacted by systemic racism, the COVID-19 pandemic, and the economic decline throughout this year, which have all spotlighted healthcare inequities.

“There is an urgent need to take on the inequities rooted in systemic racism that threaten health in communities of color across the United States,” said Alex Gorsky, Chairman and Chief Executive Officer of Johnson & Johnson. “That’s why Johnson & Johnson is focusing its efforts and committing \$100 million to address racial and social injustice as the critical public health issue that it is. As the largest and most broadly-based healthcare company in the world, we are uniquely positioned to convene private, public and community organizations in pursuit of this shared aspiration—and work together to make a meaningful impact through science, business, public health, and philanthropy.”

The Company’s commitment prioritizes three key areas: Healthier Communities – investing in programs that help provide equitable healthcare for underserved communities; Enduring Alliance – forging partnerships and alliances that combat racial and social health determinants; and Diverse & Inclusive Corporate Culture – ensuring a diverse and inclusive workforce.

Healthier Communities

“The quality of your healthcare should not be determined by your race and ethnicity,” said Alex Gorsky. Johnson & Johnson is investing in culturally competent community care solutions that create healthier outcomes for Black people and other communities of color. Several key community programs are immediately underway, and others will be deployed.

- In order to better connect clinical and medical care with social and cultural needs, Johnson & Johnson is introducing new scholarships, mentoring and non-financial support to improve representation of people of color in medical, scientific, and health professions.
- The Company will strengthen community health by providing technology enhancements and mobile health solutions, that put health within reach of underserved and minority populations through partnerships with Community Based Clinics and Federally Qualified Health Centers.
- Johnson & Johnson is undertaking a major initiative to increase access and participation in clinical trials in diverse populations.
- While health equity efforts will go beyond the COVID-19 pandemic, knowing communities of color have been disproportionately impacted, the Company has funded mobile vans to extend the reach of care in high-need and hard-to-reach areas to support COVID-19 testing, starting with Detroit and New Orleans. Further, the Company is seeking diverse enrollment in the COVID-19 vaccine clinical trials to inform the safety and effectiveness of the vaccine.
- As a kick-start effort to bring health equity ideas forward directly from those impacted, Johnson & Johnson will partner with local community leaders, businesses and entrepreneurs in six major cities across America to identify and invest in scalable and sustainable healthcare solutions that have the potential to create a positive impact for communities of color.

Enduring Alliances

“Our 130+ year history in healthcare, science and technology gives us access to a global network that we will activate and inspire to join us in influencing systemic change that positively impacts the quality of healthcare for Black people and other communities of color,” said Michael Sneed, Executive Vice President, Global Corporate Affairs & Chief Communications Officer, Johnson & Johnson.

Johnson & Johnson is leveraging its global network to also address social, environmental, and economic determinants related to health inequities. The Company is partnering with universities, health systems, NGOs and government to build breakthrough coalitions to develop and expand economic, education and social programs that close the health disparity divide.

- Starting in 2021, the Company will introduce alliances, collaborations and partnerships that support health equity solutions and educational programming ranging from maternal health resources to inspiring Black students to pursue science and health careers.
- Johnson & Johnson is partnering with The Executive Leadership Council to provide college scholarships and other resources to Black students who have a passion for STEM, business, or healthcare-related fields.

- The Company will invest in partnerships that address the disproportionate health impact of climate change on communities of color.

In addition to its commitment to health equity, through the Johnson & Johnson Supply Chain, the Company is also proud to commit several hundred million in annual spend with Black and Hispanic owned businesses over the next five years to drive positive social and economic impact.

Diverse & Inclusive Corporate Culture

“Our long-standing commitment to diversity, equity, and inclusion gives us the foundation to drive sustainable change. We are accelerating and expanding our efforts to strengthen our inclusive culture and build a workforce that reflects the diversity of the patients and communities we serve.” said Wanda Hope, Chief Diversity & Inclusion Officer, Johnson & Johnson.

Internally, Johnson & Johnson remains focused on cultivating a diverse and inclusive workforce that inspires innovative healthcare solutions around the world.

- The Company is committed to hiring more diverse employees and has set a goal of achieving 50% growth of its African American talent at the manager and above levels in the U.S. over the next five years.
- Johnson & Johnson is also enhancing HR processes to optimize how it accesses, hires, and develops talent, and is offering cultural immersion programs to enhance awareness and understanding.

Johnson & Johnson will make multi-million-dollar investments in Healthier Communities and Enduring Alliances programs, while the investment made in its Diverse & Inclusive Corporate Culture will largely focus on enhancing processes, training, and education. Although this announcement represents immediate action, Johnson & Johnson’s commitment to address racial and social injustice is enduring.

About Johnson & Johnson

At Johnson & Johnson, we believe good health is the foundation of vibrant lives, thriving communities and forward progress. That’s why for more than 130 years, we have aimed to keep people well at every age and every stage of life. Today, as the world’s largest and most broadly-based health care company, we are committed to using our reach and size for good. We strive to improve access and affordability, create healthier communities, and put a healthy mind, body and environment within reach of everyone, everywhere. We are blending our heart, science and ingenuity to profoundly change the trajectory of health for humanity.

Note to Investors Concerning Forward-Looking Statements

This press release contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995 regarding, among other things: future operating and financial performance, product development, market position and business strategy. The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from the expectations and projections of Johnson & Johnson. Risks and uncertainties include, but are not limited to: economic factors, such as interest rate and currency exchange rate fluctuations; competition, including technological advances, new products and patents attained by competitors; challenges inherent in new product research and development, including uncertainty of clinical success and obtaining regulatory approvals; uncertainty of commercial success for new and existing products; challenges to patents; the impact of patent expirations; the ability of The Company to successfully execute strategic plans; the impact of business combinations and divestitures; manufacturing difficulties or delays, internally or within the supply chain; product efficacy or safety concerns resulting in product recalls or regulatory action; significant adverse litigation or government action, including related to product liability claims; changes to applicable laws and regulations, including tax laws and global healthcare reforms; trends toward healthcare cost containment; changes in behavior and spending patterns of purchasers of healthcare products and services; financial instability of international economies and legal systems and sovereign risk; and increased scrutiny of the healthcare industry by government agencies. A further list and descriptions of these risks, uncertainties and other factors can be found in Johnson & Johnson’s Annual Report on Form 10-K for the fiscal year ended December 29, 2019, including in the sections captioned “Cautionary Note Regarding Forward-Looking Statements” and “Item 1A. Risk Factors,” and in The Company’s most recently filed Quarterly Report on Form 10-Q, and The Company’s subsequent filings with the Securities and Exchange Commission. Copies of these filings are available online at www.sec.gov, www.jnj.com or on request from Johnson & Johnson. Any forward-looking statement made in this release speaks only as of the date of this release. Johnson & Johnson does not undertake to update any forward-looking statement as a result of new information or future events or developments.