



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 9, 2022

Sarkis Jebejian
Kirkland & Ellis LLP

Re: Eli Lilly and Company (the "Company")
Incoming letter dated December 23, 2021

Dear Mr. Jebejian:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the Service Employees International Union for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests a report on the Company's lobbying expenditures that contains information specified in the Proposal.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). Based on the information you have presented, it appears that the Company's public disclosures do not substantially implement the Proposal.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(11). In our view, the Proposal does not substantially duplicate the proposal submitted by CommonSpirit Health.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2021-2022-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Maureen O'Brien
Segal Marco Advisors

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

Sarkis Jebejian, P.C.
To Call Writer Directly:
+1 212 446 5944
sarkis.jebejian@kirkland.com

601 Lexington Avenue
New York, NY 10022
United States

+1 212 446 4800

www.kirkland.com

Facsimile:
+1 212 446 4900

December 23, 2021

VIA EMAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549
Email: shareholderproposals@sec.gov

Re: Shareholder Proposal of the Service Employees International Union

Ladies and Gentlemen:

We submit this letter on behalf of Eli Lilly and Company (“*Lilly*” or the “*Company*”) to notify the Securities and Exchange Commission (the “*Commission*”) that the Company intends to omit from its proxy statement and form of proxy for its 2022 Annual Meeting of Shareholders (the “*2022 Annual Meeting*” and such materials, the “*2022 Proxy Materials*”) a shareholder proposal and supporting statement (the “*Proposal*”) submitted by the Service Employees International Union (the “*Proponent*”). We also request confirmation that the staff of the Division of Corporation Finance (the “*Staff*”) will not recommend enforcement action to the Commission if the Company omits the Proposal from the 2022 Proxy Materials for the reasons discussed below.

The Company currently anticipates filing a preliminary proxy statement with the Commission on or around February 25, 2022 due to the inclusion in the 2022 Proxy Materials of proposals to amend the Company’s Amended Articles of Incorporation and expects to file its definitive 2022 Proxy Materials on or around March 18, 2022. Accordingly, in compliance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended, we have filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2022 Proxy Materials with the Commission. In light of the Company’s timeline for filing a preliminary proxy statement, the Company requests that the Staff respond to this letter prior to February 25, 2022 if practicable.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008), we are emailing this letter 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 Proponent as notice of the Company’s intent to omit the Proposal from the 2022 Proxy Materials. Likewise, we

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take this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the 2022 Annual Meeting:

Whereas, we believe in full disclosure of Eli Lilly and Company's ("Lilly's") direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interests of shareholders.

Resolved, shareholders of Lilly request the preparation of a report, updated annually, disclosing:

1. Company policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Lilly used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Lilly's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Lilly is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the territory, local, state and federal levels.

The report shall be presented to the Public Policy and Compliance Committee and posted on Lilly's website.

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A copy of the Proposal is attached hereto as Exhibit A.

BASIS FOR EXCLUSION

The Company hereby respectfully requests that the Staff concur in its view that the Company may exclude the Proposal from the 2022 Proxy Materials pursuant to:

- Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal; and
- Rule 14a-8(i)(11) because the Proposal substantially duplicates the Prior Proposal (as defined below), and if the Staff does not concur with the exclusion of the Prior Proposal pursuant to a separate no-action request, the Company expects to include the Prior Proposal in the 2022 Proxy Materials.

ANALYSIS

1. The Proposal May be Excluded Under Rule 14a-8(i)(10) Because the Company Has Substantially Implemented the Proposal.

A. Background

In November 2021, the Company updated its political participation website (the “*Political Participation Website*”) ¹ to disclose substantial information with respect to the direct and indirect political activities of the Company and the Company’s employee-led political action committee (the “*LillyPAC*”), including without limitation, information regarding:

- board oversight of the Company’s political expenditures and lobbying activities;
- the Company’s political contributions to candidates for public office (directly from the Company and through the LillyPAC);
- recipients of the Company’s political contributions;
- the Company’s federal and state lobbying activities; and

¹ Available at <https://www.lilly.com/policies-reports/public-policy-political-participation>, and attached hereto as Exhibit B.

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- the Company’s trade association memberships (including those trade associations where the Company has a board seat).

The Company also disclosed information concerning board and board committee oversight over the Company’s political activities in the Company’s proxy statement for the 2021 annual meeting of shareholders (the “*2021 Proxy Materials*”).²

Beyond the extensive disclosures in the Political Participation Website and the 2021 Proxy Materials described above, additional information regarding the Company’s political activities is available from numerous other public sources. The Company’s direct lobbying expenses are also available to the public on the Lobbying Disclosure page of the U.S. House website³ and through individual state agencies. Additionally, the trade associations through which the Company conducts its indirect lobbying activities are also required to disclose their lobbying expenditures to the United States Senate under the Lobbying Act of 1995, and additional details regarding the Company’s corporate contributions, LillyPAC’s contribution data, and the Company’s direct lobbying expenses are available to the public on the Federal Election Committee website⁴ and through individual state agencies.

B. Rule 14a-8(i)(10) Background

Rule 14a-8(i)(10) allows a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The purpose of Rule 14a-8(i)(10) is “to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management.” SEC Release No. 34-12598 (Jul. 7, 1976). Importantly, Rule 14a-8(i)(10) does not require a company to implement every detail of a proposal in order for the proposal to be excluded. The Staff has maintained this interpretation of Rule 14a-8(i)(10) since 1983, when the Commission reversed its prior position of permitting exclusion of a proposal only where a company’s implementation efforts had “fully” effectuated the proposal. SEC Release No. 34-20091 (Aug. 16, 1983). The 1998 amendments to Rule 14a-8 codified this position. See *Exchange Act Release No. 40018* (May 21, 1998) (the “*1998 Release*”), at n.30 and accompanying text. Based on this revised approach, the Staff has consistently taken the position that a proposal has been “substantially implemented” and may be excluded as moot when a company can demonstrate that it has already taken actions to address the “essential elements” of the proposal, and a company’s policies, practices and procedures “compare favorably with the

² Available at <https://www.sec.gov/Archives/edgar/data/0000059478/000005947821000104/llydef14a2021.htm>, pages 8, 31 –35, and 79 –80.

³ Available at disclosures.house.gov/ld/ldsearch.

⁴ Available at fec.gov/data/.

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guidelines of the proposal.” See *General Motors Corp.* (Mar. 4, 1996) (permitting exclusion of a proposal where the company argued, “[i]f the mootness requirement of paragraph (c)(10) were applied too strictly, the intention of [the rule]—permitting exclusion of ‘substantially implemented’ proposals—could be evaded merely by including some element in the proposal that differs from the registrant’s policy or practice.”). For example, 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); and *The Boeing Co.* (Feb. 17, 2011) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company review its policies related to human rights and report its findings, where the company had already adopted human rights policies and provided an annual report on corporate citizenship).

The Staff has noted that “a determination that a company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (Mar. 28, 1991). Even if a company’s actions do not go as far as those requested by the stockholder proposal, they nonetheless may be deemed to “compare favorably” with the requested actions. See also, *Advance Auto Parts, Inc.* (Apr. 9, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company issue a sustainability report “in consideration of the SASB Multiline and Specialty Retailers & Distributors standard,” on the basis that the company’s “public disclosures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal,” where the company argued that a combination of its existing disclosures sufficiently addressed the core purpose of the proposal, acknowledging that the disclosures deviated in certain respects from the SASB standard); *Applied Materials, Inc.* (Jan. 17, 2018) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company

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“improve the method to disclose the Company’s executive compensation information with their actual compensation,” on the basis that the company’s “public disclosures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal,” where the company argued that its current disclosures follow requirements under applicable securities laws for disclosing executive compensation); *Kewaunee Scientific Corporation* (May 31, 2017) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that nonemployee directors no longer be eligible to participate in the company’s health and life insurance programs, on the basis that the company’s “policies, practices and procedures compare favorably with the guidelines of the proposal and that Kewaunee...substantially implemented the proposal,” where the board had adopted a policy prohibiting nonemployee directors from participating in the company’s health and life insurance programs after December 31, 2017, an effective date that was later than the effective date the proponent may have envisioned); *Exxon Mobil Corp.* (Mar. 23, 2009) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report regarding political contributions where the company’s pre-existing political contribution policies and procedures compared favorably to the proposal at issue, despite the disclosures not being as fulsome as the proponent had contemplated, and the analysis not rising to the level of detail that the proponent desired); *Walgreen Co.* (Sept. 26, 2013) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting elimination of supermajority voting requirements in the company’s governing documents where the company had eliminated all but one of the supermajority voting requirements); and *Johnson & Johnson* (Feb. 17, 2006) (permitting exclusion under Rule 14a-8(i)(10) of a proposal that requested the company to confirm the legitimacy of *all* current and future U.S. employees because the company had verified the legitimacy of 91% of its domestic workforce).

The Staff applied this standard to a proposal similar to the Proposal in *Exelon Corporation* (Feb. 26, 2010), where the proposal requested a semi-annual report that sought disclosure of the company’s policies and procedures for political contributions, both direct and indirect, as well as a list of “[m]onetary and non-monetary contributions to political candidates, political parties, political committees and other political entities organized and operating under 26 USC Sec. 527 of the Internal Revenue Code.” The company argued that it had adopted Corporate Political Contributions Guidelines and began issuing a report disclosing the company’s political contributions, which substantially implemented the proposal by “giving the Company’s Shareholders an up-to-date view of the Company’s policies and procedures with regard to political contributions and...with up-to-date information about the Company’s political contributions.” The Staff concurred that Exelon’s shareholders did not need to “reconsider the issue” because it “already acted favorably on an issue addressed in a shareholder proposal” in exclusion of the proposal under Rule 14a-8(i)(10).

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C. The Company Has Substantially Implemented the Proposal

The Company has substantially implemented the essential elements of the Proposal, which call for the Company's board of directors (the "*Board*") to prepare an annually updated report to shareholders disclosing the Company's "direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interest of shareholders."⁵ As detailed in the table below, the Company has already taken actions to address the essential elements of the Proposal by providing shareholders an up-to-date view of the Company's policies and procedures with regard to its lobbying activities, lobbying expenditures, trade group memberships, decision-making and system of oversight through existing disclosures in the Company's Political Participation Website, proxy materials, environmental, social and governance website (the "*ESG Website*")⁶ and other publicly available policies and procedures regarding its political activities. Section 1 of the table sets forth illustrative examples of Lilly's already existing public disclosures of its policies and procedures governing lobbying activities; Section 2 sets forth illustrative examples of Lilly's already existing public disclosures of its lobbying expenditures; Section 3 sets forth illustrative examples of Lilly's already existing public disclosures of its membership in and payments to any tax-exempt organization that writes and endorses model legislation; Section 4 sets forth illustrative examples of Lilly's already existing public disclosures of its decision making process and the Board's oversight over lobbying activities; and Section 5 sets forth illustrative examples of Lilly's already existing public disclosures describing how the foregoing information is updated annually. These disclosures collectively enable shareholders to assess whether the Company's lobbying activities are consistent with its expressed goals and in the best interest of shareholders. In addition, by directing Lilly's public policy engagement toward offering "Lilly's perspective on the political environment *in a manner that supports access to innovative medicines,*" (emphasis added)⁷ the Company's policies and procedures relating to its engagement in political activities seek to align Lilly's lobbying activities with its expressed goals, thereby comparing favorably with the requests in the Proposal. Therefore, consistent with the line of precedent cited above, the Company has

⁵ Proposal (Exhibit A), "Whereas" clause.

⁶ Available at <https://esg.lilly.com>, and attached hereto as Exhibit C.

⁷ Political Participation Website (Exhibit B).

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substantially implemented the Proposal and, accordingly, the Proposal should be excluded from the 2022 Proxy Materials pursuant to Rule 14a-8(i)(10).

For the convenience of the Staff, the following table illustrates the Company’s substantial implementation of each request in the Proposal.

<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
<p><u>Section 1: Lilly’s Policies and Procedures Governing Lobbying Activities</u></p> <p>Disclose “Company policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.”</p>	<p><u>General policies and procedures</u></p> <p><u>Political Participation Website:</u> <i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “As a biopharmaceutical company that develops treatment for serious diseases, we play an important role in public health. We believe it is important for our company to be a responsible participant in political and public policy debates around the world. Our engagement in the political arena helps ensure that patients have access to needed medications—leading to improved patient outcomes. <i>Through public policy engagement, we provide a way for all our locations globally to offer Lilly’s perspective on the political environment in a manner that supports access to innovative medicines.</i> We also look for ways to engage on issues specific to local business environments.” (emphasis added) • “Our public policy efforts center on three key areas: innovation; health care delivery; and pricing and reimbursement. We disclose our lobbying activities in compliance with the Lobbying Disclosure Act. For additional information on Lilly’s positions on healthcare policies, please

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>see: lilly.com/policies-reports/public-policy⁸</p> <p><u>Governance:</u></p> <p><u>2021 Proxy Materials:</u> <i>Governance</i></p> <ul style="list-style-type: none"> • “Our board oversees and maintains ongoing engagement with our Compensation Committee, Directors and Corporate Governance Committee, and senior executives on key <i>political</i>, social, and governance matters, including sustainability and human capital management.” (emphasis added)⁹ <p><i>Membership and Meetings of the Board and Its Committees</i></p> <ul style="list-style-type: none"> • “The board exercises oversight over a broad range of areas, but the board’s key responsibilities include the following (certain of which are carried out through the board’s committees):...overseeing the company’s approach to current and emerging <i>political</i>, social, environmental, and governance trends and <i>public policy issues that may affect the company.</i>” (emphasis added)¹⁰ <p><i>Highlights of the Company’s Corporate</i></p>

⁸ The Company’s healthcare policy positions are embedded as a link on the Political Participation Website, and attached hereto as Exhibit D.

⁹ 2021 Proxy Materials, page 6.

¹⁰ 2021 Proxy Materials, page 33.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><i>Governance</i></p> <ul style="list-style-type: none"> “The Directors and Corporate Governance Committee in turn identifies and brings to the attention of the board, as appropriate, current and emerging social, environmental, political, and governance trends and public policy issues that may affect our business operations, performance, or reputation.”¹¹ <p><u>Directors and Corporate Governance Committee Charter (the “DCG Charter”):</u>¹² <i>Duties and Responsibilities</i></p> <ul style="list-style-type: none"> “Identify and bring to the attention of the board as appropriate current and emerging social, environmental, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.” <p><u>The Company’s Corporate Governance Guidelines (the “Guidelines”):</u>¹³ <i>Sustainability</i></p> <p>“The board and the Directors and Governance Committee oversee the company’s approach to current and</p>

¹¹ 2021 Proxy Materials, page 35.

¹² Available at https://assets.ctfassets.net/srys4ukjcerm/3fGLMQ7uz6Ohr576Fe0oCQ/d59b4c33fe07beee041eadb7cf2a9c4d/Directors_and_Governance_Committee_Charter.pdf.

¹³ Available at https://assets.ctfassets.net/1o78rkh13da6/4s23VaYR1QhBzfnagYvMM4/01acf2bff4f787927dc7252ad4e847a9/Corporate_Governance_Guidelines.pdf.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>emerging <i>political</i>, social, environmental, and governance trends and <i>public policy issues</i> that may affect the company’s business operations, performance or <i>reputation</i>.” (emphasis added)</p> <p><u>Direct Lobbying</u></p> <p><u>Political Participation Website:</u> <i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “Lilly conducts direct lobbying efforts at the federal, state, and local levels to educate policymakers on the specific implications that various legislation may have on the company, our community, and patients. Lilly’s Vice President, U.S. Government Affairs is responsible for the company’s lobbying activities.” • “When engaging in lobbying activities, we comply with the laws that govern such activities. Lilly employees must also comply with our global policies, core values and legal obligations, which are outlined in our written Code of Business Conduct, The Red Book.”¹⁴ • “Where permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue

¹⁴ Available at https://assets.ctfassets.net/1o78rkh13da6/5zuwIQDPRsZ776L3SrFoXQ/0e9392b77d5b2717b56f010ad8284e94/The_Red_Book_2021_Lilly_Code_of_Business_Conduct_English.pdf.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual Report of Political Financial Support.”¹⁵</p> <p><u>Indirect Lobbying</u></p> <p><u>Political Participation Website:</u> <i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “Lilly maintains memberships in organizations that report lobbying activity to the U.S. federal government, including the Pharmaceutical Research and Manufacturers of America, the National Association of Manufacturers, the Biotechnology Innovation Organization, the U.S. Chamber of Commerce and the Business Roundtable. We support organizations that champion public policies that contribute to pharmaceutical innovation, healthy patients, and a healthy business climate.” • “Our membership in these organizations is evaluated annually by the company’s U.S. Government Affairs leaders based on these organizations’ expertise in healthcare policy and advocacy and support of key issues of importance to Lilly.”

¹⁵ Available at https://assets.ctfassets.net/srys4ukjcerm/5pYx4mInzsVPq5ro8ZjhqO/09f5a7dbeded02ca3d9aa6910e716f77/2020_Lilly_Report_of_Political_Financial_Support.pdf, and attached hereto as Exhibit E.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><u>Grassroots Lobbying Communications:</u> <i>Not Applicable</i></p> <ul style="list-style-type: none"> • The Company does not engage in “grassroots” lobbying communications.
<p><u>Section 2: Lobbying Expenditures</u></p> <p>Disclose “[p]ayments by Lilly used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.</p>	<p><u>Payments for Direct and Indirect Lobbying</u></p> <p><u>Political Participation Website:</u> <i>Federal and State Lobbying Activities</i></p> <ul style="list-style-type: none"> • “In 2020, Lilly spent \$5,420,000 on U.S. federal lobbying activities, which includes, but is not limited to, compensation and benefits for staff members, payment of external consultants, policy research funding and travel expenses.” <p><i>Political Contributions to Candidates for Public Office</i></p> <ul style="list-style-type: none"> • “Lilly voluntarily discloses its corporate political contributions on an annual basis. In 2020, Lilly provided corporate contributions to state candidates and committees totaling \$241,000. For more information, please see our 2020 Report of Political Financial Support.” • “LillyPAC voluntarily discloses its contributions on an annual basis. In 2020, LillyPAC contributions to local, state and federal candidates totaled \$727,800. For more information, please see our 2020 Report of Political Financial Support.”

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><i>Trade Association Memberships</i></p> <ul style="list-style-type: none"> • As noted above, the Political Participation Website contains information regarding the Company’s U.S. trade association memberships for which the Company pays annual dues of \$50,000 or more that also includes information regarding the percentage of dues collected by such trade association utilized for federal and state lobbying and political expenditures. <p><i>Recipients of Company’s Political Contributions</i></p> <ul style="list-style-type: none"> • As noted above, “[w]here permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual Report of Political Financial Support.”¹⁶

¹⁶ See Exhibit E. The Company has published a report of its political financial support since 2010. These reports are also available on the Political Participation Website.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><u>Payments for Grassroots Lobbying Communications:</u> <i>Not Applicable</i></p> <ul style="list-style-type: none"> As noted above, the Company does not engage in “grassroots” lobbying communications.
<p><u>Section 3: Memberships in Certain Tax-Exempt Organizations</u></p> <p>Disclose “Lilly’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.”</p>	<p><u>The Political Participation Website:</u> <i>Payments to any Tax-Exempt Organizations that write and endorse model legislation</i></p> <ul style="list-style-type: none"> As noted above, the Political Participation Website contains information regarding the Company’s U.S. trade association memberships for which the Company pays annual dues of \$50,000 or more that also includes information regarding the percentage of dues collected by such trade association utilized for federal and state lobbying and political expenditures. Several of these trade associations write and endorse model legislation, however, the Company also notes that “we recognize that these organizations may engage in a broad range of other issues that extend beyond the scope of what is of primary importance to Lilly. If concerns arise about an organization’s activities or involvement, we convey our concerns to these groups. We believe there is value in making sure our positions on issues important to Lilly and our industry are communicated and understood within those organizations. Lilly’s membership in these groups comes with the understanding that we may not always agree with the positions of the larger organization and/or other members.”

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
<p>Section 4: Decision-Making Process and Board Oversight</p> <p>Disclose a “[d]escription of management’s decision making process and the Board’s oversight for making payments described... above.”</p>	<p><u>Political Participation Website:</u> <i>Decision-making process and the Board’s oversight for making political contributions</i></p> <ul style="list-style-type: none"> • As noted above, the “Lilly Board of Directors exercises governance oversight of our political expenditures and lobbying activities to ensure that we fulfill our commitment to stewardship of corporate funds and risk minimization with respect to such activities, as well as other environmental, social and governance matters,” and furthermore, “the full Board receives regular updates at Board meetings from our Senior Vice President, Corporate Affairs and Communications, which include updates on public policy issues and the company’s political corporate activity, as needed. The entire Board also receives semi-annual updates on political engagement, including information on the contributions made by LillyPAC and the company, as well as trade association memberships.” • “Lilly’s Vice President, U.S. Government Affairs reviews and approves all corporate political contributions to ensure these contributions are consistent with the company’s guidelines and in accordance with applicable laws. The company’s General Counsel and the Chief Financial Officer, or their designees, also approve all corporate political contributions before they are made.” • “The LillyPAC governing board is comprised of 16 U.S.-based employees who represent business areas throughout

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>the company. The LillyPAC governing board reviews all contributions made by LillyPAC twice annually. Lilly’s Vice President, U.S. Government Affairs manages LillyPAC operations, and a member of Lilly’s Executive Committee serves as an executive sponsor and board chair of LillyPAC to ensure compliance and alignment with company priorities.”</p> <ul style="list-style-type: none"> As noted above, when engaging in lobbying activities, all of the Company’s employees must comply with the Company’s publicly disclosed Code of Business Ethics. <p><u>2021 Proxy Materials:</u> <i>Role of the Board</i></p> <ul style="list-style-type: none"> As noted above, the entire Board exercises oversight over “current and emerging political, social, environmental, and governance trends and public policy issues that may affect the company.” (emphasis added)¹⁷ <p><u>Guidelines:</u> <i>Key Board Responsibilities</i></p> <ul style="list-style-type: none"> As noted above, a mandate of the Directors and Corporate Governance Committee includes “oversee[ing] the company’s approach to current and emerging political, social, environmental, and governance trends and public policy issues that may

¹⁷ 2021 Proxy Materials, page 33.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>affect the company’s business operations, performance or reputation.”</p> <p><u>DCG Charter:</u> <i>Duties and Responsibilities</i></p> <ul style="list-style-type: none"> As noted above, the Directors and Corporate Governance committee of the Board’s duties and responsibilities include “identify[ing] and bring[ing] to the attention of the board as appropriate current and emerging social, environmental, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.”
<p><u>Section 5: Annual Updates</u></p> <p>“The report shall be updated annually.”</p>	<ul style="list-style-type: none"> As noted above, any political contributions made by the Company or through the LillyPAC will be updated annually on the Company’s Report of Political Financial Support, which is updated and published annually. The above referenced disclosures and information are already publicly available through the Company’s various websites dedicated to substantial disclosure of the Company’s lobbying activities, including the Political Participation Website, proxy materials and other publicly available policies and procedures, all of which are reviewed and updated annually.

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2. The Proposal May be Excluded Under Rule 14a-8(i)(11) Because It Substantially Duplicates An Earlier Submitted Proposal For Which the Company is Seeking A Separate No-Action Request.

A. Background

The Proposal substantially duplicates a proposal the Company received from CommonSpirit Health on November 12, 2021 (the “*Prior Proposal*”), three days before the date the Company first received the Proposal from the Proponent.¹⁸ As discussed below, the Proposal and the Prior Proposal both share the same principal focus and principal thrust requesting that the Company prepare a report to shareholders disclosing the Company’s direct and indirect lobbying activities for the purpose of assessing (1) whether the Company’s lobbying activities are aligned with its expressed goals and (2) the risks associated with the misalignment thereof. Therefore, there is a risk that the Company’s shareholders would be confused by the inclusion of both proposals and assume incorrectly that there are substantive differences between the two of them. We have separately submitted a request for no-action relief with regard to the Prior Proposal on the basis that the Company substantially implemented the Prior Proposal. However, if the Staff does not concur with the Company’s view that the Prior Proposal is excludable pursuant to Rule 14a-8(i)(10), the Company intends to include the Prior Proposal in the 2022 Proxy Materials. A copy of the Prior Proposal is attached hereto as Exhibit F.

B. Rule 14a-8(i)(11) Background

Rule 14a-8(i)(11) provides that a stockholder proposal may be excluded if it “substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company’s proxy materials for the same meeting.” The Commission has stated that “the purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). Two stockholder proposals need not be identical in order to provide a basis for exclusion under Rule 14a-8(i)(11). The standard that the Staff traditionally has applied for determining whether stockholder proposals are substantially duplicative is whether the proposals present the same “principal focus” or “principal thrust.” *Pacific Gas & Electric Co.* (Feb. 1, 1993). A proposal may be excluded as substantially duplicative of another proposal despite differences in terms or breadth and despite the proposals requesting different actions. *See, e.g., Exxon Mobil Corp.* (Mar. 13, 2020) (permitting exclusion under Rule 14a-8(i)(11) of a proposal where the Staff explained “the two proposals share a concern for seeking additional transparency from the [c]ompany about its

¹⁸ See Exhibit G, for evidence of the Company’s receipt of the Prior Proposal (November 12, 2021) and the Proposal (November 15, 2021).

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lobbying activities and how these activities align with the [c]ompany's expressed policy positions" despite the proposals requesting different actions); *Wells Fargo & Co.* (Feb. 8, 2011) (permitting exclusion under Rule 14a-8(i)(11) of a proposal seeking a review and report on the company's loan modifications, foreclosures and securitizations as substantially duplicative of a proposal seeking a review and report that would include "home preservation rates" and "loss mitigation outcomes," which would not necessarily be covered by the other proposal); *Chevron Corp.* (Mar. 23, 2009, *recon. denied* Apr. 6, 2009) (permitting exclusion under Rule 14a-8(i)(11) of a proposal requesting that an independent committee prepare a report on the environmental damage that would result from the company's expanding oil sands operations in the Canadian boreal forest as substantially duplicative of a proposal to adopt goals for reducing total GHG emissions from the company's products and operations); *Bank of America Corp.* (Feb. 24, 2009) (permitting exclusion under Rule 14a-8(i)(11) of a proposal requesting the adoption of a 75% hold-to-retirement policy as subsumed by another proposal that included such a policy as one of many requests); *Ford Motor Co. (Leeds)* (Mar. 3, 2008) (permitting exclusion under Rule 14a-8(i)(11) of a proposal to establish an independent committee to prevent Ford family stockholder conflicts of interest with non-family stockholders as substantially duplicative of a proposal requesting that the board take steps to adopt a recapitalization plan for all of the company's outstanding stock to have one vote per share).

Furthermore, the Staff has consistently concurred that two proposals can be substantially similar within the scope of Rule 14a-8(i)(11) notwithstanding a slight difference in the actions requested. *See, e.g., Caterpillar Inc. (AFSCME Employees Pension Plan)* (Mar. 25, 2013) (permitting exclusion under Rule 14a-8(i)(11) of a proposal requesting a report was substantially duplicative of a proposal that the company "review and amend, where applicable," certain policies and post a summary of the review on the company's website, despite the addition of an additional action in connection with the requested report); *Cooper Industries, Ltd.* (Jan. 17, 2006) (permitting exclusion under Rule 14a-8(i)(11) of a proposal requesting that the company "review its policies related to human rights to assess areas where the company needs to adopt and implement additional policies and to report its findings" as substantially duplicating a prior proposal requesting that the company "commit itself to the implementation of a code of conduct based on... ILO human rights standards and United Nations' Norms on the Responsibilities of Transnational Corporations with Regard to Human Rights"); *Ford Motor Co.* (Feb. 19, 2004) (permitting exclusion under Rule 14a-8(i)(11) of a proposal calling for internal goals related to greenhouse gases as substantially similar to a proposal calling for a report on historical data on greenhouse gas emissions and the company's planned response to regulatory scenarios, where the company successfully argued that "[a]lthough the terms and the breadth of the two proposals are somewhat different, the principal focus and thrust are substantially the same, namely to encourage the [c]ompany to adopt policies that reduce greenhouse gas emissions in order to enhance competitiveness").

Additionally, the Staff has frequently concurred with the exclusion of a proposal relating to a company's lobbying activities that was substantially duplicative to a prior proposal, even when the later-submitted proposal, like the Proposal, had a broader scope. For example, in *Exxon Mobil*

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Corp. (Mar. 9, 2017), the proposal requested a report on the policies and procedures relating to the company's political contributions and expenditures while a prior proposal requested a report relating to, among other related things, the company's policies and procedures "governing lobbying... and grassroots lobbying communications." The company argued that the later proposal substantially duplicated the prior proposal because "its real target [was] disclosure of contributions to third parties that are used for political purposes." The proponent conceded that there may have been some overlap between the proposals but argued that its proposal was "far broader than the [prior] [p]roposal and request[ed] vastly more information" and even admitted that had the proposals been submitted in the opposite order, then the more narrow proposal relating solely to lobbying disclosures might have been excludable. Nevertheless, the distinction on the timing and order of when the broader proposal was received did not change the analysis: the Staff concurred that the broader proposal was substantially duplicative of the earlier, narrower prior proposal and agreed with exclusion under Rule 14a-8(i)(11). *See also General Electric Co.* (Jan. 17, 2013, *recon. denied* Feb. 27, 2013) (permitting exclusion under Rule 14a-8(i)(11) of a proposal requesting executive compensation be limited to "a competitive base salary, an annual bonus of not more than fifty per cent of base salary, and competitive retirement benefits" as substantially duplicative of an earlier proposal requesting the "cessation of all Executive Stock Option Programs and Bonus Programs," despite the proponent's assertion that the later proposal was "more broad and inclusive"); *Lehman Brothers Holdings, Inc.* (Jan. 12, 2007) (permitting exclusion under Rule 14a-8(i)(11) of a proposal where an earlier proposal requested a report on contributions "in respect of a political campaign, political party, referendum or citizens' initiative, or attempts to influence legislation" and a later "much more comprehensive" proposal sought not only the same information but also additional disclosures regarding "contributions to or expenditures on behalf of independent political committees... and amounts paid to entities such as trade associations that are used for political purposes"); *Bank of America Corp. (AFL-CIO Reserve Fund)* (Feb. 14, 2006) (permitting exclusion under Rule 14a-8(i)(11) of a proposal as substantially duplicative of a prior political contributions proposal despite the proponent's assertion that the subsequent proposal was "much broader in scope" and "would capture a much wider array of political contributions than the [prior] [p]roposal"); and *American Power Conversion Corp.* (Mar. 29, 2002) (permitting exclusion under Rule 14a-8(i)(11) of a proposal asking that the company's board of directors create a goal to establish a two-thirds independent board as substantially duplicative of a proposal that sought a policy requiring nomination of a majority of independent directors).

C. The Proposal and the Prior Proposal Share the Same Principal Focus and Principal Thrust and if Included in the 2022 Proxy Materials, Would Require Shareholders to Consider Two or More Substantially Identical Proposals By Proponents Acting Independently of Each Other.

For the convenience of the Staff, the following table summarizes both the Proposal and the Prior Proposal. The Company believes this comparison demonstrates that the Proposal and the Prior Proposal, although phrased differently and with differing scopes, contain the same principal

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focus and principal thrust and are substantially identical, including because both include requests for a report disclosing information regarding the Company’s lobbying activities for the assessment of the Company’s lobbying activities and its expressed goals.

<i>Proposal</i>	<i>Prior Proposal</i>
<p><i>The subject matter of each of the Proposal and the Prior Proposal requests a report disclosing the Company’s lobbying activities for the assessment of the alignment of the Company’s lobbying activities with its expressed goals.</i></p>	
<p>“... we believe in full disclosure of [the Company’s] direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interests of shareholders.”</p> <p>“... request the preparation of a report, updated annually, disclosing:</p> <ol style="list-style-type: none"> 1. Company policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications. 2. Payments by [the Company] used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient. 3. [The Company’s] membership in and payments to any tax-exempt organization that writes and endorses model legislation.” 	<p>“... request that the Board of Directors commission and publish a third party review within the next year... of whether [the Company’s] lobbying activities (direct and through trade associations) align with [the Company’s] public policy position and public statements....”</p>
<p><i>Each of the Proposal and the Prior Proposal requests information with respect to the processes for making decisions regarding lobbying activities and how the risks associated with the potential misalignment between the Company’s lobbying activities and its expressed goals are overseen and mitigated.</i></p>	
<p>“...request the preparation of a report, updated annually, disclosing:</p> <ol style="list-style-type: none"> 4. Description of management’s 	<p>“The report should discuss how Lilly addresses the risks presented by any misaligned lobbying and its plans, if any, to mitigate these risks.”</p>

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<i>Proposal</i>	<i>Prior Proposal</i>
and the Board’s decision-making process and oversight for making payments described... above.”	
<i>The supporting statements of each of the Proposal and the Prior Proposal raise similar concerns regarding risks associated with potential misalignment between the Company’s lobbying activities and its expressed goals.</i>	
“We are concerned [the Company’s] lack of disclosure presents reputational risk when its lobbying contradicts company public positions.”	“Given [the Company’s] extensive direct and indirect lobbying against measures that would make drugs more affordable, we are concerned that the misalignment between [the Company’s] lobbying and its stated position with regard to equity, access and affordability creates reputational risk.”

Here, notwithstanding some differences, the Proposal and the Prior Proposal have the same principal focus and principal thrust: requesting the Company to prepare and issue a report regarding the Company’s lobbying activities and the risks associated with misalignment between the Company’s lobbying activities and its expressed goals. As a result, the actions requested by the Proposal and the Prior Proposal would address substantially the same issues and concerns.

Finally, if the Company were required to include both the Proposal and the Prior Proposal in its 2022 Proxy Materials, there is a significant risk that the Company’s shareholders would be confused when asked to vote on the Proposal and the Prior Proposal. In such a circumstance, shareholders could assume incorrectly that there must be substantive differences between such proposals and the requested actions. As noted above, the purpose of Rule 14a-8(i)(11) “is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976). Accordingly, the Company believes that the Proposal should be excluded pursuant to Rule 14a-8(i)(11) as substantially duplicative of the Prior Proposal.

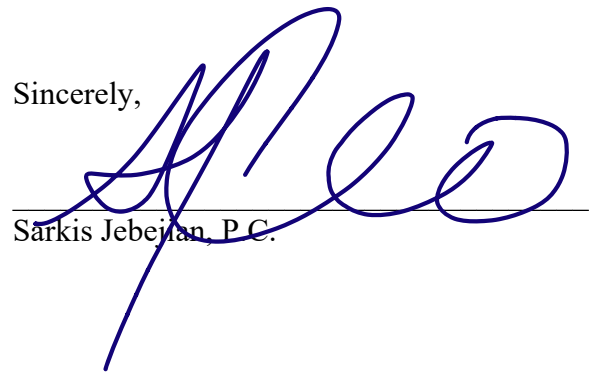
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CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal from the 2022 Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, or should you require any additional information in support of our position, we would welcome the opportunity to discuss these matters with you as you prepare your response. Any such communication regarding this letter should be directed to me at sarkis.jebajian@kirkland.com or (212) 446-5944.

Sincerely,



Sarkis Jebajian, P.C.

cc: Anat Hakim
Senior Vice President, General Counsel and Secretary, Eli Lilly and Company

Maureen O'Brien
(as authorized representative for the SEIU Master Trust)

Exhibit A
[Copy of Proposal]

Whereas, we believe in full disclosure of Eli Lilly and Company’s (“Lilly’s”) direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interests of shareholders.

Resolved, shareholders of Lilly request the preparation of a report, updated annually, disclosing:

1. Company policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Lilly used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Lilly’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management’s and the Board’s decision-making process and oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a “grassroots lobbying communication” is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. “Indirect lobbying” is lobbying engaged in by a trade association or other organization of which Lilly is a member.

Both “direct and indirect lobbying” and “grassroots lobbying communications” include efforts at the territory, local, state and federal levels.

The report shall be presented to the Public Policy and Compliance Committee and posted on Lilly’s website.

Supporting Statement

Drugmakers spend more to lobby Washington than any other industry.¹ Lilly spent \$88,362,000 from 2010 – 2020 on federal lobbying. Lilly lobbies extensively at the state level where disclosure is uneven or absent, with at least 144 lobbyists in 44 states in 2020 (followthemoney.org). Lilly lobbies abroad, spending between €700,000–799,000 on lobbying in Europe.

Lilly fails to disclose its third-party payments to trade associations and social welfare organizations, or the amounts used for lobbying, to shareholders. Companies can give unlimited amounts to third party groups that spend millions on lobbying and often undisclosed grassroots activity, and these groups may be spending “at least double what’s publicly reported.”² For example, Pharmaceutical Research and Manufacturers of America (PhRMA) has given millions to controversial “dark money” social welfare groups like the American Action Network.³

¹ <https://www.opensecrets.org/news/2021/04/vaccine-access-pharma-lobbying-fight/>.

²

<https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

³ <https://www.opensecrets.org/news/2019/11/big-pharma-bankrolled-conservative-groups-tax-returns-show/>.

Lilly chairs the board of PhRMA and belongs to the U.S. Chamber of Commerce, which together have spent over \$2.1 billion on lobbying since 1998, and supports social welfare organizations that lobby, like the Alliance for Patient Access, “which claims to be pro-consumer but consistently advocates against policies to lower drug prices.”⁴

We are concerned Lilly’s lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Lilly states it supports more affordable medicines, yet funds PhRMA’s opposition to lower prescription drug prices.⁵ And while Lilly opposed Indiana voter restrictions, groups have asked Lilly to cut ties with the American Legislative Exchange Council “because of its voter restriction efforts.”

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⁴ <https://prospect.org/power/astroturf-campaign-attacks-discount-drug-program-for-poor/>.

⁵ <https://www.opensecrets.org/news/2021/09/pharmaceutical-industry-backs-democratic-holdouts-on-drug-pricing-plan/>.

⁶ <https://www.thenation.com/article/politics/alec-corporations-democracy/>.

Exhibit B

[Copy of Political Participation Website]

Public Policy Engagement and Political Participation

Political and Policy Participation

As a biopharmaceutical company that develops treatment for serious diseases, we play an important role in public health. We believe it is important for our company to be a responsible participant in political and public policy debates around the world. Our engagement in the political arena helps ensure that patients have access to needed medications—leading to improved patient outcomes. Through public policy engagement, we provide a way for all our locations globally to offer Lilly's perspective on the political environment in a manner that supports access to innovative medicines. We also look for ways to engage on issues specific to local business environments.

Through our policy research, development and stakeholder dialogue activities, Lilly focuses on several dynamic areas that are important to our company, our industry and the people we serve.

Our public policy efforts center on three key areas: innovation; health care delivery; and pricing and reimbursement. We disclose our lobbying activities in compliance with the Lobbying Disclosure Act. For additional information on Lilly's positions on healthcare policies, please see: lilly.com/policies-reports/public-policy.

Board Oversight

The Lilly Board of Directors exercises governance oversight of our political expenditures and lobbying activities to ensure that we fulfill our commitment to stewardship of corporate funds and risk minimization with respect to such activities, as well as other environmental, social and governance matters. The Directors and Corporate Governance Committee of the Board is responsible for identifying current and emerging social, environmental, political and governance trends and public policy issues that may affect the business operations, performance, or reputation of the company. In addition, the full Board receives regular updates at Board meetings from our Senior Vice President, Corporate Affairs and Communications, which include updates on public policy issues and the company's political corporate activity, as needed. The full Board also receives semi-annual updates on political engagement, including information on the contributions made by LillyPAC and the company, as well as trade association memberships.

Recipients of Company's Political Contributions

Where permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual [Report of Political Financial Support](#).

Lilly has not made “independent expenditures,” such as by paying for advertisements in support of or opposition to candidates running for public office and does not have plans to make such expenditures. Nor does Lilly anticipate making “independent expenditures” in support of or opposition to ballot measures. Were Lilly to make an “independent expenditure” in the future, it would disclose this spending on its Report on Political Financial Support.

Political Contributions to Candidates for Public Office

Our political contributions promote the interests of the company and the patients and customers we serve. They are made without regard to the partisan affiliation of the candidate or the private political preferences of our officers and directors.

LillyPAC and corporate contributions are made based on several criteria, including:

- Voting record or announced positions on issues important to Lilly.
- Demonstrated leadership on key committees of importance to our business.
- Potential for legislative leadership.
- Dedication to improving the relationship between business and government.
- Representation of a state or district where Lilly has a facility or large concentration of employees.

Corporate Political Contributions

Corporate political contributions are made to state candidates and committees, where permissible. Lilly’s Vice President, U.S. Government Affairs reviews and approves all corporate political contributions to ensure these contributions are consistent with the company’s guidelines and in accordance with applicable laws. The company’s General Counsel and the Chief Financial Officer, or their designees, also approve all corporate political contributions before they are made.

Lilly voluntarily discloses its corporate political contributions on an annual basis. In 2020, Lilly provided corporate contributions to state candidates and committees totaling \$241,000. For more information, please see our [2020 Report of Political Financial Support](#).

LillyPAC

Lilly’s Political Action Committee (LillyPAC) is funded solely from voluntary contributions from eligible employees and supports political candidates of all parties at the local, state and federal level who understand the policies that advance a positive environment for biopharmaceutical innovation. The LillyPAC governing board is comprised of 16 U.S.-based employees who represent business areas throughout the company. The LillyPAC governing board reviews all contributions made by LillyPAC twice annually. Lilly’s Vice President, U.S. Government Affairs manages LillyPAC operations, and a member of Lilly’s Executive Committee serves as an executive sponsor and board chair of LillyPAC to ensure compliance and alignment with company priorities.

LillyPAC voluntarily discloses its contributions on an annual basis. In 2020, LillyPAC contributions to local, state and federal candidates totaled \$727,800. For more information, please see our [2020 Report of Political Financial Support](#).



[View Previous Reports](#)

[2019 Report of Political Financial Support](#)
[2018 Report of Political Financial Support](#)
[2017 Report of Political Financial Support](#)
[2016 Report of Political Financial Support](#)
[2015 Report of Political Financial Support](#)
[2014 Report of Political Financial Support](#)

Federal and State Lobbying Activities

Lilly conducts direct lobbying efforts at the federal, state, and local levels to educate policymakers on the specific implications that various legislation may have on the company, our community, and patients. Lilly's Vice President, U.S. Government Affairs is responsible for the company's lobbying activities.

When engaging in lobbying activities, we comply with the laws that govern such activities. Lilly employees must also comply with our global policies, core values and legal obligations, which are outlined in our written Code of Business Conduct, The Red Book.

Lilly complies with the Lobbying Disclosure Act and files quarterly reports that include information regarding our federal lobbying expenditures. These reports may be viewed on the U.S. Senate Lobbying Disclosure Act Database [website](#). In all states where we operate, we comply with state registration and reporting requirements. Our state reporting may be viewed on each state's lobbying disclosure website. Lilly voluntarily provides [this chart](#) for locating its disclosures on each state's website.

In 2020, Lilly spent \$5,420,000 on U.S. federal lobbying activities, which includes, but is not limited to, compensation and benefits for staff members, payment of external consultants, policy research funding and travel expenses.

Trade Association Memberships

Lilly maintains memberships in organizations that report lobbying activity to the U.S. federal government, including the Pharmaceutical Research and Manufacturers of America, the National Association of Manufacturers, the Biotechnology Innovation Organization, the U.S. Chamber of Commerce and the Business Roundtable. We support organizations that champion public policies that contribute to pharmaceutical innovation, healthy patients, and a healthy business climate.

Our membership in these organizations is evaluated annually by the company's U.S. Government Affairs leaders based on these organizations' expertise in healthcare policy and advocacy and support of key issues of importance to Lilly.

In addition to their positions on health care and business policy issues, we recognize that these organizations may engage in a broad range of other issues that extend beyond the scope of what is of primary importance to Lilly. If concerns arise about an organization's activities or involvement, we convey our concerns to these groups. We believe there is value in making sure our positions on issues important to Lilly and our industry are communicated and understood within those organizations. Lilly's membership in these groups comes with the understanding that we may not always agree with the positions of the larger organization and/or other members.

We disclose memberships in organizations to which Lilly pays annual membership dues of \$50,000 or more, and which lobby in the U.S. at the federal and state level, as well as the percentage of dues collected from member companies utilized by that organization for federal and state lobbying and political expenditures. If Lilly has a board seat in any of those organizations, the board seat is also disclosed and noted with an asterisk.

- BIOCOM* (10%)
- Biotechnology Innovation Organization* (41%)
- Business Roundtable (40%)
- California Life Sciences (22%)
- Indy Chamber* (5%)
- International Federation of Pharmaceutical Manufacturers Association* (0%)
- Indiana Chamber of Commerce* (9%)
- National Association of Manufacturers* (20%)

- Pharmaceutical Research Manufacturers Association* (33%)
- U.S. Chamber of Commerce (25%)

Exhibit C

[Copy of ESG Website]



Our Governance Approach

Our company was founded nearly 150 years ago on the Lilly family's core values of integrity, excellence and respect for people, and these values continue to guide all that we do today. We are committed to upholding the highest standards of corporate conduct in all business dealings around the world. We believe that a strong system of corporate governance is critical to promoting the long-term interests of our shareholders and other company stakeholders.

Governance Priorities

Business Ethics

Corporate Governance

Supply Chain Management

Business Ethics

SASB Disclosures Covered: [Business Ethics \(HC-BP-510a.2\)](#); [Ethical Marketing \(HC-BP-270a.2\)](#)

Management Approach

At Lilly, we are committed to upholding high standards of corporate conduct in our business dealings around the world. Our code of business conduct – called [The Red Book](#) – and our policies, compliance management systems, HR performance and promotion systems, training programs and communications initiatives are designed to work together to reinforce a culture of integrity and ethical behavior.

Bioethics – which focuses on the ethics of health care, biomedical research and biomedical public policy – is an integral component of corporate integrity in the pharmaceutical industry. Our bioethics program is a part of our global Ethics and Compliance organization and works to drive the integration of bioethics principles into Lilly's standards, decisions and actions. We embrace a comprehensive approach to bioethics, providing a variety of resources and educational offerings to help employees navigate ethical scenarios and apply bioethics principles in their daily work.

A key component to our culture of ethics and integrity is transparency. Lilly collaborates with health care professionals and health care organizations focusing on improving the health and quality of patients' lives. We believe being transparent about our relationships with these external groups, advocacy and other stakeholders helps Lilly to build trust and respect for how we work with these groups to benefit the people we serve.

In This Section

Ethics and Compliance

Ethics and Compliance

Our comprehensive approach to ethics and compliance includes proactive risk assessments, trainings and communications designed to prevent fraud or other violations of Lilly's policies, as well as reporting, auditing and monitoring to detect potential compliance gaps. We assess risks in our business functions and the geographies we operate to help business leaders understand, prioritize and mitigate risks related to ethics, compliance and fraud. We have a robust investigation process, and we develop corrective and preventive action plans to address issues as appropriate. We also use available data to improve our programs to help leaders assess the risks they face.

We have aligned our anti-corruption due diligence process, privacy program and bioethics work and have dedicated teams supporting these programs within our Ethics and Compliance organization to reflect the evolving business and external environment in which we operate.

Our Code of Conduct, Policies and Procedures

Our code of conduct, policies and procedures are designed to reinforce our [core values](#) and provide guidance on how we expect business to be conducted. They include processes for interacting with health care providers, government officials, and others, and they are designed to be consistent with codes issued by other relevant organizations, including the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA), the Pharmaceutical Research and Manufacturers of America (PhRMA), European Federation of Pharmaceutical Industry Associations (EFPIA), and the Japan Pharmaceutical Manufacturers Association (JPMA).

Our global procedures and processes support the ethical marketing and promotion of our products and require the review and approval of this content by relevant subject matter experts. We investigate potential violations of these procedures and, when appropriate, take corrective and preventive actions including reporting to regulatory authorities as appropriate.

In 2018, 2019 and 2020, we received no warning letters or untitled letters from the Office of Prescription Drug Promotion (OPDP), US Food and Drug Administration (US FDA) Center for Drug Evaluation and Research or the Advertising and Promotional Labeling Branch (APLB), US FDA Center for Biologics Evaluation and Research.

We regularly update and disseminate our compliance-related expectations through [The Red Book](#), our code of business conduct. Available in 20 languages, this document and associated training support a judgment-based approach emphasizing the company's values and the importance of ethical decision-making. The code of conduct and associated training includes our [11 corporate policies](#):

- Our Ethical Foundation
- Conducting Research and Development
- Respecting People
- Assuring Quality
- Ethical Interactions: Communicating Honestly
- Ethical Interactions: Preventing Corruption
- Maintaining Financial Integrity
- Respecting Personal Information and Privacy
- Managing and Protecting Information
- Protecting People, the Environment and Our Assets
- Speaking Up: No Retaliation

Ethics Training and Communications



We recognize the impact of people and the role of human behavior on our organization's culture, and we aim to integrate these elements into our ethics and compliance program as part of our strategy to promote ethical behavior and decision making. We believe all employees can play a role in the success of our ethics and compliance program, so we consider training, development and communications essential components of nurturing a culture of integrity and ethics throughout our business.

Training and Development

Each year, we require our employees to complete training in ethical business practices. This includes requiring all Lilly employees and key contractors to complete training on [The Red Book](#) and certify they have read, understood and will abide by its requirements. More than 99 percent of employees completed this annual training in 2020. Most employees also receive additional targeted ethics and compliance training related to their specific role. Employees who do not complete required ethics and compliance training receive HR discipline as appropriate. Additionally, each year senior leaders are required to confirm their organizations are in compliance with the code of business conduct and applicable policies and procedures.

As part of our focus on nurturing a culture of integrity, we supplement our ethics and compliance training with case studies and behavioral ethics research. Our goal is to help our leaders and employees understand the role pressure can play in rationalizing poor decisions and techniques they can use to mitigate this risk for themselves and within their teams. Additionally, we share details of real situations to reinforce with employees the behaviors and best practices that have led to ethical decision-making as well as the lessons learned from past missteps. Our goal is to help employees apply our principles, policies, and procedures in their day-to-day work.

We also regularly provide high-potential employees with development assignments within the Ethics and Compliance function. We gain valuable insights from these participants, and we believe they return to their roles in the business with a renewed understanding of our commitment to integrity and the programs in place to support it.

Communications

We further strengthen our culture with robust communications to help ensure employees are aware of their responsibilities under our policies, know where to find resources to help them do their jobs and understand lessons we have learned as an organization. We provide leaders with additional resources designed to help them recognize their vital role in creating an environment that encourages ethical behavior.

For the past several years, we've been on a journey to build and nurture a culture where people notice and speak up about mistakes or concerns, ask questions when they don't know the right course of action to take and listen when someone raises a concern or question. Our Speaking Up: No Retaliation policy supports this effort, and we've created a comprehensive set of resources to help employees understand how we define retaliation, why we do not tolerate it in any form and the channels available to them to support speaking up.

Tracking Our Progress

We track our progress in many ways, including reviewing the results of our annual employee survey. Results from the 2020 survey show that approximately 95% of survey respondents say they would report a suspected ethical violation if observed, and they know how to access the proper channels to make a report.

Reporting, Monitoring and Auditing



To help identify possible compliance issues, we maintain an internal disclosure system that includes a mechanism for anonymous reporting (where permitted by local law). We also review business actions through a system of monitoring and audits.

- **Internal Reporting** – Lilly employees are required to report known or suspected violations of the law, *The Red Book*, company policies or official orders or decrees applicable to our business. We recognize speaking up is our right and responsibility, and we encourage employees to report any ethical concerns or issues. Our toll-free Ethics and Compliance Hotline is staffed by an independent firm, 24 hours a day, seven days a week. Employees can access the hotline [online](#), by phone, 1-800-815-2481, and via a designated email address, speakup@lilly.com, and they are actively encouraged to bring concerns to supervisors, leaders and representatives of ethics and compliance, legal and human resources. As our Speaking Up: No Retaliation policy states – we share concerns openly and honestly, knowing that Lilly will not tolerate acts of retaliation.
- **Monitoring** – We maintain a risk-based ethics and compliance monitoring program. Key components of the program include a global monitoring strategy, risk assessments, monitoring plans, standardized tools and processes for reporting metrics to our business and functional leaders.
- **Corporate Auditing** – Our internal corporate auditing functions conduct financial, nonfinancial and quality audits of Lilly affiliates, functions, manufacturing, research and certain third parties to evaluate compliance with our policies and procedures. These audits include reviews of our anti-corruption program, privacy and other policies related to ethical interactions (e.g., off-label promotion).

Investigations and Corrective Actions



We take reports of known or suspected violations of company policies and procedures seriously, and we investigate claims of potential wrongdoing that are brought to our attention. We seek to identify and address inappropriate conduct as early as possible and to prevent future recurrences. Our global investigation team receives specialized training and conducts investigations according to a standardized process designed to satisfy applicable global and local procedural and privacy requirements.

Listed below are statistics on high-risk allegations brought to our attention in 2020 and evaluated through a consistent process. These statistics concern allegations determined to be of the highest risk to the company and include potential violations of policies and procedures related to finance, sales, marketing, manufacturing, quality and conduct.

- In 2020, we investigated and closed 347 high-risk allegations*, and confirmed that a violation had occurred 68.2% of the time. Outcomes related to violations are listed below:
- Individuals disciplined, up to and including termination, 41.4%
- Individuals received corrective feedback or other outcome, 58.6%

**One allegation equals one individual. If a situation involves more than one individual, that matter may be recorded as multiple allegations. Statistics calculated as of February, 2021.*

During investigations of high-risk matters, our team works to identify the root cause of the issue. Following the investigation, we help business area owners identify and implement corrective and preventive actions designed to address the issue as well as prevent a recurrence. We monitor the effectiveness of these actions, adjust as needed and track and report our progress.

Anti-Corruption Compliance



Lilly's commitment to ethical business conduct includes complying with applicable anti-bribery and anti-corruption (ABAC) laws and regulations around the world. This extends to our work with third parties. We use a risk-based anti-corruption due diligence process to evaluate certain third parties, as appropriate, before engaging them, including the following:

- Third parties who may be authorized by Lilly to interact with health care providers or government officials on the company's behalf
- Prospective recipients of grants and donations
- Prospective business development partners

When appropriate, as determined through our risk evaluation process, third parties are required to follow anti-corruption policy and procedure requirements and participate in anti-corruption training. As part of our ongoing monitoring efforts, we conduct independent ABAC assessments of certain third parties. We also conduct an annual global anti-corruption risk assessment to identify potential risks and develop appropriate risk mitigation plans.

In addition, employees who are in positions most likely to interact with third parties are required to complete additional scenario-based training above and beyond our code of conduct training each year. This training, which includes anti-corruption training, is designed to reinforce our policies, procedures and processes that promote ethical interactions. In 2020, more than 99 percent of required employees completed this additional training. Employees who do not complete required ethics and compliance training receive HR discipline as appropriate.

Respecting Privacy



Global concerns about data privacy have proliferated in recent years, as the world becomes more networked and interconnected than ever before. Lilly has a longstanding commitment to data privacy, and we have had a global privacy program in place for many years. Our program is regularly refreshed in response to changes in the privacy landscape, including the introduction of new regulatory requirements and ethical considerations around data privacy.

In recent years, new privacy laws have gone into effect (e.g., the EU's General Data Protection Regulation, the California Consumer Protection Act, Brazil's General Data Privacy law) or were passed for implementation in the near future (e.g., the California Consumer Privacy Rights Act). By passing such laws, governments have sent a strong message underscoring the critical importance of protecting personal information. These expectations are consistent with Lilly's commitment to the ethical management of personal information that is entrusted to us, whether it is that of a customer, an employee or any other individual.

At its core, our privacy program reflects our commitment to being open and honest about how we collect, manage, use and

disclose personal information, and to being intentional about protecting it. It also reflects our intentions to only share personal information with those who are authorized and have a legitimate business need to see it. Our program is overseen by our chief privacy officer who is supported by an international team of dedicated privacy professionals, along with a network of ethics and compliance professionals worldwide. Key components of our program include a principles-based policy supported by an infrastructure of procedures, job aids, training and other materials governing the collection and use of personal information. Our goal at Lilly is to deliver on the promises that we make to individuals – in every business operation, in every location around the world – regarding the ethical use and management of the personal information that we collect and use.

Bioethics

Our investment in bioethics capabilities reflects our company values and purpose to improve people's lives and communities around the world. We were one of the first pharmaceutical companies to establish a standing bioethics committee in 1999. Our [bioethics program](#) is designed to address the increasingly complex and fast-paced ethical challenges of global pharmaceutical research, development and commercialization. Our focus is to protect and advocate for the rights and well-being of research participants and patients as well as the integrity of the scientific process and its applications for health care.

Our bioethics program provides Lilly employees with resources including the [Lilly Bioethics Framework for Human Biomedical Research](#), position papers on major bioethical issues, information on how to request a bioethics consultation, and bioethics education and training opportunities. An internal bioethics website with links to this information is available in nine languages for ease of access by employees around the globe. We also sponsor an annual bioethics lecture. Additionally, our staff and the Bioethics Advisory Committee provide input into policy decisions that have bioethical implications and collaborate externally to establish best practices in applying bioethics across the industry.

Governance of Bioethics

Our bioethics program reports into the chief ethics and compliance officer and works closely with the chief medical officer. Our staff, which has specialized training and expertise, provides education and training for the cross-functional Bioethics Advisory Committee, which includes external bioethics experts. This committee serves as a resource for Lilly employees and is a place where they can seek guidance on bioethics considerations, discuss potential alternative courses of action and receive recommendations on potential paths forward. Throughout these interactions, by applying the principles in the Lilly Bioethics Framework, bioethics contributes to research study design, informed consent processes and content, selection of countries for clinical trial sites, requests for access to investigational treatments outside of clinical trials, animal care and use, engagement of special populations (e.g., pediatrics), as well as timing and content of research publications, among other matters. Learn more about our broader governance of ESG issues [here](#).

Bioethics Program

Our bioethics program has four core activities: consultation, education and training, development of bioethics positions, and collaboration.

Bioethics consultations

Our bioethics staff provides consultations for employees seeking advice regarding bioethics and research ethics issues. Using the Bioethics Framework and bioethics positions, this service is intended to increase awareness about bioethics, empower employees to raise concerns and help them reason through challenging issues. These consultations are in addition to the guidance, discussions and recommendations provided to employees by the Bioethics Advisory Committee.

Bioethics Leadership Academy

The Bioethics Leadership Academy (BELA) provides Lilly employees with a specialized curriculum in bioethics. Employees who are selected to participate in BELA dedicate a portion of their working time to bioethics training. The program focuses on building basic bioethics awareness, the application of bioethics principles to experiential learning and taking part in ongoing bioethics activities and consultations.

Lilly's Bioethics Framework and Positions

Our [Bioethics Framework for Human Biomedical Research](#) and our [Principles of Medical Research](#) provide a bioethics foundation for the company's biomedical research to promote alignment with broadly accepted ethics principles and Lilly's core values of integrity, excellence and respect for people. The framework consists of four basic principles and 13 essential elements for conducting ethical human biomedical research and sits within the context of Lilly's values. Specifying our bioethical responsibilities to stakeholders, the framework also guides the development of bioethics positions on key topics and informs advice provided by

our bioethics committee. Based on this framework, we've developed [position statements](#) on bioethics issues such as expanded access, pediatric medicine and multinational clinical trials, among others.

Fostering Industry Collaboration in Bioethics



In addition to the Bioethics Framework for Human Biomedical Research, we are a founding member and were a driving force behind the establishment of the Biopharmaceutical Industry Bioethics (BIB) Forum. Founded in 2016, the BIB Forum promotes collegial, non-competitive discussions regarding the application of bioethics concepts in the biopharmaceutical industry and sharing of best practices. In 2020, IFPMA established a Bioethics Working Group under its Ethics and Business Integrity Committee (eBIC). Co-led by Lilly, this working group aims to develop industry-wide positions on bioethics topics to establish common principles for behaviors intended to protect patients and research participants. Lilly is also a sponsor of the Multi-Regional Clinical Trials (MRCT) Bioethics Collaborative organized by the MRCT Center of Brigham and Women's Hospital and Harvard.

Protecting Research Subjects' Rights in Clinical Trials

Our bioethics program advocates for the rights and well-being of research subjects and patients who use our medicines. Lilly applies a single global standard to the conduct of medical trials involving human subjects. This standard is based on well-respected ethics guidance and other requirements including:

- The World Medical Association's [Declaration of Helsinki](#)
- The Council for International Organizations of Medical Sciences' [International Ethical Guidelines for Biomedical Research Involving Human Subjects](#)
- The International Conference on Harmonisation's [Guideline for Good Clinical Practice](#)
- The Pharmaceutical Research and Manufacturers of America's [Principles on Conduct of Clinical Trials](#)
- Applicable laws and regulations of the country or countries in which a study is conducted

Our commitment to protecting the rights of research subjects is articulated in two company guidance documents – Principles of Medical Research and Bioethics Framework for Human Biomedical Research – and reflected in company policies, standards and procedures.

Transparency, Disclosure and Political Engagement

We support various transparency initiatives globally, provided that such initiatives are respectful of local laws related to intellectual property, trade secrets, competition and privacy; disclosure of information does not undermine our ability to compete effectively; and information is communicated with appropriate context in an easily understood manner. We seek to collaborate with policy makers, industry colleagues, and key stakeholders to align on approaches that achieve these objectives.

Payments to Physicians and Health Care Organizations



We believe openly reporting financial interactions with health care professionals (HCPs) and health care organizations (HCOs) helps to build trust with patients, caregivers and other key stakeholders.

Lilly collaborates with both HCPs and HCOs, focusing on a key goal: improving the health and quality of people's lives. We believe that being transparent about the nature and extent of these relationships builds trust and benefits patients.

We believe HCPs should be compensated at a fair market rate for their time and expertise, whether they are scientists helping to research a potential new treatment, HCPs advising us on medical and scientific matters or physicians conducting an educational program for us with our peers. By disclosing our financial relationships with both HCPs and HCOs, patients, caregivers and other key stakeholders can better understand the collaborations and interactions between their own medical professionals and Lilly.

In the United States, Lilly follows disclosure requirements at the local, state and federal levels. Lilly adheres to the requirements set forth by the federal law known as the Physician Payment Sunshine Act (also called "Open Payments"), which is part of the broader U.S. Affordable Care Act. It requires certain pharmaceutical (or biopharmaceutical) and medical device manufacturing industries to report certain financial interactions to a defined group of Covered Recipients (as defined in the law). Financial interactions include items such as payments for services provided for research, or food and beverage provided during an educational program.

Lilly reports these financial interactions to the Centers for Medicare and Medicaid Services (CMS). On an annual basis, CMS makes all reported industry financial interactions public in a searchable [Open Payments Database](#). On the site, you can view whether a Covered Recipient has had financial interactions with a biopharmaceutical or medical device manufacturer, including Lilly.

Outside the United States, in addition to adhering to applicable local and national legislated requirements for countries in which we operate, Lilly participates in voluntary disclosure codes led by local or regional trade associations. One such example is the European Federation of Pharmaceutical Industries and Associations (EFPIA), which has established the EFPIA HCP/HCO Disclosure Code as well as the EFPIA Patient Organization Disclosure Code. Lilly views our commitment to transparency and disclosure as an opportunity to ensure that patients, HCPs, HCOs and business partners feel confident when engaging with Lilly. The [EFPIA](#) website has additional information on the HCP/HCO and Patient Organization Codes. You can also view more on [Lilly's commitment to HCP/HCO transparency in Europe](#) or view our [EFPIA Patient Organization Disclosure](#).

- Learn more about Lilly's commitment to [transparency](#)
- Lilly engages in dialogue about ethical interactions directly with members of the health care system and other interested parties through our Ethics and Compliance Hotline, [online](#) or 1-800-815-2481 or speakup@lilly.com or through means provided by disclosure code administrators such as governments and trade associations.
- Learn more about Lilly sharing the results of our clinical trials in the next section, Clinical Trials Data Transparency.

Clinical Trials Data Transparency

Lilly has a history of commitment to the transparency of our clinical studies and we recognize that responsible sharing of clinical study data can enhance public health. Since 2014, Lilly has enhanced our transparency initiatives in alignment with the [PhRMA/EFPIA Principles for Responsible Clinical Trial Data Sharing](#). Currently, Lilly registers and posts results of clinical trials on [clinicaltrials.gov](#) in addition to any legally required clinical trial registries. For Phase 2 and Phase 3 trials that complete in 2019 and beyond, Lilly plans to submit results one year after the completion of the trial regardless of the medicine's approval status.

Lilly makes anonymized patient-level data available from Lilly-sponsored trials on marketed drugs for approved uses following acceptance for publication. Lilly is one of several companies that provide this access through the website [vivli.org](#). Qualified researchers can submit research proposals and request anonymized data to test new hypotheses.

In 2013, Lilly began conducting pilot projects creating summaries of Phase 2 and 3 clinical trial results in patient-friendly language using simple, everyday terms. In 2020, Lilly continued creating plain language summaries of Phase 2-4 clinical trial results and making English versions available to study sites. Lilly is developing a translation process to enable the posting of plain language summaries to the European Union (EU) Portal and Database. For EU portal posting, the summaries will be translated into the local language(s) where the studies took place.

Political and Policy Participation

A comprehensive overview of our political and policy participation can be found [here](#).

Our company was founded nearly 150 years ago on the Lilly family's core values of integrity, excellence and respect for people, and these values continue to guide all that we do today. We are committed to upholding the highest standards of corporate conduct in all business dealings around the world. We believe that a strong system of corporate governance is critical to promoting the long-term interests of our shareholders and other company stakeholders.

Governance Priorities

Business Ethics

Corporate Governance

Supply Chain Management

Corporate Governance

Management Approach

We are committed to good corporate governance, which promotes the long-term interests of shareholders and other company stakeholders, builds confidence in our leadership and strengthens accountability by the Board of Directors and management. Our Board recognizes that one of its key responsibilities is to ensure that Lilly is governed in a manner that provides both independent oversight and efficient and effective decision-making. Over the years, our Board has instituted a number of governance best practices to ensure effective independent oversight. We believe that it is vitally important to earn the confidence of all our stakeholders as we remain dedicated to our purpose of making lives better around the world. Learn more about the general principles of corporate governance by which Lilly operates in our [Corporate Governance Guidelines](#).

The Board takes an active role in its oversight of our corporate strategy. Each year, the Board and executive management closely examine the company's strategy including key risks and decisions facing the company. Decisions reached are updated throughout the year as the Board reviews the company's financial performance, the performance of our business units and progress in our product pipeline. Our Board and management are also actively engaged in the assessment, management and oversight of environmental, social and governance (ESG) matters pertinent to our business. We identify issues that matter most to our business and develop robust strategies to address them. We also engage with a variety of stakeholders and incorporate their feedback as appropriate.

Learn more about Lilly's [governance structure, Board of Directors, and Executive Committee here](#).

In This Section

ESG Governance

Health, Safety and the Environment (HSE) Governance

ESG Governance

Our approach to ESG governance includes Board oversight, management accountability, corporate policies and management systems and stated public policies and positions on key ESG topics. These ESG topics are well integrated into our business strategy and operations. We seek to continuously improve in these areas, as we believe they are foundational to our long-term success and our ability to promote the interests of shareholders and other company stakeholders.

Board Oversight

The Directors and Corporate Governance Committee (DCGC) of the Board is responsible for identifying current and emerging social, environmental, political and governance trends and public policy issues that may affect the business operations, performance or reputation of the company. In addition, the DCGC oversees matters of corporate governance, including Board performance, non-employee director independence and compensation, corporate governance guidelines and shareholder engagement on governance matters. The Directors and Corporate Governance Committee charter is available [here](#).

The Board is engaged in strategic ESG oversight, receiving regular updates on ESG matters at Board meetings, reviewing and approving the company's long-term environmental goals and weighing in on significant strategic investments.

Additionally, key enterprise level risks are overseen by the full Board and our enterprise risk management process is overseen by the Audit Committee of the Board. Company management is charged with managing risk through robust internal processes and controls. The enterprise level risks are reviewed annually at a full Board meeting, and relevant enterprise risks are also addressed in periodic business function reviews and at the annual Board and senior management strategy session.

ESG Governance Committee

Central to our ESG oversight is our ESG Governance Committee, chaired by our Senior Advisor for Environmental Social and Governance and composed of senior leaders from Health, Safety and the Environment (HSE), Human Resources, Ethics and Compliance, Legal, Treasury, Procurement and Investor Relations. This committee reports to our senior leadership Executive Committee and has a broad ESG mandate that includes leading the coordination of Lilly ESG strategy, evaluating Lilly ESG approach compared to peers and broader environment, leading formal, periodic ESG strategy updates, institutionalizing ESG topics throughout Lilly, and facilitating execution of ESG reporting activities.

Health, Safety and the Environment (HSE) Governance

Health, Safety and the Environment (HSE) management at Lilly is integrated through a formal, company-wide structure, including the following groups, individuals and programs:

- **Global HSE Committee** – Includes senior executives from key areas of the business, the committee ensures proper oversight and plays a central role in monitoring corporate HSE strategy, compliance and performance against goals, as well as continuous improvement
- **Vice President responsible for corporate engineering and global HSE** – A member of the Global HSE Committee works closely with HSE and other functional leaders to ensure an appropriate and thoughtful response to HSE risks and opportunities, monitor emerging and evolving issues, approve appropriate metrics and goals and oversee compliance with all HSE regulations, policies, procedures and standards worldwide
- **Manufacturing HSE Committee** – Supports HSE efforts and drives ongoing improvement throughout manufacturing
- **Process Safety Management Committee** – Ensures Lilly maintains a sustainable, compliant, and industry-leading Process Safety Management & Combustible Dust Program, and sets the strategic direction and continuous improvement plan for reducing process safety risks
- **Pharmaceuticals in the Environment Governance Committee** – Sets strategic direction, provides long-range oversight, supports effective internal collaborations, and recommends resources for the programs that control active pharmaceutical ingredient discharges from manufacturing sites
- **Lilly Research Laboratories HSE Lead Team** – Promotes HSE aspects across research and development
- **Executives and lead teams** - In each of our business groups, as well as manufacturing, Lilly Research Laboratories and general and administrative functions, who oversee performance for HSE in those areas



HSE Policy Statements, Procedures and Standards

Lilly has brief, principle-based policy statements that are implemented in two ways:

1. through our global procedures, which describe underlying principles and general expectations; and

2. through our global standards, which provide auditable, detailed requirements.

These key governance documents and our related management systems together detail Lilly's HSE management and performance expectations. Lilly's global policy statements, procedures and standards articulate our commitments and guide our efforts. They include the following:

- **Protecting People, the Environment and Our Assets: Policy Statements** – Sets company-wide expectations for conducting business in a responsible and environmentally sustainable manner, promoting the well-being of employees and protecting the communities in which we operate.
- **Our Global Policy on Protecting People, the Environment and Our Assets:** We strive to maintain a secure workplace and to protect people and the communities in which we operate and serve. We are focused on improving our health and safety practices to promote the well-being of our people. We are committed to conducting business in a responsible and environmentally sustainable manner. We are committed to a robust security culture to protect our people and brand from harm, and our assets from loss, theft or damage. Each of us is responsible for implementing our security practices and applying them in our daily activities.
- **Health, Safety and the Environment:** Global Procedure – Outlines general principles and sets general requirements in the areas of employee responsibility, management responsibilities, business continuity planning and reporting of HSE incidents.
- **Management System Standard** – Defines requirements to ensure a robust process is in place within each part of the organization to effectively manage compliance with Lilly HSE Standards, applicable regulatory requirements and other HSE standards.
- **Environmental Standard** – Establishes requirements to identify and manage the environmental and energy-related aspects of our operations.
- **Health and Safety and Process Safety Standards** – Provides requirements for identifying and evaluating workplace hazards and establishing control measures to eliminate or reduce the risk of injuries and illnesses.
- **Global Engineering Standards** – Establishes requirements for the design and operation of facilities and equipment to ensure compliance with internal and external requirements and responsibly manage environmental aspects of operations.
- **Product Stewardship Standard** – Provides a systematic approach to managing product and process risks throughout the product life cycle, from research and discovery to product end-of-life.

With respect to the importance of climate-related risks, our CDP response provides comprehensive discussion of how the risk of climate change is considered and governed. Read our latest [CDP response](#).



Management Systems

All business areas, including manufacturing, research and development, affiliate locations and general administrative functions, are required to operate with an HSE management system that adheres to the Lilly HSE Standards. The general elements of the Lilly HSE Management System are consistent with third-party standards such as the International Organization for Standardization (ISO) 14001, ISO 45001 and the American Chemistry Council's Responsible Care Management System (RCMS[®]) standards. Our global HSE management system is periodically reviewed by an independent, accredited auditor to ensure it conforms to the RCMS.



Audits

We conduct HSE audits of Lilly sites and functional areas for each of our Global HSE Standards as well as regulatory requirements. Our five-year audit plan is updated annually and identifies which areas to audit each year based on risk, with areas associated with high-risk operations being audited more frequently. This approach results in audits of approximately 20 to 30



Our Governance Approach

Our company was founded nearly 150 years ago on the Lilly family's core values of integrity, excellence and respect for people, and these values continue to guide all that we do today. We are committed to upholding the highest standards of corporate conduct in all business dealings around the world. We believe that a strong system of corporate governance is critical to promoting the long-term interests of our shareholders and other company stakeholders.

Governance Priorities

[Business Ethics](#)
[Corporate Governance](#)
[Supply Chain Management](#)

Supply Chain Management

SASB Disclosures Covered: [Supply Chain Management](#) (HC-BP-430a.1)

Management Approach

Ensuring our high-quality medicines are available wherever and whenever patients need them is one of our top priorities. We are committed to maintaining the safety and integrity of our medicines, which begins with the procurement of materials and extends throughout the production process. Through integration of Lilly-owned facilities and external suppliers, we aim to manufacture our medicines in an efficient, effective and safe manner. The Lilly Quality System supports this integration and is the foundation for our quality standards and processes throughout the product development life cycle, including auditing and assessing third-party risk.

In addition to our efforts internally, we promote strong health, safety and the environment (HSE) practices with our suppliers and contract manufacturers (CMOs). We also work to mitigate [counterfeit medicines](#) and ensure we comply with governmental efforts around conflict minerals.

As with most businesses, we know that a significant portion of Lilly's environmental and social impact is embedded in our supply chain. We are committed in policy and action to helping our suppliers and CMOs continuously improve. This includes reducing environmental impacts like climate, water and waste, as well as improving social impacts like safety and diversity and inclusion (D&I).

We believe that doing business with a diverse set of suppliers also helps Lilly accelerate innovation and deliver strong results. We seek out fresh perspectives and insights by partnering with minority group members (MGMs), women-owned and small businesses to meet our wide range of internal and external needs.

In This Section

Supply Chain Governance

Third-Party Risk Management

Partnerships and Leadership

Supplier Diversity

Supply Chain Governance

We view our supply chain as an extension of our operations and strive to instill our company's operating principles within our supplier network. We support the United Nations Global Compact (UNGC) principles, adhere to human rights and labor laws, comply with anti-corruption practices, endeavor for a diverse supplier base and promote sustainability efforts designed to minimize our environmental impact.

We rely on our suppliers and contract manufacturing operations (CMOs), including those that supply us with research and development materials and active pharmaceutical ingredients (APIs), to ensure the ongoing availability of our medicines. As our manufacturing base has grown, we've taken significant steps designed to reduce our exposure to risks inherent in managing a global supply chain.

We continue to strengthen efforts to monitor our supply chain for quality and HSE events and risks. We institute additional procedures for monitoring suppliers we consider to pose higher risks, and we intervene quickly when appropriate. Both quality and HSE considerations are integrated into Lilly's process for evaluating potential new contract manufacturers, and formal assessments are conducted routinely for existing contract manufacturers.

We have also taken steps to educate and engage our suppliers directly on HSE issues and to help them build expertise around HSE topics. This includes our ongoing work as part of the [Pharmaceutical Supply Chain Initiative](#) (PSCI), a non-profit business membership organization founded in 2006, which counts Lilly as one of its inaugural members. In 2020, Lilly HSE professionals led the Industrial Hygiene PSCI supplier capability building sub-committee and served on several of PSCI's supplier capability building committees. PSCI, along with its member companies, created and maintains the [Pharmaceutical Industry Principles for Responsible Supply Chain Management](#) (the PSCI Principles). The PSCI Principles provide our industry with consistent supplier performance standards in the areas of ethics, labor, health and safety, the environment and related management systems. At Lilly, we have aligned several codes, policies and procedures with the PSCI Principles including:

- Internal product stewardship requirements that detail our approach to managing risk across the supply chain, and address our supply chain due diligence and supplier HSE risk assessment and management practices. Learn more [here](#)
- The Lilly [Supplier Code of Business Conduct](#), which applies to all suppliers
- Relevant procurement standards
- Standard contract language applicable to providers of contract manufacturing services

Additional information on HSE governance can be found [here](#).

Conflict Minerals



We are concerned with [human rights](#) violations that occur throughout the world. This includes the ongoing conflict in the Democratic Republic of Congo (DRC) and surrounding countries which is understood to be financed in part by the mining and trade of certain minerals, including tungsten, tantalum, tin and gold. We are committed to ensuring that we understand our supply chain and the potential upstream impacts of our supply and purchasing decisions as they relate to the minerals at issue.

From 2014 to 2020, Lilly filed annual reports with the U.S. Securities and Exchange Commission (SEC) relating to the conflict minerals rule. As a part of this reporting process, we examine the raw material content of all of our global commercial products and seek to identify their origin and source. Our goal is to develop a better understanding of our supply chain and avoid the inadvertent support of businesses associated with human rights violations.

Our expectation is that our suppliers source their materials responsibly and abstain from procuring materials from areas or sources that might promote conflict in the DRC. We expect our suppliers to conduct their own due diligence regarding the source of any materials they provide to us in order to ensure those materials are conflict-free. We filed our latest conflict minerals disclosure documents with the SEC in May 2020.

We are committed to understanding the origin of these materials and will take appropriate action to avoid the inadvertent support of businesses associated with human rights violations.

Third-Party Risk Management

As a part of our business model, we engage with third parties (e.g., suppliers, customers, collaborators) to provide differentiated services, focus on core competencies, achieve cost savings and gain operating efficiencies. Working with third parties may increase potential risks such as service disruptions, data and security breaches, reputational harm, penalties and fines. Mitigating potential risks and protecting Lilly's reputation is a company-wide responsibility which includes third party participation.

With leadership from a centralized Center of Excellence, we have established a third-party risk management program focused on identifying and managing potential risks posed to the organization by working with third parties. Lilly's program has five foundational operating model components: Governance and Delivery Model, Policies and Standards, Management Processes, Tools and Technology and Risk Metrics and Reporting. The centralized program will launch in 2021 with Suppliers and focused on four risk areas: Anti-Corruption, Information Security, Privacy, and Information Systems Quality. Additional risks and third-party types will be phased in as the program evolves.

Assessing and Auditing Third-Party Operations

To ensure we meet the expectations of the Lilly Quality System, our Global Quality Auditing and Compliance Team conducts annual risk-based audits to oversee both internal Lilly manufacturing sites and external third-party operations. We regularly evaluate these audits to identify any areas for improvement. Lilly manufacturing sites conduct internal risk analyses of each purchased material (raw materials, packaging materials, GMP consumables) based on global quality standards. The risk analyses evaluate the supplier, complexity of the supply chain and how the material will be used at our internal sites to determine an overall risk classification. The overall risk classification helps inform the actions needed to approve the new supplier, and the ongoing requirements that we will apply to the supplier. We have similar quality standards and oversight activities for contract manufacturers as well.

For managing Health Safety and Environmental risks, our manufacturing procurement contracts ask suppliers to support the PSCI Principles and conform to the HSE expectations outlined in our Supplier Code of Business Conduct. Standard contract language also requires that manufacturing suppliers, if requested by Lilly, agree to submit to audits that assess compliance with the principles.

Partnerships and Leadership

We are an active member of external associations and consortiums aimed at enhancing the security, quality and safety of pharmaceutical supply chains. Team members of Lilly's Global Quality Auditing and Compliance group actively participate in [Rx-360](#) and [International Pharmaceutical Excipients Council](#) (IPEC) working groups to provide input into industry guidelines and standards and align our processes with our peers. We currently hold a seat on the Board of Directors at Rx-360 and participate in all nine of the consortium's working sub-groups to help ensure we stay informed of and help set industry best practices. During 2020, we increased our use of Rx-360 Supplier Audit Reports to supplement our internal audit plan during high demand periods and when we were not able to audit suppliers due to the ongoing COVID-19 pandemic. This allowed for improved risk evaluation to help protect our patients around the world. Some highlights of our involvement with Rx-360 include:

- At the end of 2019, due to Lilly's leading role driving Rx-360's mission of pharmaceutical supply chain security and patient safety, Lilly was recognized as the Company of the Year by Rx-360 during its annual member meeting.
- In 2020, Lilly co-authored a [Remote Audit Best Practice Guide](#) for members to utilize as they face difficulties in auditing supply chains due to the COVID-19 pandemic.

Supplier Diversity

We believe that doing business with a diverse set of suppliers helps the company accelerate innovation and deliver strong results. By actively seeking out the fresh perspectives and insights of diverse and small businesses to meet our needs across the value chain, we strengthen both our own company and firms across our supply chain.

A supplier is considered diverse when at least 51% ownership and control are held by a minority group member (MGM), a woman, someone who is LGBTQ or disabled. Small suppliers are defined by the U.S. Small Business Administration's (SBA's) [small business size standards](#).

Given the importance of advancing supplier diversity, we have developed a comprehensive strategy comprising three key elements: clear enterprise goals to increase spend with small and diverse suppliers, community engagement and compliance with government goals.

We met or exceeded our targets for five of the six government categories in 2020 despite many challenges posed by the COVID-19 pandemic. We continued to mentor small and diverse suppliers by expanding support programs with the aim of helping our suppliers build stronger business practices. We hosted multiple virtual matchmaking events to connect qualified suppliers with our procurement professionals and to enhance our partnership with advocacy groups.

In 2020, we spent more than \$519 million with 1,223 suppliers classified as small businesses. We spent \$585 million with 492 suppliers, large or small, who were classified as diverse, woman-owned and/or LGBTQ-owned businesses. During its most recent audit in 2016, the U.S. Small Business Administration recognized Lilly's efforts to promote and maintain supplier diversity as "outstanding" –the highest possible rating.

2020 Supplier Diversity Data



\$1.4 billion

in total economic impact through Lilly's supplier diversity program

Exhibit D

[Copy of Healthcare Policy Positions]

Public Policy

Lilly supports making medicines more accessible and affordable to patients. Lilly advocates for improvements to the U.S. health care system that align to our core principles of:

1. encouraging and protecting innovation;
2. fairness and transparency in the biopharma industry and all of health care; and
3. lowering costs at the pharmacy counter for patients who use our medicine.



Health Care System

Changes in the U.S. health care system have created greater consumer cost-sharing and a growing number of patients exposed to a medicine's full retail price – effectively shifting the burden onto the sick to subsidize the healthy. Broader systemic change is needed, which requires action by all relevant stakeholders.

We need to restructure the financial incentives of the entire pharmaceutical supply chain to ensure patients benefit with access to safe and affordable medicines.

Lilly is actively working with other key stakeholders to seek long-term policy solutions to address the gaps in our current health care system. We remain committed to finding solutions – both legislative and non-legislative – that will help people with chronic diseases have affordable access to their medicine.

To learn more about the U.S. health care system and Lilly's positions, view the resources below.

- [Driving Innovation in Employer Health Benefit Design White Paper](#)
- Lilly's [2018 Integrated Summary Report](#)
- [Trends in Health Care: High Deductible Health Plans](#)
- [Trends in Health Care: First Dollar Coverage](#)
- Dave Ricks' *USA Today* [opinion column](#) about rebate reform, "Rebate rule would help make prescriptions more affordable for more patients"
- [PhRMA's Response](#) to U.S. Health and Human Services Department on the Blueprint to Lower Drug Prices and Reduce Out-of-Pocket Costs



Value-Based Arrangements

Lilly believes that value-based arrangements have the potential to improve patient outcomes while lowering costs for the entire health care system. Payments for most medicines are still based on traditional outcomes, such as volume of product purchased or cost per unit. We believe the price of medicines should be linked more directly to patient outcomes.

Further, we think this is one of the most important long-term changes we can make as an industry. We want to create a system here in the United States in which pharmaceutical innovators are rewarded – not for selling their product, but for the value it delivers inside the health care system.

We strongly believe that outdated policies and regulations should not prevent the development of new, better ways to pay for medicines. We continue to advocate for legislative and regulatory changes that support this transition. See additional resources:

- Lilly/Prime Therapeutics [White Paper](#): "Advancing Patient Interests Through Value-Based Arrangements for Prescription Drugs"
- Lilly/Anthem [White Paper](#): "Promoting Value-Based Contracting Arrangements"
- What are [Value-Based Arrangements](#)?



Drug Importation

It may sound like an easy fix but importing drugs from Canada or any other country will not help Americans struggling to pay for their medicines. Importing drugs is a risky practice, as these drugs are not inspected for safety and efficacy as they are in the United States. Imported drugs do not go through the same rigorous process as U.S. Food and Drug Administration (FDA) review, and are often sold through dangerous, unregulated and illegitimate online pharmacies.

Instead, efforts should focus on addressing the root of the problem. Changes in the U.S. health care system have created greater consumer cost-sharing and a growing number of patients exposed to a medicine's full retail price – effectively shifting the burden onto the sick to subsidize the healthy. Broader systemic change is needed, which requires action by all relevant stakeholders. We need to restructure the financial incentives of the entire pharmaceutical supply chain to ensure patients benefit with access to safe and affordable medicines at their pharmacy counter here at home. See additional resources:

- [Drug Importation 101](#)
- PhRMA: [Medicine Safety and Drug Importation](#)



Intellectual Property

Strong intellectual property (IP) protections are one way we encourage innovators to focus on difficult problems like untreatable medical diseases. They are the bedrock for developing new treatments and cures, and are critical to improving patient care, spurring innovation and strengthening our economy. Without strong IP protections, innovation would mostly focus on low-risk ventures, leaving large swaths of unmet medical needs.

IP protections recognize the time, cost and uncertainty related to the research-and-development process for medicines, and the

substantial investment required for FDA approval. Two important forms of IP protections for medicines are:

- Patents, granted in the U.S. by the U.S. Patent and Trade Office (PTO), give inventors the exclusive right to their inventions without others being able to copy and sell them for a set period of time (20 years from the application date of the patent); and
- Data exclusivity, granted in the U.S. by the FDA, which prohibits third parties for a set period of time from using or relying on an innovator's valuable clinical trial data to obtain FDA approval for their product.

Additionally, read [Dave Ricks' Financial Times opinion column](#) about IP, titled "The search for a dementia cure rests on innovators," and view Lilly's infographic about the [importance of IP in the biopharmaceutical research ecosystem](#).



Pricing and Access

For Lilly, expanding affordable access to medicines is a priority. One aspect of this is setting the list prices for our medicines. Pricing our medicines is one of the most important decisions we make as a company. We strike a balance between access and patient affordability, while sustaining investments to research innovative life-changing treatments for some of today's most serious diseases. When pricing our medicines, we consider:

- **Customer Perspective:** the unmet needs those medicines can fulfill for patients and caregivers, and how people can affordably access the treatment
- **Competitive Landscape:** the benefits of our medicines compared to alternative therapies, where our medicines fit in treating conditions, and existing contacts between payers and our competitors
- **Company Considerations:** the cost of research, development, manufacturing and support services for customers; business trends and other economic factors; as well as the medicine's potential market size, patent life and place within our larger portfolio of medicines
- **Other External Factors:** other external factors such as health system changes and policy guidelines

Additionally, reference Lilly's [2019 Integrated Summary Report](#).

Lilly recognizes that many patients face increasing costs and other barriers to accessing the treatments they need. When you're living with a serious condition, or caring for someone who has one, it's imperative to access the right medicine at the right time. We are committed to working with our health system partners to help ensure access to our medicines. Lilly strives to do its part to ensure access through the following guiding principles:

- **Flexibility:** Every medicine involves unique access challenges that are shaped by the broader category of the medicine. Lilly is flexible to develop solutions that solve for distinct issues.
- **Broadening Responsibilities:** As an innovative medicines' manufacturer, Lilly may need to extend its responsibility beyond developing medicines to help ensure that they can be accessible to patients. Lilly extends its responsibility where it is needed, to do the right thing by patients and more deeply support access.
- **Collaboration:** Solving access challenges in today's complex health care environment requires leadership and cooperation from many stakeholders to find sustainable solutions that work. Lilly uses its position as a large manufacturer of medicines to convene broader stakeholders and encourage cooperation and collaboration to create lasting solutions.



Biosimilars

Lilly supports the development and approval of new medical technology such as biosimilars that can benefit patients. However, given the difficulty and complexity of developing and manufacturing biological products, policies for approval of these products with an abbreviated data package must proceed carefully with patient safety at the forefront and respect for the innovator's intellectual

property. Biosimilar products have an important role to play in the health care system for the benefit of patients, provided that they are approved based on rigorous, science-based standards. Clinical evidence must be at the foundation of all decisions.

- Science-based regulatory reviews should determine if biosimilars meet interchangeability standards.
- Patients should receive the medicines their doctor prescribes.
- Only interchangeable biosimilars should be eligible for automatic substitution by pharmacies.
- Small differences in biological medicines' manufacturing processes can cause difficult-to-predict changes in safety and efficacy.
- Countries with insufficient regulatory standards produce products that pose a risk to patient safety and should not be considered as a "biosimilar."
- Biologics and biosimilars should have unique, differentiating names.
- Strong laws for data exclusivity and patent protection strike the balance between patient access and innovation of new medicines.

Additional resources:

- [Summary of Lilly's Position on Biosimilars](#)
- Biologics vs. Biosimilars [Infographic](#)
- Biologics vs. Biosimilars [Video](#)

Exhibit E

[Copy of 2020 Report of Political Financial Support]



43 Years of Helping Create an Environment Where Innovation Thrives



REPORT OF
POLITICAL
FINANCIAL
SUPPORT
2020



HOW LILLYPAC DECIDES WHO TO SUPPORT

LillyPAC invests donations in candidates who:

- Have a voting record or announced positions on issues important to Lilly;
- Have demonstrated leadership on key committees of importance to our business;
- Show a potential for legislative leadership;
- Are dedicated to improving the relationship between business and government; or
- Represent a state or district where Lilly has a facility or large concentration of employees in a district or state.

LillyPAC does not consider the candidate's political affiliation. Also, LillyPAC does not consider the candidate's position on issues that do not impact the company or its business environment.



Federal Contribution Limits

\$5,000 per primary and general election to a federal candidate's campaign committee.

\$15,000 per calendar year to each national party committee, such as the Democratic and Republican national, senatorial and congressional campaign committees.

\$5,000 per year to a federal incumbent's leadership PAC. Leadership PACs may be sponsored by members of Congress to support other candidates from their political party. These are separate from a member's campaign committee.

\$5,000 per year to a state or local party committee.

Contribution limits to state or local candidates and committees vary by state.

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Jones, Doug	Doug Jones for Senate Committee	AL	D	U.S. Senate	\$2,500
Cheatham, Eddie	Committee To Re-Elect Eddie Cheatham	AR	D	State Senate	\$400
Fite, Charlene	Committee To Re-Elect Representative Charlene Fite	AR	R	State House	\$300
Gilmore, Ben	Ben Gilmore for State Senate	AR	R	State Senate	\$300*
Ladyman, Jack	Committee To Re-Elect Representative Jack Ladyman	AR	R	State House	\$400
Magie, Steve	Committee To Re-Elect Representative Steve Magie	AR	D	State House	\$300
Wing, Carlton	Campaign To Re-Elect Carlton Wing	AR	R	State House	\$300
Brophy McGee, Kate	Kate Brophy McGee Senate	AZ	R	State Senate	\$500
Hernandez, Alma	Alma for Arizona	AZ	D	State House	\$500
Rios, Rebecca	Rebecca Rios 2020	AZ	D	State Senate	\$500
Sinema, Kyrsten	Sinema for Arizona	AZ	D	U.S. Senate	\$5,000
Arambula, Joaquin	Joaquin Arambula for Assembly 2020	CA	D	State House	\$4,700
Atkins, Toni	Re-Elect Senator Atkins 2020	CA	D	State Senate	\$2,000
Barragan, Nanette	Barragan for Congress	CA	D	U.S. House	\$2,500
Bera, Ami	Bera for Congress	CA	D	U.S. House	\$1,000
Boerner Horvath, Tasha	Tasha Boerner Horvath for Assembly 2020	CA	D	State House	\$1,000
Burke, Autumn	Autumn Burke for Assembly 2020	CA	D	State House	\$1,500
Caballero, Anna	Anna Caballero for Senate 2022	CA	D	State Senate	\$1,000
Calderon, Lisa	Lisa Calderon for Assembly 2020	CA	D	State House	\$1,000
Cardenas, Tony	Tony Cardenas for Congress	CA	D	U.S. House	\$2,500
Carrillo, Wendy	Wendy Carrillo for Assembly 2020	CA	D	State House	\$1,000
Chang, Ling Ling	Ling Ling Chang for Senate 2020	CA	R	State Senate	\$1,000
Cooper, Jim	Jim Cooper for Assembly 2020	CA	D	State House	\$1,500
Correa, J. Luis	Lou Correa for Congress	CA	D	U.S. House	\$2,500
Cunningham, Jordan	Jordan Cunningham for Assembly 2020	CA	R	State House	\$2,000
Dahle, Megan	Megan Dahle for Assembly 2020	CA	R	State House	\$1,000
Daly, Tom	Tom Daly for Assembly 2020	CA	D	State House	\$4,700
Flora, Heath	Heath Flora for Assembly 2020	CA	R	State House	\$1,000
Fong, Vince	Vince Fong for Assembly 2020	CA	R	State House	\$1,000
Frazier, Jim	Jim Frazier for Assembly 2020	CA	D	State House	\$1,000
Glazer, Steven	Glazer for Senate 2020	CA	D	State Senate	\$1,500
Gray, Adam	Gray for Assembly 2020	CA	D	State House	\$4,700
Grayson, Tim	Tim Grayson for Assembly 2020	CA	D	State House	\$1,500
Grove, Shannon	Grove for Senate 2022	CA	R	State Senate	\$1,500
Hurtado, Melissa	Hurtado for Senate 2022	CA	D	State Senate	\$1,000
Malenschein, Brian	Malenschein for Assembly 2020	CA	D	State House	\$1,000
Mayes, Chad	Chad Mayes for Assembly 2020	CA	I	State House	\$4,700
Mullin, Kevin	Kevin Mullin for Assembly 2020	CA	D	State House	\$1,000
Nazarian, Adrin	Nazarian for Assembly 2020	CA	D	State House	\$1,500
Nguyen, Janet	Janet Nguyen for Assembly 2020	CA	R	State House	\$1,000

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Quirk-Silva, Sharon	Sharon Quirk-Silva for Assembly 2020	CA	D	State House	\$1,000
Ramos, James	Re-Elect James Ramos for Assembly 2020	CA	D	State House	\$1,000
Rendon, Anthony	Rendon for Assembly 2020	CA	D	State House	\$1,500
Rivas, Robert	Robert Rivas for Assembly 2020	CA	D	State House	\$1,000
Rodriguez, Freddie	Rodriguez for Assembly 2020	CA	D	State House	\$1,500
Rubio, Blanca	Blanca Rubio for Assembly 2020	CA	D	State House	\$2,000
Rubio, Susan	Susan Rubio for Senate 2022	CA	D	State Senate	\$2,000
Ruiz, Raul	Dr. Raul Ruiz for Congress	CA	D	U.S. House	\$3,000
Salas, Rudy	Rudy Salas for Assembly 2020	CA	D	State House	\$2,000
Sanchez, Linda	Stand with Sanchez	CA	D	U.S. House	\$2,000
Waldron, Marie	Waldron for Assembly 2020	CA	R	State House	\$1,500
Ward, Chris	Chris Ward for Assembly 2020	CA	D	State House	\$4,700
Weber, Shirley	Dr. Weber for Assembly 2020	CA	D	State House	\$1,000
Wood, Jim	Jim Wood for Assembly 2020	CA	D	State House	\$1,000
	Restore Colorado Leadership Fund	CO	R	State PAC	\$1,500
	Senate Majority Fund	CO	R	State PAC	\$1,500
	Democratic Congressional Campaign Committee	DC	D	National Party Committee	\$15,000
	Democratic Senatorial Campaign Committee	DC	D	National Party Committee	\$15,000
	Moderate Democrats PAC	DC	D	Federal PAC	\$5,000
	National Republican Congressional Committee	DC	R	National Party Committee	\$15,000
	National Republican Senatorial Committee	DC	R	National Party Committee	\$15,000
	New Democrat Coalition Action Fund	DC	D	Federal PAC	\$5,000
Carney, John	Friends for John Carney	DE	D	Governor	\$600
Carper, Thomas	Carper for Senate	DE	D	U.S. Senate	\$2,500
McBride, David	Committee To Re-Elect Dave McBride	DE	D	State Senate	\$250
Buchanan, Vern	Vern Buchanan for Congress	FL	R	U.S. House	\$1,500
Murphy, Stephanie	Stephanie Murphy for Congress	FL	D	U.S. House	\$4,000
Rubio, Marco	Reclaim America PAC	FL	D	U.S. Senate	\$2,500
Shalala, Donna	Donna Shalala for Congress	FL	D	U.S. House	\$1,000
Wasserman-Schultz, Debbie	Democrats Win Seats PAC	FL	D	U.S. House	\$2,500
Carter, Buddy	Buddy Carter for Congress	GA	R	U.S. House	\$2,500
Duncan, Geoff	Duncan for Georgia	GA	R	Lt. Governor	\$2,000*
Jones, Burt	Burt Jones for Georgia	GA	R	State Senate	\$1,000*
Perdue, David	Perdue for Senate	GA	R	U.S. Senate	\$5,000
Hirono, Mazie	Friends of Mazie Hirono	HI	D	U.S. Senate	\$1,500
Dawson, Dan	Dan Dawson for State Senate	IA	R	State Senate	\$500
Grassley, Pat	Citizens for Pat Grassley	IA	R	State House	\$750
Lundgren, Shannon	Lundgren for House	IA	R	State House	\$500
Petersen, Janet	Petersen for State Senate	IA	D	State Senate	\$500

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Prichard, Todd	Iowans for Prichard	IA	D	State House	\$500
Sweeney, Annette	Sweeney for Senate	IA	R	State Senate	\$500
Whitver, Jack	Friends of Whitver	IA	R	State Senate	\$1,000
Windschitl, Matt	Win with Windschitl	IA	R	State House	\$750
	Crapo Victory Committee	ID	R	Joint Fundraising Committee	\$2,500
Crapo, Mike	Freedom Fund	ID	R	U.S. Senate	\$2,500*
Brady, Dan	Friends of Dan Brady	IL	R	State House	\$1,000
Burke, Kelly	Friends of Kelly M. Burke	IL	D	State House	\$1,000*
Bush, Melinda	Friends of Melinda Bush	IL	D	State Senate	\$500
Butler, Tim	Friends of Tim Butler	IL	R	State House	\$500
Conroy, Deborah	Friends of Deborah Conroy	IL	D	State House	\$500
Crespo, Fred	Citizens for Fred Crespo	IL	D	State House	\$1,000
D'Amico, John	Friends of John C. D'Amico	IL	D	State House	\$1,000
Davis, William	William Davis for State Representative	IL	D	State House	\$1,000
DeLuca, Anthony	Friends for State Rep Anthony DeLuca	IL	D	State House	\$500
Demmer, Tom	Team Demmer	IL	R	State House	\$1,000
DiSanto, John	Disanto for Senate	IL	R	State Senate	\$500
Duckworth, Tammy	Tammy for Illinois	IL	D	U.S. Senate	\$1,500
Durkin, James	Citizens for Durkin	IL	R	State House	\$5,000
Gabel, Robyn	Friends of Robyn Gabel	IL	D	State House	\$500
Gillespie, Ann	Citizens for Ann Gillespie	IL	D	State Senate	\$500
Harmon, Don	Friends of Don Harmon	IL	D	State Senate	\$5,000
Harris, Greg	Citizens for Gregory Harris	IL	D	State House	\$1,000
Hernandez, Elizabeth	Citizens for Elizabeth Hernandez	IL	D	State House	\$500
Hoffman, Jay	Committee To Elect Jay C. Hoffman	IL	D	State House	\$1,000
Holmes, Linda	Citizens for Linda Holmes	IL	D	State Senate	\$500
Jones, Thaddeus	Jones for State Representative	IL	D	State House	\$2,000
LaHood, Darin	Lahood for Congress	IL	R	U.S. House	\$4,000
Manar, Andy	Friends of Andy Manar	IL	D	State Senate	\$500*
Manley, Natalie	Friends of Natalie Manley	IL	D	State House	\$500
Mayfield, Rita	Friends of Rita Mayfield	IL	D	State House	\$1,000
Munoz, Antonio	Citizens for Antonio 'Tony' Munoz	IL	D	State Senate	\$3,000
Raoul, Kwame	Raoul for Illinois	IL	D	Attorney General	\$2,500*
Rezin, Sue	Friends of Sue Rezin	IL	R	State Senate	\$1,000
Robinson, Lamont	Friends To Elect Lamont Robinson	IL	D	State House	\$500
Schneider, Bradley	Schneider for Congress	IL	D	U.S. House	\$2,000
Smith, Nicholas	Friends of Nicholas Smith	IL	D	State House	\$1,000
Thapedi, Andre	Citizens To Elect Andre Thapedi	IL	D	State House	\$500*
Walsh, Lawrence	Friends of Larry Walsh Jr.	IL	D	State House	\$500
Weinzapfel, Jonathan	Weinzapfel for Indiana	IL	D	State Attorney General	\$1,000
Willis, Kathleen	Friends To Elect Kathleen Willis	IL	D	State House	\$1,000

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Austin, Terri	Committee To Elect Terri Austin	IN	D	State House	\$500
Banks, James	Jim Banks for Congress, Inc.	IN	R	U.S. House	\$2,000
Behning, Robert	Committee To Elect Robert Behning	IN	R	State House	\$1,000
Braun, Mike	Mike Braun for Indiana	IN	R	U.S. Senate	\$1,000*
Bray, Rodric	Rodric D. Bray for State Senate	IN	R	State Senate	\$5,000
Breaux, Jean	Breaux for Indiana	IN	D	State Senate	\$1,000
Bucshon, Larry	Bucshon for Congress	IN	R	U.S. House	\$2,500
Bucshon, Larry	HeartDocPAC	IN	R	U.S. House	\$2,500
Carson, Andre	Andre Carson for Congress	IN	D	U.S. House	\$5,000
Cherry, Bob	Committee To Elect Bob Cherry	IN	R	State House	\$1,000
Crider, Michael	Citizens for Crider	IN	R	State Senate	\$1,000
Crouch, Suzanne	Friends of Suzanne Crouch	IN	R	Lt. Governor	\$1,000
DeLaney, Ed	Ed DeLaney for Our House	IN	D	State House	\$1,000
Ford, J.D.	Friends To Elect J.D. Ford	IN	D	State Senate	\$1,000
GiaQuinta, Phil	GiaQuinta for State Representative	IN	D	State House	\$2,000
Hogsett, Joe	Hogsett for Indianapolis	IN	D	Mayor-Indianapolis	\$5,000
Holcomb, Eric	Eric Holcomb for Indiana	IN	R	Governor	\$16,000
Hollingsworth, Trey	Trey for Congress	IN	R	U.S. House	\$1,000
Huston, Todd	Todd Huston for State Representative	IN	R	State House	\$10,000
Johnson, Robert	Johnson for House	IN	D	State House	\$1,000
Kirchhofer, Cindy	Cindy for State House Committee	IN	R	State House	\$2,000
Lanane, Timothy	Committee To Elect Senator Tim Lanane	IN	D	State Senate	\$1,000
Melton, Eddie	Friends of Eddie Melton	IN	D	State Senate	\$1,000
Messmer, Mark	Markmessmer.com	IN	R	State Senate	\$2,000
Mishler, Ryan	Mishler for State Senate	IN	R	State Senate	\$1,000
Moed, Justin	Neighbors for Justin Moed	IN	D	State House	\$1,000
Mrvan, Frank	Mrvan for Congress	IN	D	U.S. House	\$2,000
Pence, Gregory	Greg Pence for Congress	IN	R	U.S. House	\$2,000
Porter, Gregory	Gregory W. Porter for State Representative District 96	IN	D	State House	\$2,000
Pryor, Cherrish	Committee To Elect Cherrish Pryor	IN	D	State House	\$1,000
Rokita, Todd	Todd Rokita Election Committee	IN	R	State Attorney General	\$1,000
Ruckelshaus, John	Hoosiers for Ruckelshaus	IN	R	State Senate	\$1,000
Saunders, Tom	Friends of Tom Saunders	IN	R	State House	\$500
Shackleford, Robin	Shackleford for House	IN	D	State House	\$2,000
Spartz, Victoria	Victoria Spartz for Congress	IN	R	U.S. House	\$1,000
Speedy, Mike	Friends for Mike Speedy	IN	R	State House	\$1,000
Summers, Vanessa	Vanessa J. Summers for State Representative	IN	D	State House	\$1,000
Torr, Jerry	Torr for Representative Committee	IN	R	State House	\$1,000
Walorski, Jackie	Walorski for Congress, Inc.	IN	R	U.S. House	\$10,000
Young, Todd	Oorah! Political Action Committee	IN	R	U.S. Senate	\$5,000
	Indiana Democratic Party	IN	D	State Party Committee	\$4,000

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Baumgardner, Molly	Molly for Kansas Senate	KS	R	State Senate	\$500
Estes, Ron	Ron Estes for Congress	KS	R	U.S. House	\$1,000
Landwehr, Brenda	Brenda Landwehr for State Representative	KS	R	State House	\$500
Masterson, Ty	Ty Masterson for Kansas	KS	R	State Senate	\$500
Warren, Kellie	Kellie Warren for Kansas	KS	R	State Senate	\$500
Guthrie, Brett	Guthrie for Congress	KY	R	U.S. House	\$2,500
McConnell, Mitch	Bluegrass Committee	KY	R	U.S. Senate	\$2,500
Bagley, Lawrence	Larry Bagley Campaign Committee	LA	R	State House	\$500
Bernard, Louie	Louie Bernard for Senate	LA	R	State Senate	\$500
Boudreaux, Gerald	Gerald Boudreaux Campaign Committee	LA	D	State Senate	\$500
Cathey, Stewart	Stewart Cathey Jr. Campaign	LA	R	State Senate	\$500
Luneau, Jay	Jay Luneau for Senate	LA	D	State Senate	\$500*
McMath, Patrick	Patrick Moore McMath Campaign Fund	LA	R	State Senate	\$500
Mills, Robert	Robert Mills Campaign Fund	LA	R	State Senate	\$500
Scalise, Steve	Scalise Leadership Fund	LA	R	U.S. House	\$5,000
Turner, Christopher	Chris Turner Campaign Committee	LA	R	State House	\$500
Neal, Richard	The Madison PAC	MA	D	U.S. House	\$10,000
Augustine, Malcolm	Friends of Malcolm Augustine	MD	D	State Senate	\$250
Charles, Nick	Friends for Nicholas Charles	MD	D	State House	\$250
Feldman, Brian	Citizens for Brian Feldman	MD	D	State Senate	\$500
Ferguson, William	Citizens for Bill Ferguson	MD	D	State Senate	\$1,000
Harris, Andy	Andy Harris for Congress	MD	R	U.S. House	\$1,000
Hershey, Stephen	Friends of Steve Hershey	MD	R	State Senate	\$500
Hoyer, Steny	Ameripac: The Fund for a Greater America	MD	D	U.S. House	\$10,000
Jennings, J.B.	Friends of J.B. Jennings	MD	R	State Senate	\$500
Lewis, Robbyn	Friends of Robbyn Lewis	MD	D	State House	\$250
Morgan, Matthew	Citizens for Matt Morgan	MD	R	State House	\$300
Pendergrass, Shane	People for Shane E. R. Pendergrass	MD	D	State House	\$250
Reilly, Edward	Friends of Big Ed Reilly	MD	R	State Senate	\$500
Szeliga, Kathy	Friends of Kathy Szeliga	MD	R	State House	\$250
	Blue Dog PAC	MD	D	Federal PAC	\$5,000
Fecteau, Ryan	Fecteau for Leadership	ME	D	State House	\$250*
	House Democratic Campaign Committee	ME	D	State Party Committee	\$1,000
	House Republican Fund	ME	R	State Party Committee	\$1,000
	Maine Senate Republican Majority	ME	R	State Party Committee	\$1,000
	Still Fed Up with Taxes	ME	R	State PAC	\$250
Alexander, Julie	Julie Alexander for State Representative	MI	R	State House	\$500
Bizon, John	Committee To Elect Dr. John Bizon	MI	R	State Senate	\$2,000
Calley, Julie	Committee To Elect Julie Calley	MI	R	State House	\$500
Hall, Matt	Matt Hall for State Representative	MI	R	State House	\$500
Hornberger, Pamela	CTE Pamela Hornberger	MI	R	State House	\$500

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Lilly, Jim	Friends of Jim Lilly	MI	R	State House	\$1,000
MacGregor, Peter	Committee To Elect Peter MacGregor for State Senate	MI	R	State Senate	\$1,000
Peters, Gary	Peters for Michigan	MI	D	U.S. Senate	\$2,500
Shirkey, Mike	Committee To Elect Mike Shirkey State Senate	MI	R	State Senate	\$1,000
VanderWall, Curt	Curt Vanderwall for State Senate	MI	R	State Senate	\$2,000
Whiteford, Mary	Committee To Elect Mary Whiteford	MI	R	State House	\$1,000
Blunt, Roy	Friends of Roy Blunt	MO	R	U.S. Senate	\$1,500
Blunt, Roy	Rely on Your Beliefs Fund	MO	R	U.S. Senate	\$5,000
Smith, Jason	Jason Smith for Congress	MO	R	U.S. House	\$1,000
	Montana Republican Legislative Campaign Committee	MT	R	State Party Committee	\$1,000*
Tester, Jon	Montanans for Tester	MT	D	U.S. Senate	\$2,500
Batch, Sydney	Friends for Sydney Batch	NC	D	State House	\$1,000
Berger, Phil	Phil Berger Committee	NC	R	State Senate	\$2,500
Blue, Dan	Citizens for Dan Blue	NC	D	State Senate	\$1,000
Cooper, Roy	Cooper for North Carolina	NC	D	Governor	\$8,100
Harrington, Kathy	Citizens To Elect Kathy Harrington	NC	R	State Senate	\$2,500
Hawkins, Zack	Zack Hawkins for North Carolina	NC	D	State House	\$1,000
Hudson, Richard	Hudson for Congress	NC	R	U.S. House	\$5,000
Jackson, Brent	Brent Jackson for NC Senate	NC	R	State Senate	\$2,500
Jackson, Darren	Jackson for NC	NC	D	State House	\$1,000
McHenry, Patrick	McHenry for Congress	NC	R	U.S. House	\$5,000
Moore, Timothy	Friends of Tim Moore	NC	D	State House	\$2,700
Newton, Paul	Newton for Senate	NC	R	State Senate	\$1,000
Perry, Jim	Jim Perry Committee	NC	R	State Senate	\$1,000
Price, David	Price for Congress	NC	D	U.S. House	\$1,000
Rabon, Bill	Rabon for Senate	NC	R	State Senate	\$2,500
Reives, Robert	Committee To Elect Robert T. Reives II	NC	D	State House	\$1,000
Sasser, Wayne	Committee To Elect Wayne Sasser House Seat 67	NC	R	State House	\$1,000
White, Donna	Donna White for NC House	NC	R	State House	\$1,000
Woodard, Mike	Committee To Elect Mike Woodard	NC	D	State Senate	\$1,000
Hoeven, John	Hoeven for Senate	ND	R	U.S. Senate	\$2,500
Sasse, Ben	Ben Sasse for U.S. Senate, Inc.	NE	R	U.S. Senate	\$1,000
Smith, Adrian	Adrian Smith for Congress	NE	R	U.S. House	\$2,000
Soucy, Donna	Committee To Elect Donna Soucy	NH	D	State Senate	\$1,000
Sununu, Chris	Friends of Chris Sununu	NH	R	Governor	\$1,000
	New Hampshire Senate Democratic Caucus	NH	D	State PAC	\$1,000
	NH Senate Republican Political Action Committee	NH	R	State PAC	\$1,000
Menendez, Robert	New Millennium PAC	NJ	D	U.S. Senate	\$5,000
Pallone, Frank	Pallone for Congress	NJ	D	U.S. House	\$5,000
Pascrell, William	Pascrell for Congress	NJ	D	U.S. House	\$2,000

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Heinrich, Martin	LOBO PAC	NM	D	U.S. Senate	\$2,000
Cortez Masto, Catherine	All for Our Country Leadership PAC	NV	D	U.S. Senate	\$5,000
Horsford, Steven	Nevadans for Steven Horsford	NV	D	U.S. House	\$2,000
Rosen, Jacklyn	Rosen for Nevada	NV	D	U.S. Senate	\$5,000
Benedetto, Michael	Benedetto for Assembly	NY	D	State House	\$1,000* (NYPAC)
Breslin, Neil	Friends of Senator Breslin	NY	D	State Senate	\$500 (NYPAC)
Brouk, Samra	Samra Brouk for State Senate	NY	D	State Senate	\$1,000 (NYPAC)
Burke, Patrick	Burke for Assembly	NY	D	State House	\$500 (NYPAC)
Buttenschon, Marianne	Friends of Marianne Buttenschon	NY	D	State House	\$500 (NYPAC)
Cooney, Jeremy	Friends of Jeremy Cooney	NY	D	State Senate	\$1,000 (NYPAC)
Griffin, Judy	Friends of Judy Griffin	NY	D	State House	\$500 (NYPAC)
Harckham, Peter	Pete Harckham for Senate	NY	D	State Senate	\$1,000 (NYPAC)
Hinchey, Michelle	Hinchey for NY	NY	D	State Senate	\$1,000 (NYPAC)
Jaffee, Ellen	Friends of Ellen Jaffee	NY	D	State House	\$500* (NYPAC)
Jean-Pierre, Kimberly	New Yorkers for Kim	NY	D	State House	\$1,000 (NYPAC)
Kaminsky, Todd	Kaminsky for New York	NY	D	State Senate	\$1,000* (NYPAC)
Mannion, John	Mannion for State Senate	NY	D	State Senate	\$1,500 (NYPAC)
Mayer, Shelley	Shelley Mayer for Senate	NY	D	State Senate	\$1,000 (NYPAC)
Quart, Dan	Friends of Dan Quart	NY	D	State House	\$1,000 (NYPAC)
Ramos, Jessica	Ramos for State Senate	NY	D	State Senate	\$1,000 (NYPAC)
Reed, Tom	Tom Reed for Congress	NY	R	U.S. House	\$5,000
Rivera, Gustavo	Gustavo Rivera for State Senate	NY	D	State Senate	\$5,000 (NYPAC)
Rodriguez, Robert	Friends of Robert J. Rodriguez	NY	D	State House	\$500 (NYPAC)
Rodriguez, Robert	Friends of Robert J. Rodriguez	NY	D	State House	\$1,000* (NYPAC)
Ryan, Sean	Sean Ryan for Senate	NY	D	State Senate	\$2,000 (NYPAC)
Santabarbara, Angelo	Santabarbara for Assembly	NY	D	State House	\$500 (NYPAC)
Schumer, Charles	Friends of Schumer	NY	D	U.S. Senate	\$5,000
Schumer, Charles	IMPACT	NY	D	U.S. Senate	\$5,000
Seawright, Rebecca	Friends of Rebecca Seawright	NY	D	State House	\$500 (NYPAC)
Walczyk, Mark	Friends of Mark Walczyk	NY	R	State House	\$500 (NYPAC)
Wallace, Monica	Friends of Monica Wallace	NY	D	State House	\$500 (NYPAC)
	NYS Democartic Assembly Campaign Committee	NY	D	State Party Committee	\$6,500 (NYPAC)
	NYS Democratic Senate Campaign Committee	NY	D	State Party Committee	\$1,500 (NYPAC)
	NYS Democratic Senate Campaign Committee	NY	D	State Party Committee	\$5,000* (NYPAC)
Carfagna, Rick	Committee To Elect Rick Carfagna	OH	R	State House	\$1,000
Cupp, Robert	Cupp for State Representative Committee	OH	R	State House	\$1,000
Edwards, Jay	Friends of Jay Edwards	OH	R	State House	\$2,500
Hall, Mark	Mark Hall for State Representative	OH	R	State House	\$500
Hottinger, Jay	Citizens for Hottinger	OH	R	State Senate	\$1,000
Huffman, Matt	Matt Huffman for Ohio	OH	D	State Senate	\$8,500
Kunze, Stephanie	Citizens for Stephanie Kunze	OH	R	State Senate	\$500

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
McColley, Robert	Citizens for McColley	OH	R	State Senate	\$2,500
Seitz, Bill	Seitz for Ohio	OH	D	State Senate	\$1,000
Wenstrup, Brad	Building and Restoring the American Dream Fund	OH	R	U.S. House	\$5,000
Lankford, James	Families for James Lankford	OK	R	U.S. Senate	\$1,000
Mullin, Markwayne	Mullin for Congress	OK	R	U.S. House	\$2,000
Boquist, Brian	Boquist Leadership Fund	OR	R	State Senate	\$1,000
Drazan, Christine	Friends of Christine Drazan	OR	R	State House	\$2,000
Hayden, Cedric	Hayden for Oregon	OR	R	State House	\$1,000
Moore-Green, Racquel	Friends of Racquel Moore-Green	OR	D	State House	\$1,000
Schrader, Kurt	Kurt Schrader for Congress	OR	D	U.S. House	\$2,500
Argall, David	Volunteers for David Argall	PA	D	State Senate	\$500
Benninghoff, Kerry	Benninghoff for Representative	PA	R	State House	\$2,500
Boyle, Brendan	Citizens for Boyle	PA	D	U.S. House	\$2,500
Bradford, Matthew	Friends of Matt Bradford	PA	D	State House	\$1,000
Briggs, Tim	Tim Briggs for State Representative	PA	D	State House	\$1,000
Browne, Patrick	Citizens for Patrick Browne	PA	R	State Senate	\$1,000
Casey, Bob	Bob Casey for Senate, Inc.	PA	D	U.S. Senate	\$5,000
Casey, Bob	Keystone America PAC	PA	D	U.S. Senate	\$1,000
Corman, Jake	Friends of Jake Corman	PA	R	State Senate	\$5,000
Costa, Jay	Jay Costa Jr. for State Senate	PA	D	State Senate	\$500
Cutler, Bryan	Friends of Bryan Cutler	PA	R	State House	\$500
Daley, Mary Jo	Friends of Mary Jo Daley	PA	D	State House	\$250
Delozier, Sheryl	Friends of Sheryl Delozier	PA	R	State House	\$300
Dermody, Frank	Friends of Frank Dermody	PA	D	State House	\$1,000
Gordner, John	Friends of John Gordner	PA	R	State Senate	\$750
Harris, Jordan	Citizens for Jordan Harris	PA	D	State House	\$500*
Hughes, Vincent	Citizens for Hughes	PA	D	State Senate	\$1,000
Kelly, Mike	Mike Kelly for Congress	PA	R	U.S. House	\$1,000
Killion, Thomas	Killion Victory Committee	PA	R	State Senate	\$1,000
Krueger-Braneky, Leanne	Leanne for PA	PA	D	State House	\$500
Laughlin, Daniel	Committee To Elect Dan Laughlin	PA	R	State Senate	\$1,000
Longietti, Mark	Friends of Mark Longietti	PA	D	State House	\$500
Martin, Scott	Friends of Scott Martin	PA	R	State Senate	\$500
Mensch, Bob	Friends of Bob Mensch	PA	R	State Senate	\$1,000
Pickett, Tina	Friends of Tina Pickett	PA	R	State House	\$500
Rapp, Kathy	Kathy Rapp for Rep	PA	R	State House	\$500
Regan, Mike	Mike Regan for Senate	PA	R	State Senate	\$500
Roae, Brad	The Committee To Elect Brad Roae	PA	R	State House	\$500
Rothman, Greg	Friends of Greg Rothman	PA	R	State House	\$250
Saylor, Stanley	Citizens for Stan Saylor	PA	R	State House	\$1,000
Schlossberg, Michael	Friends of Mike Schlossberg	PA	D	State House	\$500
Toomey, Pat	Friends of Pat Toomey	PA	R	U.S. Senate	\$1,000

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Torsella, Joe	Friends of Joe Torsella	PA	D	State Treasurer	\$1,000
Zimmerman, David	Supporters of Dave Zimmerman	PA	R	State House	\$500
	Building a Stronger PA	PA	R	State PAC	\$2,500
	House Republican Campaign Committee	PA	R	State Party Committee	\$4,000*
Clyburn, James	Building Relationships in Diverse Geographic Environments PAC	SC	D	U.S. House	\$5,000
Graham, Lindsey	Team Graham, Inc.	SC	R	U.S. Senate	\$1,000
Scott, Tim	Tomorrow Is Meaningful PAC	SC	R	U.S. Senate	\$1,500
Thune, John	Heartland Values PAC	SD	R	U.S. Senate	\$2,500
Camper, Karen	Karen D. Camper Campaign Committee	TN	D	State House	\$500
Dixie, Vincent	Committee To Elect Vincent Dixie	TN	D	State House	\$500
Freeman, Bob	Friends of Bob Freeman	TN	D	State House	\$500
Helton, Esther	Committee To Elect Esther Helton	TN	R	State House	\$500
Jernigan, Darren	Friends of Darren Jernigan	TN	D	State House	\$500
Johnson, Jack	Johnson for State Senate	TN	R	State Senate	\$1,000
Marsh, Pat	Pat Marsh for State Representative	TN	R	State House	\$500
Mitchell, Bo	Friends of Bo Mitchell	TN	D	State House	\$500
Reeves, Shane	Shane Reeves for State Senate	TN	R	State Senate	\$1,000
Rudd, Tim	Friends of Tim Rudd	TN	R	State House	\$500
Sexton, Cameron	Cameron Sexton Campaign Committee	TN	R	State House	\$1,000*
Smith, Robin	Citizens To Elect Robin Smith	TN	R	State House	\$1,000
Terry, Bryan	Bryan Terry for State Representative	TN	R	State House	\$1,000
Vaughan, Kevin	Friends of Kevin Vaughan	TN	R	State House	\$500
Watson, Bo	Friends of Bo Watson	TN	D	State Senate	\$1,000
Williams, Ryan	Ryan Williams for State Representative	TN	R	State House	\$500
Yarbro, Jeff	Jeff Yarbro for State Senate	TN	D	State Senate	\$1,000
Alvarado, Carol	Carol Alvarado Campaign	TX	D	State Senate	\$1,000
Anchia, Rafael	Rafael Anchia Campaign	TX	D	State House	\$500
Ashby, Trent	Texans for Ashby	TX	R	State House	\$500
Bettencourt, Paul	Friends of Paul Bettencourt	TX	R	State Senate	\$1,000
Blanco, Cesar	Cesar Blanco Campaign	TX	D	State Senate	\$1,000
Bonnen, Greg	Friends of Dr. Greg Bonnen	TX	R	State House	\$1,000
Brady, Kevin	Brady for Congress	TX	R	U.S. House	\$2,500
Buckingham, Dawn	Buckingham for Texas Senate	TX	R	State Senate	\$1,000
Campbell, Donna	Friends of Donna Campbell	TX	D	State Senate	\$1,000
Canales, Terry	Terry Canales Campaign	TX	D	State House	\$500
Capriglione, Giovanni	Giovanni Capriglione Campaign	TX	R	State House	\$500
Clardy, Travis	Travis Clardy Campaign	TX	R	State House	\$500
Coleman, Garnet	Garnet Coleman Campaign	TX	D	State House	\$1,000
Cornyn, John	Texans for Senator John Cornyn, Inc.	TX	R	U.S. Senate	\$4,000
Creighton, Brandon	Friends of Brandon Creighton	TX	R	State Senate	\$1,000
Cyrier, John	John Cyrier Campaign Committee	TX	R	State House	\$500

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Davis, Sarah	Sarah Davis Campaign	TX	R	State House	\$1,000*
Dutton, Harold	Harold Dutton Campaign	TX	D	State House	\$500
Frank, James	James Frank Campaign	TX	R	State House	\$1,000
Geren, Charlie	Charlie Geren Campaign	TX	R	State House	\$500
Goldman, Craig	Craig Goldman Campaign	TX	R	State House	\$500
Gonzalez, Mary	Mary Gonzalez Campaign	TX	D	State House	\$500
Guerra, R.D. Bobby	Roberto D. Guerra Campaign	TX	D	State House	\$1,000
Guillen, Ryan	Ryan Guillen Campaign	TX	D	State House	\$500
Hancock, Kelly	Texans for Kelly Hancock SPAC	TX	R	State Senate	\$1,000
Hinojosa, Juan	Juan Hinojosa for Texas Senate	TX	D	State Senate	\$1,000
Howard, Donna	Donna Howard Campaign Committee	TX	D	State House	\$500
Huffman, Joan	Texans for Joan Huffman	TX	R	State Senate	\$1,000
Hughes, Bryan	Bryan Hughes Campaign	TX	R	State Senate	\$1,000
Hunter, Todd	Todd Hunter Campaign	TX	R	State House	\$500
Kacal, Kyle	Kyle Kacal Campaign Committee	TX	R	State House	\$500
King, Ken	Kenneth King Campaign	TX	R	State House	\$500
King, Phil	Phil King Campaign	TX	R	State House	\$500
King, Tracy	Tracy King Campaign	TX	D	State House	\$500
Klick, Stephanie	Stephanie Klick Campaign Committee	TX	R	State House	\$1,000
Kolkhorst, Lois	Lois Kolkhorst Campaign Committee	TX	R	State Senate	\$2,000
Kuempel, John	John Kuempel Campaign	TX	R	State House	\$500
Larson, Lyle	Lyle Larson Campaign	TX	R	State House	\$500
Lozano, J.M.	Jose M. Lozano Campaign	TX	D	State House	\$500*
Longoria, Oscar	Oscar Longoria Campaign Committee	TX	D	State House	\$500
Lucio, Eddie	Eduardo A. Lucio III Campaign	TX	D	State House	\$500
Lucio, Eduardo	Eduardo A. Lucio Jr. Campaign	TX	D	State Senate	\$1,000
Martinez Fischer, Trey	Trey Martinez Fischer Campaign	TX	D	State House	\$1,000
Martinez, Armando	Armando Martinez Campaign	TX	D	State House	\$500
Menendez, Jose	Jose Menendez Campaign	TX	D	State Senate	\$1,000
Moody, Joseph	Joseph Moody Campaign	TX	D	State House	\$500
Morales, Christina	Christina Morales Campaign	TX	D	State House	\$500
Munoz, Sergio	Sergio Munoz Jr. Campaign	TX	D	State House	\$500
Murphy, Jim	Friends of Jim Murphy	TX	R	State House	\$500
Nelson, Jane	Friends of Senator Jane Nelson	TX	R	State Senate	\$1,000
Nichols, Robert	Robert Nichols Campaign	TX	R	State Senate	\$1,000
Noble, Candy	Candy Noble Campaign	TX	R	State House	\$500
Oliverson, Tom	Friends of Tom Oliverson	TX	R	State House	\$1,000
Paddie, Chris	Texans for Chris Paddie	TX	D	State House	\$5,000
Parker, Tan	Nathaniel Parker Campaign	TX	R	State House	\$500
Perry, Charles	Charles Perry Campaign Committee	TX	R	State Senate	\$1,000
Phelan, Dade	Texans for Dade	TX	R	State House	\$500

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Price, Four	Campaign To Elect Walter "Four" Price	TX	R	State House	\$1,000
Raymond, Richard	Richard Pena Raymond Future of Texas Fund	TX	D	State House	\$500
Rodriguez, Eddie	Eduardo R. Rodriguez Campaign	TX	D	State House	\$1,000
Rose, Toni	Toni Rose Campaign	TX	D	State House	\$1,000
Schwertner, Charles	Texans for Charles Schwertner	TX	R	State Senate	\$1,000
Taylor, Larry	Larry Taylor Campaign Committee	TX	R	State Senate	\$1,000
Thompson, Senfronia	Senfronia Thompson Campaign	TX	D	State House	\$1,500
Turner, Chris	Christopher Turner Campaign Committee	TX	D	State House	\$500
Veasey, Marc	Marc Veasey Congressional Campaign Committee	TX	D	U.S. House	\$500
Vo, Hubert	Hubert Vo Campaign	TX	D	State House	\$500
Whitmire, John	John Whitmire Campaign	TX	D	State Senate	\$1,000
Wu, Gene	Eugene Wu Campaign	TX	D	State House	\$500
	Texas House Republican Caucus	TX	R	State PAC	\$2,000
Curtis, John	Curtis for Congress	UT	R	U.S. House	\$1,000
	Utah Republican Senate Campaign Committee	UT	R	State Party Committee	\$750*
	Utah House Republican Election Committee	UT	R	State Party Committee	\$750*
Bagby, Lamont	Friends of Lamont Bagby	VA	D	State House	\$1,000
Bulova, David	Friends of David Bulova	VA	D	State House	\$500
Byron, Kathy	Friends of Kathy Byron	VA	R	State House	\$500
Filler-Corn, Eileen	Eileen Filler-Corn for Delegate	VA	D	State House	\$750
Herring, Charniele	Friends of Charniele Herring	VA	D	State House	\$1,000
Surovell, Scott	Surovell for State Senate	VA	D	State Senate	\$1,000
Torian, Luke	Friends of Luke Torian	VA	D	State House	\$1,000
Warner, Mark	Forward Together PAC	VA	D	U.S. Senate	\$1,000
Warner, Mark	Friends of Mark Warner	VA	D	U.S. Senate	\$2,500
Leahy, Patrick	Green Mountain PAC	VT	D	U.S. Senate	\$2,500
Scott, Phil	Phil Scott for Vermont	VT	R	Governor	\$1,000
DelBene, Suzan	Delbene for Congress	WA	D	U.S. House	\$3,000
McMorris Rodgers, Cathy	Cathy McMorris Rodgers for Congress	WA	R	U.S. House	\$1,500
Murray, Patty	People for Patty Murray	WA	D	U.S. Senate	\$6,000
August, Tyler	Citizens for August	WI	R	State House	\$250
Darling, Alberta	Friends of Alberta Darling	WI	R	State Senate	\$500
Felzkowski, Mary	Felzkowski of Mary	WI	R	State Senate	\$500
Kind, Ron	Kind for Congress Committee	WI	D	U.S. House	\$3,000
Kurtz, Tony	Kurtz for Assembly	WI	R	State House	\$250
Novak, Todd	Novak for Assembly	WI	R	State House	\$250
Nygren, John	Taxpayers for Nygren	WI	R	State House	\$250
Rodriguez, Jessie	Friends for Jessie	WI	R	State House	\$250
Roth, Roger	Roth for Wisconsin	WI	D	State Senate	\$500
Sanfelippo, Joe	Sanfelippo for Assembly	WI	R	State House	\$250
Stroebe, Duey	Duey for Senate	WI	R	State Senate	\$250
Testin, Patrick	Testin for Senate	WI	R	State Senate	\$250

LillyPAC Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Vorpagel, Tyler	Vorpagel for Assembly	WI	R	State House	\$250
Vos, Robin	Friends & Neighbors of Robin Vos	WI	R	State House	\$250
	Assembly Democratic Campaign Committee	WI	D	State Party Committee	\$1,000
	Committee To Elect a Republican Senate	WI	R	State PAC	\$4,000
	Republican Assembly Campaign Committee	WI	R	State Party Committee	\$4,000
	State Senate Democratic Campaign Committee	WI	D	State Party Committee	\$1,000
Manchin, Joe	Manchin for West Virginia	WV	D	U.S. Senate	\$1,000
Morrisey, Patrick	Morrisey for Attorney General	WV	R	Attorney General	\$2,800
Barrasso, John	Common Values PAC	WY	R	U.S. Senate	\$2,500
Cheney, Elizabeth	Liz Cheney for Wyoming	WY	R	U.S. House	\$2,500
	Total LillyPAC and New York Contributions				\$765,300
	* These contributions were disbursed and reported in 2020, but have since been voided in 2021.				

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Aguiar-Curry, Cecilia	Cecilia Aguiar-Curry for Assembly 2020	CA	D	State House	\$1,500
Bigelow, Frank	Friends of Frank Bigelow for Assembly 2020	CA	R	State House	\$1,500
Dahle, Brian	Brian Dahle for Senate 2020	CA	R	State Senate	\$1,000
Gipson, Mike	Gipson for Assembly 2020	CA	D	State House	\$1,000
O'Donnell, Patrick	Patrick O'Donnell for Assembly 2020	CA	D	State House	\$3,000
Portantino, Anthony	Anthony Portantino for Senate 2020	CA	D	State Senate	\$1,000
Wilk, Scott	Wilk for Senate 2020	CA	R	State Senate	\$1,000
	Better Colorado Alliance	CO	D	State PAC	\$1,000
Bennett, Andria	Committee To Elect Andria Bennett	DE	D	State House	\$150
Decollo, Anthony	Delcollo for Delaware	DE	R	State Senate	\$150
Ennis, Bruce	Ennis Senate Campaign Committee	DE	D	State Senate	\$150
Hall-Long, Bethany	Committee To Elect Bethany Hall-Long	DE	D	Lt. Governor	\$300
Hensley, Kevin	Friends of Kevin Hensley	DE	R	State House	\$150
Navarro, Trinidad	Navaro for Insurance Commissioner	DE	D	State Insurance Commissioner	\$300
Smith, Mike	Mike Smith for Delaware	DE	R	State House	\$150
Walsh, Jack	Walsh for the 9th	DE	D	State Senate	\$150
Bradley, Jennifer	Committee To Elect Jennifer Bradley	FL	R	State Senate	\$1,000
Brodeur, Jason	Committee To Elect Jason Brodeur	FL	R	State Senate	\$1,000
Burton, Colleen	Committee To Elect Colleen Burton	FL	R	State House	\$1,000
Clemons, Charles	Committee To Elect Charles Clemons	FL	R	State House	\$1,000
Fetterhoff, Elizabeth	Committee To Elect Elizabeth Fetterhoff	FL	R	State House	\$1,000
Fine, Randall	Committee To Elect Randall Fine	FL	R	State House	\$1,000
Fischer, Jason	Jason Fischer for State House District 16	FL	R	State House	\$1,000
Harrell, Gayle	Gayle Harrell for State Senate	FL	R	State Senate	\$1,000
Hutson, Travis	Committee To Elect Travis Hutson	FL	R	State Senate	\$1,000
Sirois, Tyler	Committee To Elect Tyler Sirois	FL	R	State House	\$1,000
Skidmore, Kelly	Kelly Skidmore for State Senate	FL	D	State House	\$1,000
Toledo, Jackie	Committee To Elect Jackie Toledo	FL	R	State House	\$1,000
Yarbough, Clay	Elect Clay Yarborough	FL	R	State House	\$1,000
	Florida House Republican Campaign Committee	FL	R	State Party Committee	\$5,000
	Republican Party of Duval County	FL	R	County Party Committee	\$1,000
	Trusted Leadership Political Committee	FL	D	State PAC	\$1,000
Bennett, Karen	Committee To Elect Karen Bennett	GA	D	State House	\$500
Beverly, James	Campaign To Elect James Beverly	GA	D	State House	\$1,000
	Democratic Party of Georgia	GA	D	State Party Committee	\$1,000
	Georgia House Republican Trust	GA	R	State PAC	\$1,000
	Georgia Legislative Black Caucus, Inc.	GA	D	State PAC	\$1,500
	Georgia Republic Senatorial Committee	GA	R	State PAC	\$1,000
Kelley, Trey	Committee To Elect Trey Kelley	GA	R	State House	\$500
King, John	Georgians for John King	GA	R	State Insurance Commissioner	\$1,500

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Parent, Elena	Friends of Elana Parent	GA	D	State Senate	\$500
Walker, Larry	Larry Walker for State Senate	GA	R	State Senate	\$500
Bedke, Scott	Bedke for Legislature	ID	R	State House	\$1,000
Little, Brad	Brad Little for Governor	ID	R	Governor	\$1,000
Winder, Chuck	Chuck Winder for Senate	ID	R	State Senate	\$1,000
Aquino, Omar	Friends of Omar Aquino	IL	D	State Senate	\$1,000
Belt, Christopher	Friends of Christopher Belt	IL	D	State Senate	\$500
Bourne, Avery	Friends for Avery Bourne	IL	R	State House	\$500
Brady, Bill	Brady for Senate	IL	R	State Senate	\$500
Bryant, Terri	Committee To Elect Terri Bryant	IL	R	State House	\$500
Castro, Christina	Citizens for Castro	IL	D	State Senate	\$500
Caulkins, Dan	Committee To Elect Dan Caulkins	IL	R	State House	\$500
Crowe, Rachelle Aud	Rachelle Aud Crowe for Senate	IL	D	State Senate	\$1,000
Cunningham, Bill	Friends of Bill Cunningham	IL	D	State Senate	\$2,500
Fine, Laura	Friends of Laura Fine	IL	D	State Senate	\$1,000
Harris, Napoleon	Friends of Napoleon Harris	IL	D	State Senate	\$2,500
Hastings, Michael	Citizens for Michael E. Hastings	IL	D	State Senate	\$2,500
Holmes, Linda	Citizens for Linda Holmes	IL	D	State Senate	\$1,000
Hunter, Mattie	Friends of Mattie Hunter	IL	D	State Senate	\$1,500
Jones III, Emil	Friends of Emil Jones III	IL	D	State Senate	\$500
Lightford, Kimberly	Citizens for Lightford	IL	D	State Senate	\$1,500
Mazzochi, Deanne	Citizens for Mazzochi	IL	R	State House	\$1,000
McConchie, Dan	Elect Dan McConchie	IL	R	State Senate	\$3,000
Morrison, Julie	Julie Morrison for State Senate	IL	D	State Senate	\$500
Munoz, Antonio	Citizens for Antonio "Tony" Munoz	IL	D	State Senate	\$2,000
Murphy, Laura M	Citizens for Laura M. Murphy	IL	D	State Senate	\$1,500
Rose, Chapin	Friends of Chapin Rose	IL	R	State Senate	\$500
Sims Jr, Elgie	Friends of Elgie Sims	IL	D	State Senate	\$1,000
Spain, Ryan	Friends of Ryan Spain	IL	R	State House	\$500
Wheeler, Keith	Committee To Elect Keith Wheeler	IL	R	State House	\$1,000
Charbonneau, Ed	Charbonneau for Senate	IN	R	State Senate	\$1,000
	Indiana Republican State Committee	IN	R	State Party Committee	\$3,000
Eplee, John	Kansans for Eplee	KS	R	State House	\$250
Erickson, Renee	Renee Erickson for Kansas	KS	R	State Senate	\$500
Finch, Blaine	Finch for House Campaign	KS	R	State House	\$250
Kelly, Jim	Jim Kelly for State Representative	KS	R	State House	\$250
Lynn, Megan	Megan Lynn for Kansas	KS	R	State House	\$250
Murnan, Monica	Monica for Kansas	KS	D	State House	\$250
Peterson, Mike	Mike for Senate Campaign Fund	KS	R	State Senate	\$500
Ruiz, Louis	Ruiz for House Committee	KS	D	State House	\$250
Wolf Moore, Kathy	Moore for House Committee	KS	R	State House	\$250

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Bishop, Stuart	Friends of Stuart Bishop	LA	R	State House	\$500
Brown, Chad	Chad Brown Campaign	LA	D	State House	\$500
Cortez, Page	Page Cortez Campaign	LA	R	State Senate	\$1,000
DuBuisson, Mary	Mary DuBuisson Campaign	LA	R	State House	\$250
Emerson, Julie	Julie Emerson Campaign	LA	R	State House	\$250
Frieman, Larry	Larry Frieman Campaign Fund	LA	R	State House	\$250
Green, Kyle	Green for Louisiana	LA	D	State House	\$250
Hensgens, Bob	Bob Hensgens Campaign	LA	R	State Senate	\$500
Huval, Mike	Mike Huval Campaign	LA	R	State House	\$250
Illg, Jr., John	John Illg Campaign	LA	R	State House	\$250
Larvadain, Ed	Ed Larvadain Campaign Fund	LA	D	State House	\$250
McMahen, Wayne	Wayne McMahan Campaign Fund	LA	R	State House	\$250
Miller, Dustin	Dustin Miller Campaign	LA	D	State House	\$250
Mills, Fred	Mills for Senate	LA	R	State Senate	\$1,000
Owen, Bob	Bob Owen Campaign	LA	R	State House	\$250
Pope, J. Rogers	J. Rogers Pope Campaign	LA	R	State Senator	\$500
Pressly, Thomas	Thomas Pressly Campaign	LA	R	State House	\$250
Schexnayder, Clay	Clay Schexnayder Campaign Fund	LA	R	State House	\$500
Selders, Larry C.	Larry C. Selders Campaign	LA	D	State House	\$250
Stefanski, John	Campaign To Elect John Stefanski	LA	R	State House	\$500
Talbot, Kirk	Kirk Talbot Campaign	LA	R	State Senate	\$1,000
Arch, John	Citizens To Elect John Arch	NE	N/A [†]	State Senate	\$500
Brandt, Tom	Brandt for Legislature	NE	N/A [†]	State Senate	\$500
Dorn, Myron	Dorn for Legislature	NE	N/A [†]	State Senate	\$500
Hansen, Ben	Ben Hansen for Legislature	NE	N/A [†]	State Senate	\$500
Lindstrom, Brett	Friends of Lindstrom	NE	N/A [†]	State Senate	\$500
Murman, Dave	Dave Murman for Legislature	NE	N/A [†]	State Senate	\$500
Bateman, Kip	Election Fund of Kip Bateman	NJ	R	State Senate	\$1,000
Bramnick, Jon	Bramnick for Assembly	NJ	R	State House	\$1,500
Conaway, Herb	Committee To Elect Herb Conaway	NJ	D	State House	\$1,350
Coughlin, Craig	Election Fund of Craig J. Coughlin for Assembly	NJ	D	State House	\$1,500
Freiman, Roy	Freiman for Assembly	NJ	D	State House	\$1,000
Greenwald, Louis	Louis D. Greenwald for Assembly	NJ	D	State House	\$1,500
Marin, Eliana Pintor	Eliana Pintor Marin for State Assembly	NJ	D	State House	\$500
McKeon, John	Election Fund of John F. McKeon for Assembly	NJ	D	State House	\$500
Oroho, Steven	Oroho for Senate	NJ	R	State Senate	\$1,000
Sweeny, Stephen	Sweeny for Senate	NJ	D	State Senate	\$1,500
Vitale, Joseph	Election Fund of Joseph F. Vitale	NJ	D	State Senate	\$500
Zwicker, Andrew	Zwicker for Assembly	NJ	D	State House	\$1,000
	Assembly Republican Victory	NJ	R	State Party Committee	\$1,000

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
	New Jersey Democratic Committee	NJ	D	State Party Committee	\$5,000
Armstrong, Debra	Armstrong for House	NM	D	State House	\$500
Brandt, Craig	Brandt for Senate	NM	R	State Senate	\$500
Egoff, Brian	Committee To Elect Brian Egoff	NM	D	State House	\$500
Hocman-Vigil, Dyan	Committee To Elect Hocman-Vigil	NM	D	State House	\$500
Jujan Grisham, Michelle	New Mexicans for Michelle	NM	D	Governor	\$10,000
Kernan, Gay	Committee To Elect Kernan	NM	R	State Senate	\$500
Lundstrom, Patricia	Patricia Lindstrom Campaign	NM	D	State House	\$500
Munoz, George	Committee To Elect George Munoz	NM	D	State Senate	\$500
Wirth, Peter	Re-Elect Wirth	NM	D	State Senate	\$500
Backus, Shea	Committee To Elect Shea Backus	NV	D	State House	\$500
Bibray-Axelrod, Shannon	Shannon for Nevada	NV	D	State House	\$500
Cohen, Leslie	Friends of Lesley Cohen	NV	D	State House	\$500
Lange, Roberta	Committee To Elect Roberta Lange	NV	D	State Senate	\$500
Neal, Dina	Campaign for Dina Neal	NV	D	State Senate	\$500
Pickard, Keith	Committee To Elect Keith Pickard	NV	R	State Senate	\$500
Roberts, Tom	Friends of Tom Roberts	NV	R	State House	\$500
Wheeler, Jim	Wheeler4Nevada	NV	R	State House	\$500
	Democratic Senate Campaign Committee - Housekeeping	NY	D	State Party Committee	\$1,000
	NYS Senate Republican Campaign Committee - Housekeeping	NY	R	State Party Committee	\$2,500
	RACC- Housekeeping	NY	R	State Party Committee	\$2,500
	Bronx Democratic County Committee- Housekeeping	NY	D	State Party Committee	\$1,000
	Democratic Assembly Campaign Committee- Housekeeping	NY	D	State Party Committee	\$6,000
	Democratic Senate Campaign Committee- Housekeeping	NY	D	State Party Committee	\$6,000
	Kings County Democratic County Committee- Housekeeping	NY	D	State Party Committee	\$1,000
	Ohio Republican Party- Building Fund	OH	R	State Party Committee	\$10,000
Boles, Denyc	Friends of Denyc Boles	OR	R	State Senate	\$2,500
Bonham, Daniel	Committee To Elect Daniel Bonham	OR	R	State House	\$1,000
Boquist, Brian	Boquist Leadership Fund	OR	R	State Senate	\$2,500
Bynum, Janelle	Committee To Elect Janelle Bynum	OR	R	State House	\$1,500
Drazan, Christine	Friends of Christine Drazan	OR	R	State House	\$3,000
Evans, Paul	Friends of Paul Evans	OR	D	State House	\$1,000
Findley, Lynn	Lynn Findley for State Senate	OR	R	State House	\$1,000
Frederick, Lew	Friends of Lew Frederick	OR	D	State Senate	\$500
Girod, Fred	Friends of Fred Girod	OR	R	State Senate	\$2,500
Hansell, Bill	Friends of Bill Hansell	OR	R	State Senate	\$500

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Hayden, Cedric Ross	Hayden for Oregon	OR	R	State House	\$2,500
Heard, Dallas	Friends of Dallas Heard	OR	R	State Senate	\$500
Holvey, Paul	Paul Holvey for State Representative	OR	D	State House	\$1,000
Knopp, Tim	Tim Knopp for State Senate	OR	R	State Senate	\$2,500
Meek, Mark	Friends of Mark Meek	OR	D	State House	\$1,000
Nathanson, Nancy	Friends of Nancy Nathanson	OR	D	State House	\$1,000
Nearman, Mike	Nearman for Oregon	OR	R	State House	\$500
Post, Bill	Friends of Bill Post	OR	R	State House	\$1,000
Rayfield, Dan	Friends of Dan Rayfield	OR	D	State House	\$1,000
Reschke, E. Werner	Werner for Oregon	OR	R	State House	\$1,000
Stark, Duane	Friends of Duane Stark	OR	R	State House	\$2,000
Thomsen, Chuck	Elect Chuck Thomsen	OR	R	State House	\$1,000
Wagner, Rob	Friends of Rob Wagner	OR	D	State Senate	\$2,500
Wilde, Marty	Mary Wilde for Oregon	OR	D	State House	\$500
Witt, Brad	Brad Witt for State Representative	OR	D	State House	\$1,000
Jones, Jay	Friends of Jay Jones	VA	D	State House	\$500
Kilgore, Terry	Kilgore for Delegate	VA	R	State House	\$500
Obenshain, Mark	Friends of Mark Obenshain	VA	R	State Senate	\$500
Pillion, Todd	Friends of Todd Pillion	VA	R	State Senate	\$500
Ware, Lee	Friends for by Friends of Lee Ware	VA	R	State House	\$500
	Commonwealth Victory Fund	VA	D	State PAC	\$1,000
	The Way Ahead	VA	D	State PAC	\$2,500
Berg, April	Friends of April Berg	WA	D	State Representative	\$500
Billig, Andy	Friends of Andy Billig	WA	D	State Senate	\$1,000
Braun, John	John Braun for State Senate	WA	R	State Senate	\$1,000
Chandler, Bruce	Bruce Chandler Campaign	WA	R	State House	\$500
Chopp, Frank	Friends of Frank Chopp	WA	D	State House	\$500
Cleveland, Annette	Annette Cleveland for State Senate	WA	D	State Senate	\$1,000
Cody, Eileen	Committee To Elect Eileen Cody	WA	D	State House	\$1,000
Corry, Chris	Elect Chris Corry	WA	R	State House	\$1,000
Entenman, Debra	Elect Debra Entenman	WA	D	State House	\$750
Garbe Reser, Danielle	Friends of Danielle Garbe Reser	WA	D	State Senate	\$500
Gildon, Chris	Friends of Chris Gildon	WA	R	State Senate	\$500
Goodman, Roger	Friends of Roger Goodman	WA	D	State House	\$500
Harris, Paul	People for Paul Harris	WA	R	State House	\$1,000
Hasegawa, Robert	Campaign To Re-Elect Bob Hasegawa	WA	D	State Senate	\$250
Heck, Denny	Denny Heck for Lieutenant Governor	WA	D	Lieutenant Governor	\$1,000
Hudgins, Zachary	People for Zack Hudgins	WA	D	State House	\$250
Hunt, Sam	Sam Hunt for Senate	WA	D	State Senate	\$500
Inslee, Jay	Jay Inslee for Governor	WA	D	Governor	\$2,000
Jinkins, Laurie	Friends of Laurie Jinkins	WA	D	State House	\$1,000

Corporate Contributions

CANDIDATE	ORGANIZATION/COMMITTEE	ST	P	OFFICE	AMOUNT
Johnson, Jesse	Jesse Johnson for the Future of Federal Way	WA	D	State House	\$250
King, Curtis	Curtis King for Senate	WA	R	State Senate	\$1,000
Kirby, Steven	Steve Kirby Campaign	WA	D	State House	\$500
Litzenberger, Ronda	Neighbors for Ronda	WA	R	State Senate	\$500
Lovick, John	Committee for John Lovick	WA	D	State House	\$150
Macri, Nicole	Elect Nicole Macri	WA	D	State House	\$500
Maycumber, Jacquelin	Committee To Elect Jacquelin Maycumber	WA	R	State House	\$750
Mullet, Mark	Elect Mark Mullet	WA	D	State Senate	\$1,000
O'Ban, Steve	Friends of Steve O'Ban	WA	R	State Senate	\$1,750
Ormsby, Timm	People for Timm Ormsby	WA	D	State House	\$1,000
Riccelli, Marcus	Friends of Marcus Riccelli	WA	D	State House	\$1,000
Rivers, Ann	Friends of Ann Rivers	WA	R	State Senate	\$1,000
Rolfes, Christine	People for Christine Rolfes	WA	D	State Senate	\$1,000
Rude, Skylar	Committee To Elect Skylar Rude	WA	R	State House	\$250
Ryu, Cindy	Friends for Cindy Ryu	WA	D	State House	\$250
Salisbury, Chukundi	Friends of Chukundi Salisbury	WA	D	State House	\$500
Schmick, Joe	Friends of Joe Schmick	WA	R	State House	\$1,000
Schoesler, Mark	Senate Committee for Mark Schoesler	WA	R	State Senate	\$1,000
Slatter, Vandana	Friends of Vandana Slatter	WA	D	State House	\$1,000
Springer, Lawrence	Friends of Larry Springer	WA	D	State House	\$1,250
Stokesbary, Drew	Friends of Drew Stokesbary	WA	R	State House	\$1,000
Sullivan, Pat	Re-Elect Pat Sullivan Campaign	WA	D	State House	\$1,000
Takko, Dean	Dean Takko for State Senate	WA	D	State Senate	\$1,500
Taylor, Jamila	Elect Jamila Taylor	WA	D	State House	\$500
Tharinger, Steve	Elect Steve Tharinger	WA	D	State House	\$500
Valdez, Javier	Javier Valdez for State Representative	WA	D	State House	\$250
Walen, Amy	Amy Walen for State Senate	WA	D	State House	\$250
Wilcox, J.T.	Re-Elect J.T. Wilcox	WA	R	State House	\$1,000
Ybarra, Alex	Friends of Alex Ybarra	WA	R	State House	\$500
	House Democratic Campaign Committee	WA	D	State Party Committee	\$1,000
	House Republican Caucus	WA	R	State Party Committee	\$1,000
	Senate Democratic Campaign Committee	WA	D	State Party Committee	\$1,000
	Senate Republican Campaign	WA	R	State Party Committee	\$1,000
	Total Corporate Contributions				\$241,000

LOBBYING

Lilly invests in direct lobbying efforts at the federal, state, and local levels to educate policymakers on the specific implications that various legislation may have on the company, our community, and patients. Information on our federal lobbying activities is reported to the U.S. Congress in accordance with the Lobbying Disclosure Act of 1995. Information on our state lobbying activities is reported as required in those states where we engage in lobbying activities.

For more information, view the following reports:

- [Q4 2020 U.S. Federal Lobbying Disclosure](#)
- [Q3 2020 U.S. Federal Lobbying Disclosure](#)
- [Q2 2020 U.S. Federal Lobbying Disclosure](#)
- [Q1 2020 U.S. Federal Lobbying Disclosure](#)
- [2020 State Lobbying Disclosures](#)

MEMBERSHIP

In addition to direct political contributions, Lilly maintains memberships in certain 501(c)6s – trade associations that report lobbying activity to the U.S. government. We support organizations that champion public policies that contribute to pharmaceutical innovation, healthy patients, and a healthy business climate. The “Lilly Report of Political Financial Support” also notes our memberships in trade associations that report lobbying activity to the U.S. government and to which we contribute \$50,000 per year or more. Organizations where Lilly has a board seat are also noted. The most recent listing can be found [here](#).

For more information, you can view the reports from previous years below:

Previous years’ (2010 to 2019) [Lilly Report of Political Financial Support](#)

Exhibit F

[Copy of Prior Proposal]

Eli Lilly and Company, Inc.

Lobbying Misalignment 2022

Resolved: Shareholders request that the Board of Directors commission and publish a third party review within the next year (at reasonable cost, omitting proprietary information) of whether Eli Lilly and Company's ("Lilly's") lobbying activities (direct and through trade associations) align with Lilly's public policy position and public statements, particularly supporting "making medicines more accessible and affordable to patients" and "fairness and transparency in the biopharma industry."¹ The report should discuss how Lilly addresses the risks presented by any misaligned lobbying and its plans, if any, to mitigate these risks.

Supporting Statement:

Lilly's commitment to Health Above All is in opposition to its lobbying efforts. Lilly says, "We're dedicated to making our medicines more equitable, accessible and affordable," and clearly states, "no one should have to ration their insulin."² Yet, Lilly is among three insulin manufacturers explicitly called out for price collusion in a 2017 class action lawsuit.³

Lilly states, "Now more than ever, it's vitally important that we demonstrate accountability and trustworthiness so we can continue to earn the confidence of patients, healthcare providers and other customers, as well as society as a whole." However, Lilly has directly lobbied against drug pricing reform that advances affordability,⁴ hiring three lobbyists in March 2021 to defeat Democratic drug pricing proposals even while Lilly was under intense scrutiny for insulin price hikes.⁵

Lilly's CEO Dave Ricks is now the Board Chair for Pharmaceutical Research and Manufacturers of America ("PhRMA"), which raised nearly \$527 million in 2020 and spent roughly \$506 million, including donating millions to numerous other organizations for use in opposing congressional drug pricing reform efforts.⁶ PhRMA also sits on the board of the American Legislative Exchange Council, which has actively opposed H.R. 3 and its moderate counterpart S. 2534 (both 116th Congress) - bills to lower the costs of pharmaceuticals.⁷

Lilly is the fourth largest lobbying spender (\$166.2M) and the third highest campaign contributor (\$13.3M) between 1999 and 2018. Lilly was among several pharmaceutical companies that gave \$1.6M to lawmakers in the first half of 2021, targeting legislators who were likely to oppose drug pricing reforms in the Build Back Better Act.⁸

The positions Lilly adopts should not be undermined by lobbying efforts undertaken by

¹<https://www.lilly.com/policies-reports/public-policy>

²<https://www.lilly.com/who-we-are/health-above-all>

³<https://www.fiercepharma.com/pharma/novo-faces-new-shareholder-suit-for-alleged-collusive-price-fixing>

⁴<https://www.wfyi.org/news/articles/eli-lilly-says-legislation-to-address-drug-prices-would-hurt-its-current-future-operations>

⁵<https://www.opensecrets.org/news/2021/04/vaccine-access-pharma-lobbying-fight/>
<https://www.opensecrets.org/news/2020/12/pharma-lobby-poured-millions-into-darkmoney-groups/>

⁷<https://www.alecaction.org/update/20-alec-lawmakers-say-no-to-importing-price-controls-and-socialized-medicine-to-america>

⁸<https://www.tampabay.com/news/health/2021/10/27/big-pharma-spends-big-to-block-attempts-to-control-drug-prices/>

⁹<https://www.opensecrets.org/orgs/eli-lilly-co/lobbying?id=d000000166>

organizations the Company supports financially. A company may not support every position taken by the trade associations to which it belongs, but proper risk management requires that the board be aware of inconsistencies and evaluate salient risks that would require mitigation.

Given Lilly's extensive direct and indirect lobbying against measures that would make drugs more affordable, we are concerned that the misalignment between Lilly's lobbying and its stated position with regard to equity, access and affordability creates reputational risk.

For these reasons, we urge shareholders to support the proposal.

Exhibit G

[Evidence of Timing of Receipt of Prior
Proposal and Proposal]

TRACY REINHOLT

From: Laura Krausa CO-Remote [REDACTED]
Sent: Friday, November 12, 2021 4:16 PM
To: shareholderproposals
Cc: Wokaty, Julie
Subject: [EXTERNAL] Filing Shareholder Proposal on Lobbying Misalignment 2022
Attachments: COMMONSPIRIT LLY Lobbying Alignment Ltr. 2022.docx.pdf; Eli Lilly Lobbying Alignment 2022 FINAL Revised.docx.pdf; Confirmation of Ownership Letter - LLY.pdf

EXTERNAL EMAIL: Use caution before replying, clicking links, and opening attachments.

Dear Ms. Hakim,

This email is sent to inform you that CommonSpirit Health is acting as lead filer for a shareholder proposal on misaligned lobbying practices for 2022. We anticipate that we will be joined by other investors as co-filers.

If you have any questions, please do not hesitate to reach out to me.

Sincerely,
Laura

Laura Krausa, MNM
System Director Advocacy Programs
Advocacy
CommonSpirit Health®

[REDACTED]

[REDACTED]

Caution: This email is both proprietary and confidential, and not intended for transmission to (or receipt by) any unauthorized person(s). If you believe that you have received this email in error, do not read any attachments. Instead, kindly reply to the sender stating that you have received the message in error. Then destroy it and any attachments. Thank you.

From: Armando Pintado [REDACTED]
Sent: Monday, November 15, 2021 11:42 AM
To: [REDACTED]; Kevin R Hern [REDACTED]
Cc: Renaye Manley [REDACTED]; Edgar Hernandez [REDACTED]; Maureen O'Brien [REDACTED]
Subject: [EXTERNAL] SEIU Benefit Plans Master Trust 14a-8 Proposal Submission

EXTERNAL EMAIL: Use caution before replying, clicking links, and opening attachments.

Dear Ms. Hakim:

Please find attached our submission for a shareholder proposal for Eli Lilly's 2022 annual meeting, pursuant to SEC Rule 14a-8. We would appreciate it if you could confirm receipt of this submission.

If you have any other questions, please let me know.

Best,

Armando Pintado
Senior Field Researcher
Capital Stewardship Program
Service Employees International Union



P.O. Box 22650
Lehigh Valley, PA 18002-2650

January 28, 2022

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 Eli Lilly and Company to omit proposal submitted by
SEIU Benefit Plans Master Trust

Ladies and Gentlemen,

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, the SEIU Benefit Plans Master Trust (the "Trust") submitted a shareholder proposal (the "Proposal") to Eli Lilly and Company ("Lilly" or the "Company"). The Proposal asks Lilly to report to shareholders, updated annually, on the Company's policies and practices governing lobbying, its lobbying expenditures, its membership in and payments to any tax-exempt organization that writes and endorses model legislation, and management and the board's process for making decisions about the payments referenced above.

In a letter to the Division dated December 23, 2021 (the "No-Action Request"), Lilly stated that it intends to omit the Proposal from its proxy materials to be distributed to shareholders in connection with the 2022 annual meeting of shareholders. Lilly argues that it is entitled to exclude the Proposal in reliance on Rule 14a-8(i)(10), as substantially implemented; and Rule 14a-8(i)(11), on the ground that the Proposal substantially duplicates an earlier-received proposal that it also is seeking to exclude from its proxy statement. As discussed more fully below, Lilly has not met its burden of proving its entitlement to exclude the Proposal on either basis, and the Trust asks that its request for relief be denied.

Physical address:
1800 Massachusetts Ave. NW
Suite 301
Washington, DC 20036



P.O. Box 22650
Lehigh Valley, PA 18002-2650

The Proposal

The Proposal states:

Resolved, shareholders of Lilly request the preparation of a report, updated annually, disclosing:

1. Company policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Lilly used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Lilly's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's and the Board's decision-making process and oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Lilly is a member.

Substantial Implementation

Lilly claims that it has substantially implemented the Proposal and is thus entitled to exclude it in reliance on Rule 14a-8(i)(10). A company's actions must satisfy a proposal's "essential objective" in order to justify exclusion, though a company need not implement the proposal exactly as written. Because Lilly has not implemented one of the Proposal's four elements, and has only partially implemented two other elements, Lilly has not met its burden of showing that it is entitled to omit the Proposal

Much of the voluminous material Lilly provides in the No-Action Request is irrelevant to the Proposal's request. A substantial proportion of the material Lilly highlights deals with contributions to political candidates and other electioneering-related expenditures, which are non-responsive to the Proposal given that political contributions and lobbying are distinct topics.



P.O. Box 22650
Lehigh Valley, PA 18002-2650

None of the disclosures on the LillyPAC, including how it is governed, board oversight of its activities, how it decides which contributions to make, or the contributions themselves, are relevant to the Proposal. Nor is information on Lilly's own election-related contributions.

Lilly's disclosure of its state lobbying suffers from several major shortcomings. Not all states require disclosure of lobbying payments, and Lilly does not provide any kind of disclosure regarding activities in such states.¹ The same is true for U.S. territories; Puerto Rico, where Lilly has a significant presence,² requires no disclosure of lobbying payments and its federal court has seen the second-highest number of convictions for public corruption offenses from 2010-2019.³ The Proposal would, however, require disclosure of Lilly's lobbying activity in each of these jurisdictions where Lilly currently makes no disclosure at all. For these jurisdictions, there cannot be substantial implementation because there has been no implementation.

For those states that do require disclosure of lobbying activities, Lilly's disclosure consists of nothing more than bare links to websites containing state lobbying filings (and some states maintain separate sites for legislative and executive branch lobbying). This amounts to links to more than 50 different websites. Each website requires users to search for the company of interest, and there is no way to know up front whether Lilly even lobbied in a particular state. Moreover, each of these state sites must be rechecked periodically to update information.

The Trust acknowledges that the Staff has allowed exclusion on substantial implementation grounds even though information sought in a proposal was available in more than one place. But the process shareholders have to go through to obtain data on Lilly's state lobbying is far too burdensome to constitute substantial implementation of this element of the Proposal. For comparison, in Pacific Gas & Electric ("PG&E") (2010),⁴ cited by Lilly, the charitable contribution disclosures the company provided were available on its own web site, in two different locations, just not in the format of a single report as the proposal requested. And the disclosures the Staff found to substantially implement a proposal seeking sustainability disclosure in Advance Auto Parts,⁵ on which Lilly also relies, required shareholders to visit only three online sources: a corporate sustainability report, annual report and proxy statement.

¹ See No-Action Request, at 4 ("The Company's direct lobbying expenses are also available to the public on the Lobbying Disclosure page of the U.S. House website and through individual state agencies.")

² See <https://ispe.org/facility-year-awards/winners/2017/process-innovation>; <https://edpnc.com/eli-lilly-and-company-selects-north-carolina-for-major-pharmaceutical-plant/> ("Lilly currently has seven manufacturing sites located in the United States in Indiana, New Jersey, and Puerto Rico.")

³ See <https://www.justice.gov/criminal-pin/file/1346061/download>, at 25-28.

⁴ PG&E Corp. (Mar. 10, 2010).

⁵ Advance Auto Parts Inc. (Apr. 9, 2019).



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Lilly's disclosures include no information on lobbying done outside the United States, which can create risks relating to the Foreign Corrupt Practices Act ("FCPA").⁶ In 2012, Lilly settled SEC charges that it violated the FCPA by making improper payments to government officials in Russia, China, Brazil and Poland.⁷ Once again, for these activities, Lilly has made no implementation of the Proposal.

Lilly concedes in the No-Action Request⁸ that "several" of its trade associations write and endorse model legislation. It does not, however, identify those organizations. As well, it does not state whether it is a member of, or otherwise makes payments to, the American Legislative Exchange Council ("ALEC"), a group that has spearheaded efforts to push controversial legislation like "stand your ground" laws. Lilly is listed as a "Chair" sponsor—the highest level—of the 2016 ALEC annual meeting.⁹ Once again, for these activities, Lilly has made no implementation of the Proposal.

Lilly urges that it has implemented the Proposal's request for information on indirect lobbying, lobbying done through trade associations and other organizations to which Lilly contributes, through its trade association disclosure. That disclosure is incomplete, though, because Lilly discloses only those trade associations to which it pays at least \$50,000 per year.

Lilly argues that it has implemented the Proposal's request for information on "management's and the Board's decision-making process and oversight for making payments," but most of the information it touts deals with political contributions, which are irrelevant to the Proposal. The only lobbying-related disclosure involves board oversight; no information is provided about management's decision-making process except that "all of the Company's employees must comply with the Company's publicly disclosed Code of Business Ethics."¹⁰ Thus, on this aspect of the Proposal, Lilly has made no implementation.

Lilly cites numerous determinations in which exclusion was permitted despite incomplete implementations of the proposals, but lobbying proposals were not at issue in any of them. Several determinations involving lobbying proposals illustrate that Lilly's purported implementation falls short of what's necessary to support exclusion.

In Abbott Laboratories,¹¹ the Staff did not concur that the company could exclude as substantially implemented a proposal whose resolved clause was substantially identical to the

⁶ See, e.g., Peter Fritsch and Timothy Mapes, "Seedy Indonesian Saga: Monsanto Pays to Settle Allegations of Bribery," *The Asian Wall Street Journal*, Apr. 5, 2005 (describing

⁷ <https://www.sec.gov/news/press-release/2012-2012-273htm>

⁸ No-Action Request, at 15.

⁹ <https://www.prwatch.org/files/alec-2016-annual-meeting-sponsors.pdf>

¹⁰ No-Action Request, at 17.

¹¹ Abbott Laboratories (Feb. 8, 2012).



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one in the Proposal. Abbott's implementation shortcomings mirrored Lilly's here: The proponent pointed out that Abbott's existing disclosures did not include payments for state lobbying; like Lilly, Abbott pointed shareholders to the websites containing state filings and stated that it disclosed state lobbying where required to do so by law. The absence of disclosure identifying tax-exempt organizations that write and endorse model legislation was also highlighted in the proponent's response, as was the incomplete disclosure of trade association payments, which was limited to only those organizations paid over a threshold amount. The Abbott disclosures included only material on the decision-making processes associated with political contributions, not lobbying. The following year, Abbott,¹² having made two minor changes to its lobbying disclosure, again unsuccessfully sought to exclude the same lobbying proposal on substantial implementation grounds.

The Staff reached the same conclusion in Marathon Oil,¹³ where the company's implementation of a proposal whose resolved clause was substantially identical to the Proposal's was inadequate in the same ways as Abbott's and Lilly's. The Marathon proponent urged that having to collect data from filings on every state's website did not satisfy the Proposal's request: "making shareholders do this extensive work to find and procure the information that would appear in a report requested in a proposal is a sufficient basis to find exclusion." Like Lilly and Abbott, Marathon did not identify tax-exempt organizations to which it contributes that write and endorse model legislation.

Finally, the Staff deemed the actions Dominion Resources¹⁴ took to implement a lobbying proposal nearly identical to the Proposal insufficient to support exclusion on substantial implementation grounds. Like Lilly, Dominion argued that its trade association disclosures implemented the proposal's third element—membership in and payments to tax-exempt organizations that write and endorse model legislation—and that disclosure of trade associations to which Dominion paid \$50,000 or more satisfied the proposal's request for disclosure of payments used for indirect lobbying. Dominion also directed shareholders to websites containing federal and state lobbying filings, rather than disclosing expenditures for such lobbying itself.

Lilly's reliance on Exelon¹⁵ and Kewaunee Scientific¹⁶ is misplaced, as the companies took the actions requested in the proposals in their entirety. After receiving the proposal asking for a semi-annual report disclosing policies related to political contributions as well as the amounts and recipients of the contributions themselves, Exelon posted on its website both its guidelines and its contributions, which it committed to updating semi-annually. No element of the proposal

¹² Abbott Laboratories (Feb. 5, 2013).

¹³ Marathon Oil Corporation (Jan. 22, 2013).

¹⁴ Dominion Resources Inc. (Feb. 28, 2014).

¹⁵ Exelon Corp. (Feb. 26, 2010).

¹⁶ Kewaunee Scientific Corp. (May 31, 2017).



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was thus left unimplemented, and Exelon had fully implemented the proposal. Likewise, in Kewaunee Scientific, the company asserted that it had already adopted a policy that non-employee directors could no longer participate in the company's health or life insurance programs, which the proposal had sought; the only possible difference related to timing, as the company's policy would not take effect until the end of the year while the proposal was silent on timing.

Lilly has not implemented one of the Proposal's four elements, and its actions on two other elements are inadequate to support a finding of substantial implementation. Past Staff determinations have disallowed exclusion under very similar circumstances. Accordingly, Lilly has not met its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10).

Substantial Duplication

Rule 14a-8(i)(11) allows exclusion of a proposal that is "substantially duplicative of a proposal previously submitted to the registrant by another proponent, which proposal will be included in the registrant's proxy material for the meeting." The adopting release for the exclusion explained that it was adopted "to eliminate the possibility of shareholders having to consider two or more substantially identical proposals . . ." Considering such "redundant" proposals, the Commission stated, would serve "no useful purpose."¹⁷

Lilly urges that the Proposal substantially duplicates an earlier-submitted proposal that will appear in the Company's proxy statement (the "Prior Proposal") if Lilly's request to exclude it is not granted. Obviously, if Lilly's request to exclude the Prior Proposal is granted, this ground for exclusion becomes entirely irrelevant. Furthermore, even if it is not excluded the two proposals are not "substantially duplicative".

The Prior Proposal asks Lilly to publish a third-party review analyzing whether Lilly's direct and indirect lobbying activities are aligned with its public policy positions and public statements, including those about accessibility, fairness and transparency, and how Lilly addresses any misalignments.

Lilly claims that the standard for analyzing substantial duplication is whether the proposals share a "principal thrust" or "principal focus," and argues that it is entitled to exclude the Proposals because they both "share the same principal focus and principal thrust requesting that

¹⁷ Exchange Act Release No. 12999 (Nov. 22, 1976).



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the Company prepare a report to shareholders disclosing the Company’s direct and indirect lobbying activities for the purpose of assessing (1) whether the Company’s lobbying activities are aligned with its expressed goals and (2) the risks associated with the misalignment thereof.”¹⁸ While the two proposals may well complement each other, they are by no means duplicative or redundant.

Furthermore, the Pacific Gas & Electric Company (“PG&E”) (1993)¹⁹ determination Lilly cites in support of its position does not support its overbroad approach. In PG&E (1993), the Staff was considering whether any of three later-received proposals substantially duplicated the first-received proposal; three addressed executive compensation and one dealt with director pay. The first proposal asked that non-salary compensation of management be tied to performance, while the second requested a ceiling on total compensation of officers and directors. The Staff allowed PG&E to exclude as substantially duplicative the third-received proposal asking that the CEO’s total compensation be tied to company performance, which was nearly identical to the first proposal.

However, the Staff did not agree with PG&E’s view that the second proposal substantially duplicated the first. The second proposal specifically sought the “reduction and imposition of ceilings on total compensation of executive officers and directors”—in other words, to affect *how much* they were paid—and thus its “principal thrust” was different from the first proposal’s “principal focus” on tying pay to performance, which wouldn’t necessarily affect the amount paid. The Staff used “principal thrust” and “principal focus” to emphasize the differences between the proposals and carefully considered the specific actions requested. (It is significant that the Staff has not used the “principal thrust” and “principal focus” language in determinations applying Rule 14a-8(i)(11) since the PG&E letter, despite reliance on that letter and use of that language by many companies seeking relief.)

The so-called shared principal thrust or focus of the Proposal and Prior Proposal proffered by Lilly is entirely at odds with the actual language of both proposals. The Proposal’s sole request is for data about Lilly’s lobbying activities, both qualitative information about policies and procedures and quantitative data regarding actual lobbying expenditures. The fact that shareholders can use this data to evaluate whether Lilly’s lobbying expenditures contradict its public positions does not override the Proposal’s unambiguous request. The Prior Proposal, by contrast, does not ask for any lobbying information of the kind sought in the Proposal; instead, it exclusively focuses on an analysis of the degree of alignment between its lobbying activities and its stated positions on access, fairness and transparency. Lilly argues that the Prior Proposal “requests a report disclosing the Company’s lobbying activities for the assessment of the

¹⁸ No-Action Request, at 19.

¹⁹ Pacific Gas & Electric Company (Feb. 1, 1993).



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alignment of the Company’s lobbying activities with its expressed goals,”²⁰ but that misleading characterization cannot conjure actual Prior Proposal language asking Lilly to disclose data on lobbying activities.

The fact that two proposals may reflect common concerns does not support exclusion on substantial duplication grounds. The supporting statements suggest that the three executive pay proposals considered in the PG&E (1993) determination were motivated by a belief that executive compensation was excessive, either on an absolute basis or in comparison to other employees. The Staff, however, rightfully focused on the actions the proposals asked the company to take. No one would suggest that a proposal requesting an independent board chair policy substantially duplicates one advocating for greater board independence, simply because both supporting statements urge that the requested reforms would enhance board oversight.

Given the difference between the requested reforms, a finding of substantial duplication would be unwarranted. The same is true here.

A factual basis is lacking for Lilly’s claim that the Proposal and Prior Proposal both request “information with respect to the processes for making decisions regarding lobbying activities and how the risks associated with the potential misalignment between the Company’s lobbying activities and its expressed goals are overseen and mitigated.”²¹ While the Proposal seeks disclosure on the process by which management and the board make decisions about lobbying activities, it is silent about mitigation of risks associated with misalignment.

Given all of these differences, it strains credulity to assert, as Lilly does, that shareholders given the opportunity to vote on both the Proposal and Prior Proposal would be confused. As discussed above, the substantive requests of the proposals do not overlap. And shareholders’ familiarity with proposals like the Proposal, which have been voted on for many years, will allow them to understand how the Prior Proposal is different.

The Staff recently denied relief on “substantially duplicative” grounds despite much greater similarity between the proposals than exists here. In Amazon.com,²² an earlier-received proposal asked the board to commission a study regarding the likelihood that the company’s facial recognition technology Rekognition “may endanger, threaten or violate privacy and/or civil rights, and unfairly or disproportionately target or surveil people of color, immigrants and activists” and the risks stemming from use of Rekognition by authoritarian or repressive governments. The later-received proposal asked the board to commission a study “assessing Amazon’s process for customer due diligence, to determine whether customers’ use of its

²⁰ No-Action Request, at 22.

²¹ No-Action Request, at 22.

²² Amazon.com, Inc. (Apr. 1, 2020).



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surveillance and computer vision products or cloud-based services contributes to human rights violations.”

Amazon argued that “the principal thrust and focus of the Proposal and the Prior Proposal are the same: an independent report on the Company’s process for reviewing customers of certain computer vision and cloud-based facial recognition technologies with a focus on potential human rights implications of such customers’ use of the technologies.” Amazon highlighted the proposals’ common concerns about effects on human and civil rights, including use of facial recognition technology in immigration enforcement, and disparate racial impacts. Amazon acknowledged that the later-received proposal did not specifically identify Rekognition, but argued that its reference to “surveillance and computer vision products or cloud-based services” clearly encompassed Rekognition. The proponent of the later-received proposal contended that it focused on process, while the earlier-received one asked Amazon to provide specific substantive information about risks, and that the reports requested by the proposals would therefore not overlap. The Staff declined to grant Amazon its requested relief.

The determinations Lilly cites, many of which were cited by Amazon in its 2020 no-action request, involved proposals with at least some degree of overlap. For example, in Bank of America²³ the earlier-received proposal asked the board and compensation committee to adopt a suite of executive compensation reforms that included a policy mandating that executives retain at least 75% of shares obtained through equity compensation awards through the termination of employment. The later-received proposal sought a policy requiring retention of some percentage of shares received through equity-based compensation—the proposal suggested 75%—until two years after employment termination. The Staff concurred with Bank of America’s argument that the later proposal substantially duplicated the retention ratio element of the earlier one, even though the earlier proposal also urged adoption of other compensation-related reforms such as limits on bonus target compensation. Similarly, the Staff allowed exclusion of the later-received proposal in Cooper Industries,²⁴ which asked the company to review and, where necessary, enhance its human rights policies, over the proponents’ objection that the earlier-received proposal focused on the narrower subset of human rights policies related to the workplace.

There is no such overlap here, and the Proposal and Prior Proposal are not so similar that “no useful purpose” would be served by shareholders voting on them both. Accordingly, Lilly has not met its burden of showing that the Proposal substantially duplicates the Prior Proposal.

* * *

²³ Bank of America Corp. (Feb. 24, 2009).

²⁴ Cooper Industries Ltd. (Jan. 17, 2006).



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For the reasons set forth above, Lilly has not satisfied its burden of showing that it is entitled to omit the Proposal in reliance on Rule 14a-8(i)(10) or (i)(11). The Trust thus respectfully requests that Lilly's request for relief be denied.

The Trust appreciates the opportunity to be of assistance in this matter. If you have any questions or need additional information, please contact Maureen O'Brien, at mobrien@segalmarco.com or 312-612-8446. I authorize the representative to speak on my behalf, negotiate withdrawal of the proposal and engage with the company and its representatives.

Sincerely,

A handwritten signature in black ink, appearing to read "Arun Ivatury". The signature is fluid and cursive, with a long horizontal stroke at the end.

Arun Ivatury
Chair, SEIU Pension Plans Master Trust

cc: Sarkis Jebejian, Esq.
sarkis.jebejian@kirkland.com

Co-filers

Physical address:
1800 Massachusetts Ave. NW
Suite 301
Washington, DC 20036