



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

DIVISION OF  
CORPORATION FINANCE

November 14, 2014

Todd E. Davies  
Deere & Company  
daviestodde@johndeere.com

Re: Deere & Company  
Incoming letter dated September 30, 2014

Dear Mr. Davies:

This is in response to your letters dated September 30, 2014 and October 23, 2014 concerning the shareholder proposal submitted to Deere by the National Center for Public Policy Research. We also have received letters from the proponent dated October 20, 2014 and November 6, 2014. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair  
Special Counsel

Enclosure

cc: Justin Danhof  
The National Center for Public Policy Research  
jdanhof@nationalcenter.org

November 14, 2014

**Response of the Office of Chief Counsel**  
**Division of Corporation Finance**

Re: Deere & Company  
Incoming letter dated September 30, 2014

The proposal urges the board to adopt, implement and enforce a revised company-wide code of conduct that includes an anti-discrimination policy that protects employees' human right to engage in the political process, civic activities and public policy of his or her country without retaliation.

There appears to be some basis for your view that Deere may exclude the proposal under rule 14a-8(i)(7), as relating to Deere's ordinary business operations. In this regard, we note that the proposal relates to Deere's policies concerning its employees. Accordingly, we will not recommend enforcement action to the Commission if Deere omits the proposal from its proxy materials in reliance on rule 14a-8(i)(7). In reaching this position, we have not found it necessary to address the alternative bases for omission upon which Deere relies.

Sincerely,

Kim McManus  
Special Counsel

**DIVISION OF CORPORATION FINANCE  
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matter under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholders proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

**THE NATIONAL CENTER**  
★★★  
**FOR PUBLIC POLICY RESEARCH**

Amy M. Ridenour  
Chairman

David A. Ridenour  
President

November 6, 2014

Via Email: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

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

**RE: Stockholder Proposal of the National Center for Public Policy Research,  
Securities Exchange Act of 1934 – Rule 14a-8**

Dear Sir or Madam,

This correspondence is in response to the letter of Todd Davies on behalf of Deere & Company (the “Company”) dated October 23, 2014 supplementing his September 30, 2014 letter that requested that your office (the “Commission” or “Staff”) take no action if the Company omits our Shareholder Proposal (the “Proposal”) from its 2015 proxy materials for its 2015 annual shareholder meeting.

**RESPONSE TO DEERE’S CLAIMS**

First, we reiterate and stand behind every rationale as to why our Proposal should proceed to the Deere shareholders for a vote within our initial response sent to the Staff on October 20, 2014.

In its supplemental letter, the Company reasserts the same unpersuasive arguments it proffered in its initial no-action request. Despite the Company’s failure to comprehend the English language, we are confident that the Staff can read – within the four corners of our broker’s letter – that the National Center for Public Policy Research is indeed eligible to submit a proposal to Deere. Therefore, we will not address the Company’s continuing dishonesty regarding our obviously eligible ownership materials other than to say our arguments from our initial letter should settle the matter. Furthermore, our Proposal



cannot be said to interfere with Deere's ordinary business operations since its core focus is on human rights, a staff-recognized significant policy issue. And, inasmuch as the Company has taken no affirmative steps to enact or even consider our Proposal, its rhetoric that it has substantially implemented our Proposal is meaningless.

***Section I. Our Proposal is Not In Violation of Rule 14a-8(i)(7) Since It Focuses on Human Rights***

The Company states that our "Proposal's core focus is on protecting employees against discrimination or retaliation so that employees can engage freely in the political process, civic activities and public policy." Deere's workforce, shareholders, Board of Directors and the public at-large should all be aware that this is what the Company is trying to stop. And, in maintaining the power to punish or expel employees for said activities, the Company may be seen to be violating the human rights of its workers.

The Company asserts that the "Staff has consistently concurred with the exclusion of proposals when the proposal addressed topics that broadly included both significant policy issues." This simply is not true.

In *Yahoo! Inc.* (avail. April 5, 2011), the Staff denied exclusion of a proposal that directed the company operations regarding sale of company products, what products to offer to whom and customer relationships simply because it also touched on the issue of human rights. The *Yahoo!* proposal was much more invasive in directing the company's actions than our ask is of Deere. The *Yahoo!* proponent dictated that: "No information technology products or technologies will be sold, and no assistance will be provided to authorities in China and other repressive countries that could contribute to human rights abuses. *No user information will be provided, and no technological assistance will be made available, that would place individuals at risk of persecution based on their access or use of the Internet or electronic communications for free speech and free association purposes.*" (Emphasis added).

In denying *Yahoo!*'s no-action request, the Staff noted, "[w]e are unable to concur in your view that *Yahoo!* may exclude the proposal under rule 14a-8(i)(7). In our view, the proposal focuses on the significant policy issue of human rights. Accordingly, we do not believe that *Yahoo!* may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7)."

The *Yahoo!* proponent was concerned about possible retribution against individuals for exercising free speech and free association. Our Proposal shares that concern. Voting is an exercise of free speech and civic engagement is an exercise of free association. These are human rights that are worthy of protection. While the *Yahoo!* proposal discussed China, it was not limited to business in that country. Indeed, the proposal's broad scope reached every region of *Yahoo!*'s business when it stated: "Yahoo will establish a Human Rights Committee with the responsibility to review and approve all policies and actions

that might affect human rights observance in countries where it does business.” This obviously includes the United States.

Just as Deere does now, Yahoo! argued that it could exclude the proposal since it was not limited to a significant social policy issue. Specifically, Yahoo! argued that the proposal violated Rule 14a-8(i)(7) as it directed the company as to who its clients could be, what products to offer and the parameters of its relationships with customers. By comparison, the ask of our Proposal contemplates significantly less interference with ordinary business operations as considered by Rule 14a-8(i)(7).

Under Yahoo!, and the precedent from our initial reply, our Proposal cannot be said to interfere with Deere’s ordinary business

## ***Section II. Voting and the Civic Engagement Process is, In and of Itself, A Significant Social Policy Issue***

As we stated in our first reply, the Staff should declare that engaging in the political process and civic engagement is a significant policy issue. In Staff Legal Bulletin No. 14A (July 12, 2002), the Staff explained that “[t]he Commission has previously taken the position that proposals relating to ordinary business matters ‘but focusing on sufficiently significant social policy issues . . . generally would not be considered to be excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.’ The Division has noted many times that the *presence of widespread public debate regarding an issue* is among the factors to be considered in determining whether proposals concerning that issue ‘transcend the day-to-day business matters.’” (Internal citations omitted and emphasis added).

Open a newspaper, turn on the radio, look at lawn signs, view some bumper stickers, switch on a television and watch the news or an actual political debate. On no issue is there more widespread public debate than politics. A Google News search for the phrase “midterm debate” conducted on October 29, 2014 produced more than 90,000 news stories from every conceivable political spectrum and angle. That’s a whole lot of widespread public debate about just one midterm election.

Our current request – that the Staff declares that engaging in political activity and civic engagement is a significant policy issue – is the logical extension of clearly established Commission precedent. The Staff has long-held that a company’s political activities, including its lobbying expenditures and political contributions, cannot be excluded under Rule 14a-8(i)(7) since it is a significant social policy issue. *See Time Warner, Inc.* (avail. February 11, 2004). Our Proposal would extend to the employees what the Staff already extends to the Company – the recognition that engagement in the political and civic process is a significant policy issue.

And while there is no doubt that activists have used the U.S. Supreme Court's decision in *Citizens United v. Federal Election Commission*, 588 U.S. 310 (2010) to cause confusion and spread debate about corporate political activity, the volume and gravity of this debate pales in comparison to the magnitude of debate and discussion over all political races and policy issues. Indeed, the debate over corporate political spending is, like all other significant policy issues, a subset of our Proposal that covers all political, civic and policy activities.

For the above reasons, as well as the reasons detailed in our first letter, we request that the Staff declare that the freedom to engage in the political process and civic activities is a significant policy issue.

***Section III. The Company Has Not Implemented Our Proposal as Its Evidence Proves That It Maintains the Unmitigated Power to Seek Retribution Against Employees Whose Political And Policy Preferences Do Not Square With Management's***

As long as the Company maintains the power to trample its workforce's human rights by punishing, demoting or firing an employee for engaging in legal political or civic activities, the Company cannot be said to have substantially implemented our Proposal.

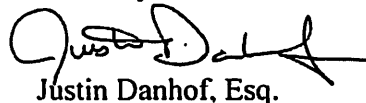
The Company has now spent many hours, 12 pages and thousands of words to fight from having to implement our Proposal and maintain its power to seek reprisal against its employees. The Company's supposed encouragement of civic engagement is vacuous since it maintains, and indeed is fighting hard to maintain, the authority to seek vengeance, should it choose to do so, on employees whose views do not comport with management's.

**Conclusion**

The Company has clearly failed to meet its burden that it may exclude our Proposal under Rule 14a-8(g). Therefore, based upon the analysis set forth above, we respectfully request that the Staff reject Deere's request for a no-action letter concerning our Proposal.

A copy of this correspondence has been timely provided to the Company. If I can provide additional materials to address any queries the Staff may have with respect to this letter, please do not hesitate to call me at 202-543-4110.

Sincerely,

  
Justin Danhof, Esq.

cc: Todd E. Davies, Deere & Company



Deere & Company  
Law Department  
One John Deere Place, Moline, IL 61265 USA  
Phone: 309-765-5161  
Fax (309) 749-0085  
Email: DaviesToddE@JohnDeere.com

**Todd E. Davies**  
Corporate Secretary &  
Associate General Counsel

**BY EMAIL** (shareholderproposals@sec.gov)

October 23, 2014

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

RE: Deere & Company – 2015 Annual Meeting  
Supplement to Letter dated September 30, 2014  
Relating to Shareholder Proposal of the National  
Center for Public Policy Research

Ladies and Gentlemen:

We refer to our letter dated September 30, 2014 (the “No-Action Request”) pursuant to which we requested that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) concur with our view that the shareholder proposal and supporting statement (collectively, the “Proposal”) submitted by the National Center for Public Policy Research (the “Proponent”) may properly be omitted from the proxy materials to be distributed by Deere & Company, a Delaware corporation (“Deere”), in connection with its 2015 annual meeting of shareholders (the “2015 proxy materials”).

This letter is in response to the letter to the Staff dated October 20, 2014, submitted by the Proponent (the “Proponent’s Letter”), and supplements the No-Action Request. In accordance with Rule 14a-8(j), a copy of this letter is also being sent to the Proponent.

**I. The Broker Letter Fails to Satisfy the Ownership Requirements of Rule 14a-8(b).**

The letter from UBS Financial Services, Inc. dated September 17, 2014 (the “Broker Letter”) fails to satisfy the requirements of Rule 14a-8(b)(1) because the Broker Letter does not specify the actual date of submission and does not confirm that the requisite shares were held continuously during the one-year period, both of which are essential elements to verifying whether the stock ownership requirements have been met.

The Proponent's Letter makes much of the fact that the Proponent's cover letter, which enclosed a copy of the Broker Letter, referred to the actual date of submission, September 10, 2014, and that the Broker Letter and the cover letter, taken together, therefore satisfied the proof of ownership requirements. However, pursuant to Rule 14a-8(b)(2)(i), the requirement to provide proof of ownership can only be satisfied by "a written statement from the 'record' holder of [a proponent's] securities." In other words, the Proponent cannot cure the deficiencies in the Broker Letter by submitting its own letter addressing the deficiency. The Broker Letter, on its own, must satisfy the requirements set forth in Rule 14a-8(b)(2)(i).

The Proponent's Letter also argues that the Broker Letter satisfied the continuous ownership requirement because the "ownership letter DOES explicitly say the Company shares were continuously held from October 29, 2009 to September 17, 2014." This statement is false as there is no such explicit statement in the Broker Letter. What the Broker Letter actually states is that "[t]he shares were purchased on October 29, 2009 and UBS continues to hold the said stock." This is not the same as saying that the shares were held *continuously* from October 29, 2009 through September 17, 2014 since the sentence could be read to mean that the shares were held continuously for such period but could also be read to mean that the shares were purchased on October 29, 2009 and that the same number of shares were held as of September 17, 2014, with no assurance as to whether shares were sold and repurchased during the period between October 29, 2009 and September 17, 2014. As observed by the Staff, "many letters fail to confirm continuous ownership of the securities," which can occur when "a broker or bank submits a letter that confirms the shareholder's beneficial ownership only as of a specified date but *omits any reference to continuous ownership* for a one-year period" (emphasis added). Staff Legal Bulletin No. 14F (Oct. 11, 2011).

We note the Proponent's request to the Staff to provide the Proponent with additional time to submit satisfactory ownership documents. However, Deere believes there is no basis to grant such a request, particularly where Deere timely delivered a notice of deficiency to the Proponent which described the proof of ownership requirements and specified the date of submission of the Proposal.

## **II. The Proposal Relates to the Company's Ordinary Business Operations.**

In Section II of the Proponent's Letter, the Proponent argues that proposals that request amendments to foundational corporate documents are not excludable under Rule 14a-8(i)(7), even if the proposal "[r]elate[s] [d]irectly to the [e]mployer / [e]mployee [r]elationship." This entirely misstates Rule 14a-8(i)(7), which does not stand for the proposition that amendments to foundational corporate documents are beyond the scope of the ordinary business exclusion. The Proponent also ignores the long line of no-action letters where the Staff has permitted exclusion of proposals under Rule 14a-8(i)(7) where the proposal concerned relations between companies and their employees or management of the employee workforce, which both relate to a company's ordinary business operations.

As explained in the No-Action Request and acknowledged in the Proponent's Letter, the proposal in *Bank of America Corp.* (Feb. 14, 2012) is similar to the Proposal here in that both proposals are primarily directed at adopting policies that allow employees to engage freely in the political process without fear of employment discrimination or retaliation. In *Bank of America* the Staff confirmed that proposals that relate to relations between a company and its employees constitute ordinary business matters and are therefore excludable under Rule 14a-8(i)(7).

### **III. The Proposal Does Not Focus on Significant Policy Issues.**

The Proponent's Letter claims that the Proposal is focused broadly on human rights. However, a handful of references to human rights does not transform the Proposal into a significant policy issue or override the clear ordinary business aspect of the Proposal. The Proposal's core focus is on protecting employees against discrimination or retaliation so that employees can engage freely in the political process, civic activities and public policy. Moreover, as the Proponent's Letter acknowledges, political and civic engagement is not the type of issue that the Staff has recognized as a significant policy issue.

Even if the Proposal were to touch upon a significant policy issue, the Proposal would still be excludable because it also involves matters of ordinary business – relations between a company and its employees and management of the employee workforce. The Staff has consistently concurred with the exclusion of proposals when the proposal addressed topics that broadly included both significant policy issues and ordinary business matters. For example, in *PetSmart, Inc.* (Mar. 24, 2011), the proposal requested that the board require its suppliers to certify that they had not violated certain acts or laws relating to animal cruelty. The Staff granted no-action relief and stated that “[a]lthough the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is ‘fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.’” See also *Bank of America* (Trillium Asset Management) (Feb. 24, 2010) (permitting exclusion of a proposal because one aspect of the proposal implicated the bank's ordinary business); *Apache Corp.* (Mar. 5, 2008) (permitting exclusion of a proposal requesting implementation of equal employment policies based on specified principles, where “some of the principles relate[d] to Apache's ordinary business operations”).

### **IV. Deere Has Substantially Implemented the Essential Objective of the Proposal.**

The Proponent's Letter incorrectly argues that substantial implementation requires companies to “amend, or take action to amend a foundational document, in order for a proposal asking for such a change to have been substantially implemented.” However, the relevant inquiry under Rule 14a-8(i)(10) is not the manner in which a proposal has been implemented but whether the company has satisfied the essential objective of the proposal, even if the proposal was not implemented exactly as proposed by the proponent.

In Section VI of the Proponent's Letter, the Proponent references and appears to rely on *Family Dollar Stores, Inc.* (Oct. 23, 2012) and *Exxon Mobil* (Mar. 20, 2012), where the Staff did not permit exclusion under Rule 14a-8(i)(10), to support its view that substantial implementation requires a company to amend documents if the proposal requests amendment. However, the facts and circumstances in *Family Dollar Stores* and *Exxon Mobil* are distinguishable from the facts and circumstances here. In *Family Dollar Stores*, the proposal requested that the company amend the Code of Conduct to incorporate four principles from the ILO conventions, but the company's Code of Conduct only addressed three out of the four principles. As a result, the basis for denying no-action relief was the fact that the essential objectives of the proposal had not been met. In *Exxon Mobil*, the proposal specifically requested that the company amend its written equal employment opportunity policy "to explicitly prohibit discrimination based on sexual orientation and gender identity," where the company had previously explicitly prohibited discrimination based on sexual orientation. In our case, the Proposal requests an anti-discrimination policy that serves to protect employees' right to engage in political and civic activities without retaliation and, as the Proponent's Letter acknowledges, "only requests a simple employee safeguard ... leav[ing] the mechanics to [Deere]." The Proposal does not request explicit amendments or identify specific requirements as to the language in the policy. Accordingly, as described in the No-Action Letter, Deere believes that its current Code of Business Conduct and Policy Against Discrimination & Harassment already addresses the essential objective of the Proposal.

## V. Conclusion

For the reasons stated above and in the No-Action Request, we respectfully request the Staff's concurrence that it will take no action if Deere excludes the Proposal in its entirety from the 2015 proxy materials. Should any additional information be desired in support of Deere's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact me at (309) 765-5161.

Very truly yours,



Todd E. Davies  
Corporate Secretary and  
Associate General Counsel

Enclosures

cc: Justin Danhof  
National Center for Public Policy Research

# THE NATIONAL CENTER



## FOR PUBLIC POLICY RESEARCH

Amy M. Ridenour

Chairman

David A. Ridenour

President

October 20, 2014

Via Email: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

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

**RE: Stockholder Proposal of the National Center for Public Policy Research,  
Securities Exchange Act of 1934 – Rule 14a-8**

Dear Sir or Madam.

This correspondence is in response to the letter of Todd Davies on behalf of Deere & Company (the "Company") dated September 30, 2014, requesting that your office (the "Commission" or "Staff") take no action if the Company omits our Shareholder Proposal (the "Proposal") from its 2015 proxy materials for its 2015 annual shareholder meeting.

### RESPONSE TO DEERE'S CLAIMS

Despite the Company's surprising dishonesty, the ownership materials submitted in conjunction with our Proposal meet all Commission standards. The Company would have the Staff avert its eyes and ignore reality. The plain reading of the language of our ownership materials provides that the National Center for Public Policy Research is indeed eligible to submit a proposal to the Company.

Also, as our Proposal focuses on human rights – a Staff-recognized significant social policy issue – it cannot be said to interfere with the Company's ordinary business operations. We propose that no issue – current or historical – is more significant than the political process and civic engagement. Indeed, nearly every single significant policy



issue that the Staff has ever recognized can be altered, affected, spurned, quelled or obtained its genesis through the political or civic process.

Finally, the Company's suggestion that it has already substantially implemented our Proposal is a circuitous argument that amounts to the Company asking the Staff to believe it will not discriminate against its employees because it says it won't in its no-action letter. The Staff has consistently ruled that proposals seeking amendments to foundational documents are not substantially implemented unless the company actually takes an affirmative step towards altering the relevant document. Deere has not done anything of the sort.

The Company has the burden of persuading the Staff that it may exclude our Proposal from its 2015 proxy materials. Staff Legal Bulletin No. 14 (CF) (July 13, 2001) ("SLB 14"). For the following reasons, the Company has fallen well short of this burden.

***Section I. The Company May Not Exclude the Proposal Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Company is in Possession of the Ownership Documents, Confirming that the Proponent is Indeed a Company Shareholder Eligible to Submit a Proposal – And the Company's Suggestions to the Contrary are Extremely Disingenuous if Not Dishonest***

As an initial matter, the National Center for Public Policy Research has submitted dozens of shareholder proposals to numerous corporations over many years. In that process, as the Staff well knows, our office has replied to more than a few no-action letters. In light of that background, the argument put forward by Deere that our ownership materials are insufficient is the single most dishonest argument we have ever encountered. In light of the Company's disregard for the truth and lack of decency, we request that the Staff dismiss the Company's entire no-action letter since Deere clearly has little respect for the Commission and the no-action determination process.

In its no-action request, the Company repeatedly uses out-of-context, partial quotations and misconstrues the English language in order to claim that our ownership materials are wanting. The Staff should not tolerate such abuses of the no-action process.

***Part A. When Read in Plain English, the Date of Our Proposal and the Accompanying Ownership Documentation is Not in Question***

The first sentence of our brokerage letter makes clear that "UBS holds 85 shares of Deere & Company (the 'Company') common stock beneficially for the National Center for Public Policy Research." The second sentence, which the Company claims is insufficiently specific, refers to those explicit 85 shares, but the Company edited its quotation of our letter in such a way as to make that not obvious when read out of full context.

The Company further claims that it cannot glean the date of the Proposal's submission from our brokerage letter since it refers to the date of our "submission," without specifically saying September 10, 2014.

The brokerage letter was not sent to the Company in a vacuum. In the cover letter accompanying the ownership materials, I made it clear that the ownership materials were submitted "in connection with the shareholder proposal submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations by the National Center for Public Policy Research to Deere & Company on *September 10, 2014*." (Emphasis added). It is common business practice to make references in cover letters explaining what documents are attached, what significance they may hold and to what they relate.

Surely the Company is aware of this common practice.

In its no-action request, the Company recognizes that our Proposal was sent on September 10, 2014. The cover letter accompanying the Proposal was dated September 10, 2014. However, the Proposal itself was not dated at all. The Company applied common sense to infer that the date on the cover letter applied to the Proposal. That is standard business practice. The Company's present argument turns this practice on its head.

As indicated, the cover letter that accompanied the brokerage document explained that it was in connection with our Proposal that was submitted on September 10, 2014. The brokerage letter then refers to this date of submission. As we submitted only one Proposal to Deere, there is no possible ambiguity. Perhaps the Company neglected to read the cover letter, but even so, the language of the brokerage letter by itself is sufficient according to Commission standards.

***Part B. The Plain Language of Our Ownership Materials Makes it Clear That the National Center for Public Policy Research Has Continuously Held the Commission-Mandated Requisite Company Stock Prior to Submitting the Proposal – and Continues to Hold Said Stock***

Contrary to the Company's deception, our ownership letter DOES explicitly say the Company shares were continuously held from October 29, 2009 to September 17, 2014 — it just does not use the word "continuously" (though it does use the word "continues," which obviously is the same root word). The third sentence of the brokerage letter makes the critical fact clear when it says those specific 85 shares "were purchased on October 29, 2009, and UBS continues to hold the said stock."

Again, the letter was dated September 17, 2014. Therefore, inasmuch as the broker letter states that these 85 shares were continuously held from October 29, 2009 to September 17, 2014, the question of the date of submission is moot, as surely we all can agree that the date range of October 29, 2009-September 17, 2014 includes the date range of

September 10, 2013-September 10, 2014 as a subset. As much as it wishes it could contort the reality of the Gregorian calendar and the English language to say we did not own the shares for the entirety of this time, the Company does not have such powers.

Our broker placed her direct office phone number on the ownership letter. If Mr. Davies was truly confused by the phrase “has continued” he could have picked up the phone and contacted her. He chose not to do so. For that matter, he could have contacted me directly as my phone number was also readily available to him. He chose not to do so. The Company’s argument that our ownership evidence is insufficient makes a complete mockery of the entire no-action determination process. As the Staff well knows, the National Center for Public Policy Research has submitted dozens of shareholder resolutions over many years and we have never run across the brazen dishonesty displayed within John Deere’s no-action request.

As we have demonstrated, our ownership materials clearly meet the threshold established by the Commission. Accordingly, the Proposal may not be omitted under Rule 14a-8(b) and Rule 14a-8(f)(1).

***Part C. The Commission’s Permissive Language and Legal Guidance Provide Latitude Allowing Shareholders to Correct Ownership Deficiencies – Even Well Into the No-Action Process***

Even if the Staff agrees with the Company that our date of submission and the meaning of the word “continued” somehow remain in question, we request the opportunity to submit satisfactory ownership documents.

The Commission’s guidance clearly favors allowing proponents to correct procedural errors in shareholder submissions. In fact, well into the no-action process, the Staff allows proponents to fix proposal errors to draw them into compliance with Commission rules. Specifically, the Commission’s guidance states that the Staff can afford a proponent additional time to submit ownership documents. *See* Staff Legal Bulletin No. 14 (CF) (July 13, 2001) (“our no-action response may afford the shareholder seven days to provide documentation demonstrating that he or she satisfies the minimum ownership requirements contained in rule 14a-8(b)”).

Furthermore, there is no Commission mandate allowing the Company to automatically exclude the Proposal for our alleged failure to cure a defect within the 14-day window. According to the Commission, “[f]ailure to cure the defect(s) or respond in a timely manner *may* result in exclusion of the proposal.” SLB 14 (emphasis added). The Commission’s guidance is clear that failure to cure a defect is not a *sine qua non* leading to automatic exclusion. The Commission intentionally chose to use the permissive “may” rather than absolute, mandatory terms such as “shall” or “must.”

For the above reasons, the Proposal may not be omitted under Rule 14a-8(b) and Rule 14a-8(f)(1).

***Section II. The Proposal May Not be Excluded as Interfering With Ordinary Business as the Staff has Consistently Held that Shareholder Proposals Can Permissibly Seek Changes to Foundational Corporate Documents – Even Those That Relate Directly to the Employer / Employee Relationship***

Under Rule 14a-8(i)(7), a company may exclude a shareholder proposal if it deals with matters relating to the Company's "ordinary business." The Commission has indicated two central considerations regarding exclusion under Rule 14a-8(i)(7). First, the Commission considers the subject matter of the proposal. Next, the Commission considers the degree to which the proposal seeks to micromanage a company. Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release").

First, the Company cites to a string of Staff decisions that have little bearing on the present matter. These decisions were based on proposals that directly contemplated company action toward employees. Our Proposal deals with one of the Company's foundational documents: its Code of Conduct. On that issue, the Staff has consistently ruled that proponents may seek certain amendments to foundation corporate documents.

The Company seeks to address this matter when it turns to *Bank of America* (avail. February 12, 2012). While the 2012 *Bank of America* proposal is indeed similar to ours, the Company ignores a litany of Staff decisions regarding similar proposals in which the Staff reached the opposite conclusion of 2012 *Bank of America*. Furthermore, the proponent in *Bank of America* failed to adequately explain why the central tenet of the proposal was a significant social policy issue (*see more infra*, Section III). Indeed, the *Bank of America* proponent failed to respond to the company's no-action request at all, leaving the Staff with only Bank of America's arguments to consider. This dramatically decreases the enormous precedential value the Company attempts to give to the *Bank of America* no-action decision. In instances where shareholder proponents have challenged corporate no-action letters on these issues, the results have been much different.

For example, in *Exxon Mobil* (avail. March 20, 2012), the Staff allowed a proposal that sought to directly alter the company's hiring policies and foundational documents. The proposal's resolved section stated: "The Shareholders request that Exxon Mobil *amend its written equal employment opportunity policy* to explicitly prohibit discrimination based on sexual orientation and to substantially implement the policy." (Emphasis added). The proponent was adamant that the company had to amend its foundational documents, not just its policies generally to achieve the desired result. Specifically, the proponent noted that the company "attempts to defend its actions short of amending its EEO policy by linguistically downgrading its 'foundational' document, the 'Standards of Business' to a mere 'booklet,' ... However, the Proponent stands behind its assertion that no action short of amending the EEO policy can constitute, either legally or practically, substantial implementation of the Proposal."

The *Exxon Mobil* proposal not only directed the company to change one of its foundational documents, it directed the company how to do so, while our Proposal only requests a simple employee safeguard and leaves the mechanics to the Company. Significantly, although the Exxon Mobil proposal was far more sweeping than our own, the Staff ruled that Exxon Mobil could not omit the proposal under rule 14a-8(i)(7).

Also, in *Kroger Co.* (avail. April 6, 2011), the Staff allowed a proposal that specifically asked the company to amend its Code of Conduct. In that instance, the proposal sought a more far-reaching and micromanaging amendment to the company's Code of Conduct than we are currently asking of Deere. Specifically, the proponent asked Kroger to "adopt, implement, and enforce a revised company-wide Code of Conduct, inclusive of suppliers and sub-contractors, based on the International Labor Organization's ('ILO') Declaration on Fundamental Principles and Rights at work." The proposal further directed that the company must follow four very specific ILO conventions.

Although the proponent in *Kroger* included a much more specific and searching ask than we do in our Proposal, the Staff rejected Kroger's no-action request, noting, "[w]e are unable to concur in your view that Kroger may exclude the proposal under rule 14a-8(i)(7). In our view, the proposal does not seek to micro-manage the company to such a degree that exclusion of the proposal would be appropriate." It is also noteworthy that the Staff allowed the proposal in *Kroger Co.* despite the fact that it dealt with supplier relationships – an issue for which the Staff has consistently granted no-action relief under Rule 14a-8(i)(7). See *Kraft Foods Inc.* (avail. February 23, 2012) ("Proposals concerning decisions relating to supplier relationships are generally excludable under rule 14a-8(i)(7).").

*Kroger Co.* and *Exxon Mobil* stand firmly for the proposition that proponents can seek amendments to foundational corporate documents even if the proposal touches on the employer / employee relationship. In comparison to *Kroger Co.* and *Exxon Mobil*, our proposed amendment to Deere's corporate documents is slight. Likewise, our Proposal offers Deere significantly more autonomy to execute the Proposal. Therefore, the Staff should reject the Company's no-action request and allow our Proposal to be presented to the Company's shareholders for a vote.

***Section III. Even if the Staff Agrees that Our Proposal Touches a Matter of Ordinary Business, It is Still Non-Excludable Since it Focuses on a Significant Policy Issue***

The Commission has made it clear that proposals relating to ordinary business matters that center on "sufficiently significant social policy issues . . . would not be considered to be excludable because the proposals would transcend the day-to-day business matters." Staff Legal Bulletin No. 14E (the "SLB 14E"). SLB 14E signaled an expansion in the Staff's interpretation of significant social policy issues noting that "[i]n those cases in which a proposal's underlying subject matter transcends the day-to-day business matters

of the company and raises policy issues so significant that it would be appropriate for a shareholder vote. the proposal generally will not be excludable under Rule 14a-8(i)(7).”

Ours is such a proposal. Deere shareholders should certainly have a say as to whether their Company operates as a political purity shop in which employees must follow all the beliefs and political dictates of management.

The Company bears the burden of demonstrating that the Proposal does not raise a substantial social policy issue. The Company’s letter fails to meet this requirement. The Company simply claims that it isn’t a social policy issue because it says so – then it cites two outdated no-action contests regarding LGTB equality that do nothing to further its point.

***Part A. Our Proposal Should Be Allowed to Proceed to the Shareholders for a Vote Because it Focuses on the Significant Social Policy Issue of Human Rights***

Deere is asking for the ability to censor its employees’ human rights. The Staff should not abide such cruelty.

The Staff has been unambiguous in declaring that proposals asking for a change to foundational corporate documents that also focus on significant social policy issues such as human rights fall outside of the Rule 14a-8(i)(7) ordinary business exemption.

For example, in *Abercrombie & Fitch* (avail. April 12, 2010), the Staff allowed a proposal that asked the company to “1. [a]dopt and disclose a code of vendor conduct, based on ILO standards; 2. Establish an independent monitoring process that assesses adherence to these standards; and, 3. Prepare an annual report” on these issues. The company argued that the “adoption of codes” could be excluded pursuant to Rule 14a-8(i)(7). The Staff disagreed and noted that “[i]n our view, the proposal focuses primarily on the significant policy issue of *human rights* and does not seek to micromanage the company to such a degree that exclusion of the proposal would be appropriate. Accordingly, we do not believe that Abercrombie may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).” (Emphasis added).

Additionally, in *Halliburton Company* (avail. March 9, 2009), the Staff allowed a proposal that “request[ed] management to 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.” In arguing that this proposal related to Halliburton’s ordinary business operations, the company made it clear that the proposal focused on the “sufficiency of our Code of Business Conduct.” Despite this, the Staff rejected Halliburton’s no-action request under Rule 14a-8(i)(7).

Our Proposal also focuses on human rights. According to the Article 21 of the United Nations’ Universal Declaration of Human Rights:

- (1) Everyone has the right to take part in the government of his country, directly or through freely chosen representatives.
- (2) Everyone has the right of equal access to public service in his country.
- (3) The will of the people shall be the basis of the authority of government; this will shall be expressed in periodic and genuine elections which shall be by universal and equal suffrage and shall be held by secret vote or by equivalent free voting procedures.<sup>1</sup>

In seeking to exclude our Proposal, Deere is attempting to preserve the authority to undermine its employees' human right to take part in his or her government. The Staff should do what the Company will not and protect Deere's employees from losing their human right to engage their government.

***Part B. Engaging in the Political Process and Civic Engagement is, In and of Itself, a Significant Social Policy Issue***

Assuming *arguendo* that the Staff disagrees with us and the United Nations and does not consider voting and political activity to be a human right, our Proposal is still not excludable since political activity is a significant policy issue.

The Company cites to *Bank of America* (avail. February 14, 2012), for the proposition that it may exclude our Proposal for interfering with ordinary business operations. At that time, it appears that the Staff had not previously directly considered whether political activity and civic engagement falls into the significant social policy category. So, with only the company's arguments before it, it is not surprising that the Staff ruled for Bank of America's no-action request.

However, we submit that political activity and civic engagement is the most significant social policy issue of our time. From health care to climate change to human rights to net neutrality to *corporate political spending*, to LGBT rights – and essentially every other topic that the Staff has ever determined to be a significant public policy issue, none affect more people than political activity and civic engagement. Indeed, every one of these issues can be altered, cancelled or started through civic engagement and the political process.

In the 2012 presidential election, 130,292,355 ballots were counted out of a total of 222,381,268 eligible voters.<sup>2</sup> Between each major political party, presidential candidate

---

<sup>1</sup> "The Universal Declaration of Human Rights," United Nations, available at <http://www.un.org/en/documents/udhr/> as of October 20, 2014.

<sup>2</sup> "2012 November General Election Turnout Rates," United States Election Project, September 3, 2014, available at <http://www.electproject.org/2012g> as of October 8, 2014.

and primary political action committee, about \$2 billion was raised and spent.<sup>3</sup> And all of that was for just one election.

Between local, state and federal elections, ballot initiatives, referendums, taxes, school council meetings, policy papers, bumper stickers, campaign rallies, protests, advertisements, media, editorials and education, civic engagement and politics cover nearly aspect of American life. Deere would have its employees disengage from the entirety of American civil society or face potential retribution. That is inhumane.

The Staff has ruled that issues as small as net neutrality and loan modifications are significant policy issues. *See AT&T Inc.* (avail. February 10, 2012) (in which the Staff noted, “[i]n view of the sustained public debate over the last several years concerning net neutrality and the Internet and the increasing recognition that the issue raises significant policy considerations, we do not believe that AT&T may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).”). *See also Bank of America* (avail. March 14, 2011) (in which the Staff ruled that “[i]n view of the public debate concerning widespread deficiencies in the foreclosure and modification processes for real estate loans and the increasing recognition that these issues raise significant policy considerations, we do not believe that Bank of America may omit the first proposal from its proxy materials in reliance on rule 14a-8(i)(7).”).

Surely, the political process and civic engagement meet the same threshold as net neutrality and loan modifications. The average person on the street can name the President of the United States. How many can define the parameters of the net neutrality debate or speak intelligently on the nuances of predatory lending?

The significance of this policy is heightened by the fact that only about half of American workers live in a jurisdiction that offers even the slightest legal protection for employee speech and political activity.<sup>4</sup>

We request that the Staff declare that the freedom to engage in the political process and civic activities is a significant policy issue. Any other result could lead to an absurd set of standards for public companies. All across America, many employees could be reprimanded or handed pink slips based on whether they voted for a certain candidate or supported a certain policy with which their employer disagrees.

---

<sup>3</sup> Jeremy Ashkenas, Matthew Ericson, Alicia Parlapiano and Derek Willis, “The 2012 Money Race: Compare the Candidates,” *New York Times – Politics*, available at <http://elections.nytimes.com/2012/campaign-finance> as of October 15, 2014.

<sup>4</sup> Eugene Volokh, “Private Employees’ Speech and Political Activity: Statutory Protection Against Employer Retaliation,” *Texas Review of Law & Politics*, 2012, available at [http://www.trolp.org/main\\_pgs/issues/v16n2/Volokh.pdf](http://www.trolp.org/main_pgs/issues/v16n2/Volokh.pdf) as of October 14, 2014.



***Section VI. The Company Has Not Substantially Implemented Our Proposal Since It Has Taken No Overt Action Towards Amending Its Foundational Documents***

The contradictory nature of the Company's claims should not be overlooked. On the one hand, the Company claims that, if *implemented*, our Proposal would cause a grand disturbance in its workforce by altering the employer / employee relationship. On the other hand, it claims that it has already *implemented* the Proposal. Has Deere disrupted its entire workforce by upending the employer / employee relationship? Whether it has or not, the Company's supporting documentation does not back up its bald assertion that it has substantially implemented our Proposal that it says it opposes.

Under Rule 14a-8(i)(10), a company may exclude a shareholder proposal if it can meaningfully demonstrate that "the company has already substantially implemented the proposal." Rule 14a-8(i)(10) exclusion is "designed to avoid the possibility of shareholders having to consider matters which already have been *favorably acted upon* by management." See *Exchange Act Release* No. 12598 (regarding predecessor to Rule 14a-8(i)(10)) (Emphasis added). A company can be said to have "substantially implemented" a proposal where its "policies, practices and procedures compare favorably with the guidelines of the proposal." See *Texaco, Inc.* (avail. March 8, 1991).

The Staff has consistently ruled that companies must affirmatively amend, or take action to amend a foundational document, in order for a proposal asking for such a change to have been substantially implemented.

The Company cites to *Talbots Inc.* (avail. April 5, 2012) to bolster its argument that it has substantially implemented our Proposal. Specifically, the Company notes that "the Staff permitted exclusion of a proposal requesting a code of conduct based on International Labor Organization human rights standards, despite the proponent's view that the company's 'anti-discrimination provision is not as comprehensive as the one in the Proposal as it does not specifically mention political opinion or social origin.'"

The Company's reliance on *Talbots Inc.* is misplaced since that decision has been superseded by a much more recent decision, rendered on the exact same topic, that reached the opposite conclusion.

In *Family Dollar Stores, Inc.* (avail. October 23, 2013), the Staff allowed a proposal that called for the company to amend its code of conduct to comply with the "International Labor Organization's ('ILO') Declaration of Fundamental Principles and Rights at Work and applicable ILO conventions." Like Deere, the company argued that it could omit the proposal under Rule 14a-8(i)(10), primarily by citing to *Talbots Inc.* This time, however, the Staff allowed the proposal.

Like Deere, the company in *Family Dollar* argued that it "ha[d] policies and procedures in place relating to the subject matter of the proposal that address the underlying objectives of the Proposal," despite not having the exact language the proponent

suggested in its code of conduct. The Staff ruled that this was not enough, saying that “[b]ased on the information you have presented, it appears that Family’s Dollar’s policies, practices, and procedures do not compare favorably with the guidelines of the proposal.”

Additionally, as mentioned above, in *Exxon Mobil* (avail. March 20, 2012), the Staff allowed a proposal that sought to directly alter the company’s foundation documents concerning its policies regarding sexual orientation and gender identity. The proposal’s resolved section stated: “The Shareholders request that Exxon Mobil *amend its written equal employment opportunity policy* to explicitly prohibit discrimination based on sexual orientation and to substantially implement the policy.” (Emphasis added). The company argued that its “Employment Policies and Practices page on ExxonMobil’s internet site now specifically states that our zero tolerance policy against any form of employment discrimination covers both sexual orientation and gender identity.”

The proponent was insistent that the company had to directly alter its foundational documents, not just list some general policies to achieve the desired result. Specifically, the proponent noted that the company “attempts to defend its actions short of amending its EEO policy by linguistically downgrading its ‘foundational’ document, the ‘Standards of Business’ to a mere ‘booklet.’ ... However, the Proponent stands behind its assertion that no action short of amending the EEO policy can constitute, either legally or practically, substantial implementation of the Proposal.” Despite the clear language from the company’s website, the Staff concluded that Exxon Mobil had not substantially implemented the proposal because it had not amended its foundational documents.

In contrast to Exxon Mobil, the Company does not even make the claim that its supporting documentation provides an anti-discrimination policy for political activity or civic engagement. Deere simply asserts that it has a blanket non-discrimination policy that covers the issue. According to the Staff’s decision in *Exxon Mobil*, the Company has failed to substantially implement the Proposal.

Furthermore, given the dishonest nature of the Company’s arguments regarding our ownership documentation, we are not inclined to take the Company at its word that it will not retaliate against its employees, and, in our view, neither should the Commission.

***Part V. If the Company is Willing to Put Its Claim that It Will Not Discriminate Based On Political and Civic Activities in Writing and Available to Its Employees and the General Public, We Would Be Willing to Withdraw Our Proposal***

As a final matter, if the Company is willing to actually add language to its website or a foundational document (one that is readily available to the Company’s employees as well as publicly-verifiable) consistent with its assurances to the Staff in its no-action request, we would be willing to withdraw our Proposal. Specifically, the Company states on page 8 of its no-action request: “Deere’s policies and training programs already prohibit any

form of employment discrimination and retaliation, which would include discrimination and retaliation based on an employee's civic or political participation."

If the Company puts that or some appropriately similar language in writing for its employees and the public to see, we would withdraw our Proposal.

### **Conclusion**

The Company has clearly failed to meet its burden that it may exclude our Proposal under Rule 14a-8(g). Therefore, based upon the analysis set forth above, we respectfully request that the Staff reject Deere's request for a no-action letter concerning our Proposal.

A copy of this correspondence has been timely provided to the Company. If I can provide additional materials to address any queries the Staff may have with respect to this letter, please do not hesitate to call me at 202-543-4110.

Sincerely,

A handwritten signature in black ink, appearing to read "Justin Danhof", with a stylized flourish at the end.

Justin Danhof, Esq.

cc: Todd E. Davies, Deere & Company



# JOHN DEERE

Deere & Company  
Law Department  
One John Deere Place, Moline, IL 61265 USA  
Phone: 309-765-5161  
Fax (309) 749-0085  
Email: DaviesToddE@JohnDeere.com

Todd E. Davies  
Corporate Secretary &  
Associate General Counsel

**BY EMAIL** (shareholderproposals@sec.gov)

September 30, 2014

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

RE: Deere & Company – 2015 Annual Meeting  
Omission of Shareholder Proposal of the National  
Center for Public Policy Research

Ladies and Gentlemen:

We are writing pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended, to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with our view that, for the reasons stated below, Deere & Company, a Delaware corporation (“Deere”), may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Center for Public Policy Research (the “Proponent”) from the proxy materials to be distributed by Deere in connection with its 2015 annual meeting of shareholders (the “2015 proxy materials”).

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of Deere’s intent to omit the Proposal from the 2015 proxy materials.

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

## **I. The Proposal**

The text of the resolution contained in the Proposal is copied below:

**Resolved**, the shareholder urges the Board of Directors to adopt, implement and enforce a revised company-wide Code of Conduct that includes an anti-discrimination policy that protects employees' human right to engage in the political process, civic activities and public policy of his or her country without retaliation.

## **II. Bases for Exclusion**

We hereby respectfully request that the Staff concur in Deere's view that it may exclude the Proposal from the 2015 proxy materials pursuant to:

- Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent failed to provide proof of the requisite stock ownership after receiving notice of such deficiency;
- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations; and
- Rule 14a-8(i)(10) because Deere has substantially implemented the Proposal.

## **III. Background**

Deere received the Proposal via FedEx second day delivery on September 12, 2014. A copy of the Proposal, together with FedEx tracking information confirming that the package was shipped on September 10, 2014, is attached hereto as Exhibit A. After confirming that the Proponent was not a shareholder of record, in accordance with Rule 14a-8(f), on September 12, 2014, Deere sent a letter to the Proponent (the "Deficiency Letter") via UPS requesting a written statement from the record owner of the Proponent's shares and a participant in the Depository Trust Company verifying that the Proponent had beneficially owned the requisite number of shares of Deere stock continuously for at least one year preceding and including September 10, 2014, the date of submission of the Proposal. The Deficiency Letter also advised the Proponent that such written statement had to be submitted to Deere within 14 calendar days of the Proponent's receipt of the Deficiency Letter. As suggested in Section G.3 of Staff Legal Bulletin No. 14 (July 13, 2001) relating to eligibility and procedural issues, the Deficiency Letter included a copy of Rule 14a-8. UPS tracking information confirms that the Deficiency Letter was received by the Proponent on September 15, 2014. On September 18, 2014, Deere received a letter from the Proponent enclosing a letter from UBS Financial Services Inc., dated September 17, 2014 (the "Broker Letter").

Copies of the Deficiency Letter, UPS tracking information and the Broker Letter are attached hereto as Exhibit B.

Deere did not receive any further correspondence from the Proponent by the close of the 14-day response period.

**IV. The Proposal May be Excluded Pursuant to Rule 14a-8(f)(1) Because the Proponent Failed to Supply Sufficient Documentary Support to Satisfy the Ownership Requirements of Rule 14a-8(b)(1).**

Under Rule 14a-8(b)(1), in order to be eligible to submit a proposal a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal for at least one year by the date the proposal is submitted and must continue to hold those securities through the date of the meeting. If the proponent is not a registered holder, the proponent must provide proof of beneficial ownership of the securities. Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that it meets the eligibility requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency and the proponent fails to correct the deficiency within the required time.

The Broker Letter fails to satisfy the requirements of Rule 14a-8(b)(1) because it does not demonstrate continuous ownership of Deere stock for at least one year prior to and including September 10, 2014, the date of submission of the Proposal. Instead, the Broker Letter, which is dated September 17, 2014, states that "shares of the Company stock have been beneficially owned by the National Center for Public Policy Research for more than one year prior to the submission of its resolution." The Broker Letter does not specify the actual date of submission. Accordingly, the general reference to "date of submission" does not provide any assurance that the requisite shares have been held continuously for one year prior to and including September 10, 2014.

In Section C of Staff Legal Bulletin No. 14F (Oct. 18, 2011) ("SLB 14F"), the Staff issued guidance on common errors shareholders can avoid when submitting proof of ownership to companies, stating:

Although our administration of Rule 14a-8(b) is constrained by the terms of the rule, we believe that shareholders can avoid the two errors highlighted above by arranging to have their broker or bank provide the required verification of ownership as of the date they plan to submit the proposal using the following format:

“As of [date the proposal is submitted], [name of shareholder] held, and has held continuously for at least one year, [number of securities] shares of [company name] [class of securities].”

While footnote 11 of SLB 14F indicates that the suggested form of verification of ownership in the bulletin is not the exclusive format, the elements contained in the suggested form, including the date the proposal was submitted, are all essential to verifying that the proponent has satisfied the stock ownership requirements under Rule 14a-8(f). By excluding one of these elements, in this case, the actual date of submission, the Broker Letter does not provide all of the information necessary to determine whether the Proponent has owned the requisite shares for a one-year period as of September 10, 2014 or as of another date.

In *Marathon Petroleum Corp.* (Jan. 30, 2014) and *Cliffs Natural Resources Inc.* (Jan. 30, 2014), the Staff permitted exclusion under Rule 14a-8(f) where the broker letter stated that the proponent beneficially owned the shares continuously “for at least one year prior to the *date of submission* of the shareholder proposal” (emphasis added). The Staff concurred with the companies’ conclusions that the broker letters were insufficient because, although they each contained a general reference to the date of submission of the proposal, they failed to identify the actual date of submission. Similar to the broker letters in *Marathon Petroleum* and *Cliffs Natural Resources*, the Broker Letter in this case contains only a general reference to the “date of submission” and fails to identify the *actual* date of submission.

In addition, the Broker Letter fails to verify that the requisite shares were held continuously during the one-year period. Although the Broker Letter identifies when shares were purchased, it does not affirmatively state that the shares were held *continuously* for the requisite one-year period. Rather, the Broker Letter simply confirms that “UBS continues to hold the said stock.” In *Bank of America Corp.* (Feb. 28, 2014), the Staff permitted exclusion under Rule 14a-8(f) because the broker letter failed to provide “documentary support sufficiently evidencing that it satisfied the minimum ownership requirement *continuously* for the one-year period as required by rule 14a-8(b)” (emphasis added). In *Bank of America*, the broker letter confirmed ownership for the one-year period from November 25, 2012 and November 25, 2013, the date of submission, and indicated that the “market value was at least \$2000.00 during the above-referenced period.” The Staff agreed with the company’s view that “during” did not necessarily mean “continuously throughout” and that the broker letter therefore failed to demonstrate *continuous* ownership of the requisite amount of the company’s securities. See also *Verizon Communications Inc.* (Jan. 25, 2008) (broker letter stated that securities were held since March 2005 and were held “consistently,” which did not satisfy Rule 14a-8(b)); *Morgan Stanley* (Feb. 14, 2012) (broker letter was dated after the November 28, 2011 date of submission but only confirmed that proponent’s shares were purchased on January 26, 2007); *Yahoo! Inc.* (Mar. 29, 2007) (broker letter did not specifically verify continuous ownership).

Nothing in Rule 14a-8(b) requires Deere to make inferences about continuous stock ownership. Rather, it is the Proponent's responsibility to provide proof of this in the form of an affirmative written statement from the record holder of the proponent's shares. The Broker Letter cannot be read to provide assurance of continuous ownership without making assumptions and inferences as to its intended meaning.

If the Proponent fails to follow Rule 14a-8(b), Rule 14a-8(f)(1) provides that Deere may exclude the Proposal, but only after it has notified the Proponent in writing of the procedural or eligibility deficiencies, as well as of the time frame for the Proponent's response thereto, within 14 calendar days of receiving the Proposal, and the Proponent fails adequately to correct it. Deere has satisfied the notice requirement by sending the Deficiency Letter and did not receive sufficient proof of ownership from the Proponent. Any further verification the Proponent might now submit would be untimely under the Commission's rules. Accordingly, Deere believes the Proposal is excludable under Rule 14a-8(b) and Rule 14a-8(f)(1).

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

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded from a company's proxy materials if the proposal "deals with matters relating to the company's ordinary business operations." In Exchange Act Release No. 34-40018 (May 21, 1998), the Commission stated that the policy underlying the ordinary business exclusion rests on two central considerations. The first recognizes that certain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight. The second consideration relates to the degree to which the proposal seeks to "micro-manage" the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.

Consistent with these principles, the Staff has consistently permitted companies to exclude shareholder proposals pursuant to Rule 14a-8(i)(7) when such shareholder proposals concern relations between companies and their employees. *See, e.g., Wal-Mart Stores, Inc.* (Mar. 16, 2006) (proposal requesting company policy barring intimidation of employees exercising their right to freedom of association); *Merck & Co.* (Jan. 23, 1997) (proposal requesting policy encouraging employees to express their ideas on all matters of concern affecting the company); *W.R. Grace & Co.* (Feb. 29, 1996) (proposal requesting that the company commit to creating a "high-performance" workplace based on policies of workplace democracy and meaningful worker participation). The Staff has also consistently permitted exclusion of shareholder proposals that relate to management of the employee workforce. *See e.g., Donaldson Co., Inc.* (Sept. 13, 2006) (proposal requesting that



management assure “appropriate ethical standards related to employee relations”); *Lockheed Martin Corp.* (Jan. 20, 2004) (proposal requesting that the board direct the human resources department to “abolish the practice of forced distribution of annual employee performance evaluations”); *Burlington Northern Santa Fe Corp.* (Feb. 15, 2000) (proposal mandating that the board form a committee to report on condition of employee “trust”); *Intel Corp.* (Mar. 18, 1999) (proposal requesting an employee bill of rights).

More recently, in *Bank of America Corp.* (Feb. 14, 2012), the Staff permitted the exclusion of a proposal requesting that the company’s policy be revised to “specifically include protection to engage in free speech outside the job context, and to participate freely in the political process without fear of discrimination or other repercussions on the job.” In its response, the Staff noted that the proposal related to the company’s policies concerning its employees. Similar to the proposal in *Bank of America*, the Proposal in this case seeks to allow employees to “engage in the political process, civic activities and public policy ... without retaliation,” supports a policy that “protects employee speech or political activity from employer retaliation” and advocates a policy that would prevent “[e]mployment discrimination on the basis of political affiliation, policy views or civic activity.” The common theme in both the Proposal and the proposal in *Bank of America* is the adoption of policies that allow employees to engage freely in the political process without fear of employment discrimination or retaliation, which the Staff concurred in *Bank of America*, relates to a company’s ordinary business operations – relations between the company and its employees. The Proposal also relates to management of Deere’s workforce insofar as it seeks to have Deere maintain “a competitive advantage in recruiting and retaining employees from the widest possible talent pool” since, in the Proponent’s view, employment discrimination based on civic or political participation “diminishes employee morale and productivity.”

Because the Proposal relates to Deere’s relationship with its employees and the management of its workforce, Deere believes that the Proposal may be excluded from its proxy materials pursuant to Rule 14a-8(i)(7).

#### **VI. The Proposal May be Excluded Under Rule 14a-8(i)(10) Because Deere Has Substantially Implemented the Proposal.**

Rule 14a-8(i)(10) permits a company to exclude a shareholder proposal if the company has already substantially implemented the proposal. The Commission adopted the “substantially implemented” standard in 1983 after determining that the “previous formalistic application” of the rule defeated its purpose, which is to “avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” See Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the “1983 Release”) and Exchange Act Release No. 12598 (July 7, 1976). Accordingly, the actions

requested by a proposal need not be “fully effected” provided that they have been “substantially implemented” by the company. *See* 1983 Release.

Applying this standard, the Staff has consistently permitted the exclusion of a proposal when it has determined that the company’s policies, practices and procedures or public disclosures compare favorably with the guidelines of the proposal such that the company’s actions satisfactorily address the proposal’s underlying concerns and essential objective. *See, e.g., Wal-Mart Stores, Inc.* (Mar. 27, 2014); *Peabody Energy Corp.* (Feb. 25, 2014); *The Goldman Sachs Group, Inc.* (Feb. 12, 2014); *Hewlett-Packard Co.* (Dec. 18, 2013); *Deere & Co.* (Nov. 13, 2012); *Duke Energy Corp.* (Feb. 21, 2012); *Exelon Corp.* (Feb. 26, 2010); *ConAgra Foods, Inc.* (July 3, 2006); *The Gap, Inc.* (Mar. 16, 2001); *Nordstrom, Inc.* (Feb. 8, 1995); *Texaco, Inc.* (Mar. 28, 1991).

In this case, Deere’s existing policies and practices substantially implement the Proposal. Specifically, Deere’s Code of Business Conduct (the “Code of Conduct”), a copy of which is attached hereto as Exhibit C and is publicly available on Deere’s website at [http://www.deere.com/en\\_US/docs/Corporate/investor\\_relations/pdf/corporategovernance/code\\_of\\_business\\_conduct.pdf](http://www.deere.com/en_US/docs/Corporate/investor_relations/pdf/corporategovernance/code_of_business_conduct.pdf), Policy Against Discrimination & Harassment (the “Anti-Discrimination Policy”), a copy of which is attached hereto as Exhibit D, and Code of Conduct training courses address the Proposal’s underlying concerns and essential objective of prohibiting and preventing employment discrimination based on civic and political participation.

Section 2 of the Code of Conduct states that Deere believes in creating “an inclusive environment” with a “diverse range of backgrounds, talents and perspectives” and “foster[s] a working environment that promotes respect and acceptance.” The Code of Conduct also affirms Deere’s commitment to maintaining a positive work environment where, regardless of one’s differences, employees “can work *without fear of discrimination, harassment or retaliation*” (emphasis added). The Code of Conduct further provides that “[e]mployment decisions – for example, hiring, promotions, terminations and transfers – are based on individual merit.” Accordingly, Deere has a clear policy against employment discrimination or retaliation of any kind. Moreover, Section 6 of the Code of Conduct states that employees “are encouraged to participate freely in the political process.” As such, Deere employees are not only free to engage but affirmatively encouraged to engage in political and civic activities without fear of employment discrimination or retaliation, which directly furthers the Proposal’s goal of “protect[ing] employees’ human right to engage in the political process” and “ensur[ing] a respectful atmosphere for all employees.”

In addition, Deere’s Anti-Discrimination Policy provides that “[d]iscrimination or harassment ... of any employee, group of employees, or other individuals interacting with the Company is a violation of this policy and is therefore prohibited,” and confirms Deere’s

commitment to “maintaining a positive and productive business environment that supports individual dignity and is free from harassment or other forms of discrimination.” Finally, Deere requires all salaried employees to complete mandatory training courses addressing topics in the Code of Conduct, including anti-discrimination, and as set forth in the Anti-Discrimination Policy, “[a]ll employees of the Company are responsible for creating a working environment that is free from discrimination and harassment.”

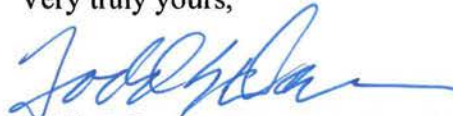
The Staff has concurred in the exclusion of proposals based on substantial implementation when the proposal requests that the company take an action that is a subset of a practice or policy already in place at the company. For example, in *Talbots Inc.* (Apr. 5, 2002) the Staff permitted exclusion of a proposal requesting a code of conduct based on International Labor Organization human rights standards, despite the proponent’s view that the company’s “anti-discrimination provision is not as comprehensive as the one in the Proposal as it does not *specifically mention* political opinion or social origin” (emphasis added). The company argued that while its code of conduct did not expressly refer to “political opinion or social origin” it covered “anti-discrimination, in all aspects,” including “other personal characteristics or beliefs.” *See also PepsiCo, Inc.* (Feb. 14, 2013) (permitting exclusion of a proposal requesting that the company amend its sexual orientation policy and diversity training programs to explicitly prohibit discrimination based on “ex-gay status” where the company’s policies did not explicitly mention “ex-gay status” but already prohibited discrimination based on sexual orientation, which would include “ex-gay status” as a subset of sexual orientation).

The Proposal seeks to revise the Code of Conduct to specifically address employment discrimination based on civic or political participation. Deere’s policies and training programs already prohibit any form of employment discrimination and retaliation, which would include discrimination and retaliation based on an employee’s civic or political participation. Moreover, Deere’s employees “are encouraged to participate freely in the political process.” Where a company has already acted favorably on an issue addressed in a shareholder proposal, Rule 14a-8(i)(10) does not require the company and its shareholders to reconsider the issue. Accordingly, Deere believes that its policies and practices substantially implement the Proposal and that the Proposal is excludable under Rule 14a-8(i)(10).

**VII. Conclusion**

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if Deere excludes the Proposal from its 2015 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Deere's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact me at (309) 765-5161.

Very truly yours,



Todd E. Davies  
Corporate Secretary and  
Associate General Counsel

Enclosures

cc: Justin Danhof  
National Center for Public Policy Research

THE NATIONAL CENTER



FOR PUBLIC POLICY RESEARCH

EXHIBIT A

Amy M. Ridenour  
President

David A. Ridenour  
Vice President

Via FedEx

September 10, 2014

Mr. Gregory R. Noe  
Corporate Secretary  
Deere & Company  
One John Deere Place  
Moline, Illinois 61265-8098

Dear Mr. Noe,

I hereby submit the enclosed shareholder proposal ("Proposal") for inclusion in the Deere & Company (the "Company") proxy statement to be circulated to Company shareholders in conjunction with the next annual meeting of shareholders. The Proposal is submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations.

I submit the Proposal as General Counsel of the National Center for Public Policy Research, which has continuously owned Deere & Company stock with a value exceeding \$2,000 for a year prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company's 2015 annual meeting of shareholders.

A Proof of Ownership letter is forthcoming and will be delivered to the Company.

Copies of correspondence or a request for a "no-action" letter should be forwarded to Justin Danhof, Esq, General Counsel, National Center For Public Policy Research, 501 Capitol Court NE, Suite 200, Washington, D.C. 20002.

Sincerely,



Justin Danhof, Esq.

Enclosure: Shareholder Proposal – Civic and Political Non-Discrimination Principles



## **Civic and Political Non-Discrimination Principles**

**Whereas**, John Deere does not explicitly prohibit employment discrimination based on political activities, voting, policy views or civic engagement.

Whereas, we believe that corporations that prohibit discrimination based on political and policy views and activities have a competitive advantage in recruiting and retaining employees from the widest possible talent pool.

Whereas, America was founded on the ideal of a representative government with the duty of protecting the rights of its citizens – to wit, the Declaration of Independence makes clear that “to secure these rights, Governments are instituted among Men, deriving their just powers from the consent of the governed.”<sup>1</sup> And in establishing the republic, the Founding Fathers explicitly made it clear that our novel system was designed to protect minority factions, as James Madison explained in Federalist Paper No. 10.<sup>2</sup>

Whereas, the United Nations’ “Universal Declaration of Human Rights” provides that “[e]veryone has the right to take part in the government of his country,” and that “[t]he will of the people shall be the basis of the authority of government; this will shall be expressed in periodic and genuine elections.”<sup>3</sup>

**Resolved**, the shareholder urges the Board of Directors to adopt, implement and enforce a revised company-wide Code of Conduct that includes an anti-discrimination policy that protects employees’ human right to engage in the political process, civic activities and public policy of his or her country without retaliation.

### **Supporting Statement**

In the 2012 election, more than 130 million Americans cast ballots.<sup>4</sup>

Save from basic life functions such as eating and sleeping, there is hardly an act that is done by more Americans than voting.

Furthermore, approximately half of all Americans live in a jurisdiction that “protects employee speech or political activity from employer retaliation.”<sup>5</sup>

---

<sup>1</sup> [http://www.archives.gov/exhibits/charters/declaration\\_transcript.html](http://www.archives.gov/exhibits/charters/declaration_transcript.html)

<sup>2</sup> <http://www.constitution.org/fed/federal10.htm>

<sup>3</sup> <http://www.un.org/en/documents/udhr/>

<sup>4</sup> [http://elections.gmu.edu/Turnout\\_2012G.html](http://elections.gmu.edu/Turnout_2012G.html)

<sup>5</sup> [http://www.trolp.org/main\\_pgs/issues/v16n2/Volokh.pdf](http://www.trolp.org/main_pgs/issues/v16n2/Volokh.pdf)

Some of America's most successful corporations explicitly protect these basic human rights of employees. The employee code of Coca-Cola, for example, pledges, "Your job will not be affected by your personal political views or your choice in political contributions."

Employment discrimination on the basis of political affiliation, policy views or civic activity diminishes employee morale and productivity and can impose undue influence on the political process of a nation. Because state and local laws are inconsistent with respect to this type of employment discrimination,<sup>6</sup> and quality employees are attracted to a Company that respects their basic human rights, our Company would benefit greatly from a consistent, corporate-wide policy to prevent such discrimination and ensure a respectful atmosphere for all employees.

---

<sup>6</sup> [http://www.trolp.org/main\\_pgs/issues/v16n2/Volokh.pdf](http://www.trolp.org/main_pgs/issues/v16n2/Volokh.pdf)



**JOHN DEERE**

**EXHIBIT B**

Deere & Company  
Law Department  
One John Deere Place, Moline, IL 61265 USA  
Phone: 309-765-5161  
Fax (309) 749-0085  
Email: DaviesToddE@JohnDeere.com

**Todd E. Davies**  
Corporate Secretary &  
Associate General Counsel

September 12, 2014

**VIA UPS**

Justin Danhof, Esq.  
General Counsel  
National Center for Public Policy  
Research  
501 Capitol Court NE, Suite 200  
Washington, DC 20002

RE: Notice of Deficiency

Dear Mr. Danhof:

I am writing to acknowledge receipt of the shareholder proposal (the "Proposal") you submitted on behalf of the National Center for Public Policy Research (the "Proponent") to Deere & Company pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, for inclusion in Deere's proxy materials for the 2015 Annual Meeting of Stockholders (the "Annual Meeting").

Under the proxy rules of the Securities and Exchange Commission (the "SEC"), in order to be eligible to submit a proposal for the Annual Meeting, a proponent must have continuously held at least \$2,000 in market value of Deere's common stock for at least one year, preceding and including the date that the proposal was submitted. For your reference, a copy of Rule 14a-8 is attached to this letter as Exhibit A.

Our records indicate that the Proponent is not a registered holder of Deere common stock. Please provide a written statement from the record holder of the Proponent's shares (usually a bank or broker) and a participant in the Depository Trust Company (DTC) verifying that, at the time you submitted the Proposal, which was September 10, 2014, the Proponent had beneficially held the requisite number of shares of Deere common stock continuously for at least one year preceding and including September 10, 2014.



In order to determine if the bank or broker holding the Proponent's shares is a DTC participant, you can check the DTC's participant list, which is currently available on the Internet at

<http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf>. If the bank or broker holding the Proponent's shares is not a DTC participant, you also will need to obtain proof of ownership from the DTC participant through which the shares are held. You should be able to find out who this DTC participant is by asking the Proponent's broker or bank. If the DTC participant knows the Proponent's broker or bank's holdings, but does not know the Proponent's holdings, you can satisfy Rule 14a-8 by obtaining and submitting two proof of ownership statements verifying that, at the time the Proposal was submitted, the required amount of shares were continuously held for at least one year – one from the Proponent's broker or bank confirming your ownership, and the other from the DTC participant confirming the broker or bank's ownership. For additional information regarding the acceptable methods of proving the Proponent's ownership of the minimum number of shares of Deere common stock, please see Rule 14a-8(b)(2) in Exhibit A.

The SEC rules require that the documentation be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Once we receive this documentation, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Annual Meeting. Deere reserves the right to seek relief from the SEC as appropriate.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Todd E. Davies", with a long horizontal flourish extending to the right.

Todd E. Davies  
Corporate Secretary and  
Associate General Counsel

Enclosure

[ATTACHED]

**EXHIBIT A**

## **§240.14a-8 Shareholder Proposals**

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

### **(a) Question 1: What is a proposal?**

A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

### **(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible?**

(1) In order to be eligible to submit a proposal, you must have continuously held at least \$2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:

(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

### **(c) Question 3: How many proposals may I submit?**

Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.



**(d) Question 4: How long can my proposal be?**

The proposal, including any accompanying supporting statement, may not exceed 500 words.

**(e) Question 5: What is the deadline for submitting a proposal?**

(1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30d-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

**(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section?**

(1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(j).

(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

**(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded?**

Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

**(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal?**

(1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

**(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal?**

(1) *Improper under state law:* If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

*Note to paragraph (i)(1):* Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) *Violation of law:* If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

*Note to paragraph (i)(2):* We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) *Violation of proxy rules:* If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) *Personal grievance; special interest:* If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) *Relevance:* If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) *Absence of power/authority:* If the company would lack the power or authority to implement the proposal;

(7) *Management functions:* If the proposal deals with a matter relating to the company's ordinary business operations;

(8) *Director elections:* If the proposal:

- (i) Would disqualify a nominee who is standing for election;
- (ii) Would remove a director from office before his or her term expired;
- (iii) Questions the competence, business judgment, or character of one or more nominees or directors;
- (iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors;  
or
- (v) Otherwise could affect the outcome of the upcoming election of directors.

(9) *Conflicts with company's proposal:* If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

*Note to paragraph (i)(9):* A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.



**(10) Substantially implemented:** If the company has already substantially implemented the proposal;

*Note to paragraph (i)(10):* A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to Item 402 of Regulation S-K (§229.402 of this chapter) or any successor to Item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

**(11) Duplication:** If the proposal 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;

**(12) Resubmissions:** If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

- (i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;
- (ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or
- (iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

**(13) Specific amount of dividends:** If the proposal relates to specific amounts of cash or stock dividends.

**(j) Question 10: What procedures must the company follow if it intends to exclude my proposal?**

**(1)** If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

**(2)** The company must file six paper copies of the following:

- (i) The proposal;
- (ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and
- (iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

**(k) Question 11: May I submit my own statement to the Commission responding to the company's arguments?**

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

**(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?**

**(1)** The company's proxy statement must include your name and address, as well as the number of the company's voting securities that you hold. However, instead of providing that information, the company may instead include a

statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.

**(m) Question 13: What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?**

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal's supporting statement.

(2) However, if you believe that the company's opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company's statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company's claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.



THE NATIONAL CENTER



FOR PUBLIC POLICY RESEARCH

Amy M. Ridenour

Chairman

David A. Ridenour

President

Via FedEx

September 17, 2014

Mr. Todd E. Davies  
Corporate secretary  
Deere & Company  
Law Department  
One John Deere Place  
Moline, Illinois 61265

Dear Mr. Davies,

Enclosed please find a Proof of Ownership letter from UBS Financial Services Inc. in connection with the shareholder proposal submitted under Rule 14(a)-8 (Proposals of Security Holders) of the United States Securities and Exchange Commission's proxy regulations by the National Center for Public Policy Research to Deere & Company on September 10, 2014.

Sincerely,



Justin Danhof, Esq.

Enclosure: Proof of Ownership Letter



UBS Financial Services Inc.  
1501 K Street NW, Suite 1100  
Washington, DC 20005  
Tel 202-585-4000  
Fax 202-585-5317  
800-368-9989

[www.ubs.com](http://www.ubs.com)

September 17, 2014

Mr. Todd E. Davies  
Corporate secretary  
Deere & Company  
Law Department  
One John Deere Place  
Moline, Illinois 61265

Dear Mr. Davies,

UBS holds 85 shares of Deere & Company (the "Company") common stock beneficially for the National Center for Public Policy Research, the proponent of the shareholder proposal submitted to Deere & Company in accordance with Rule 14(a)-8 of the Securities and Exchange Act of 1934. The shares of the Company stock have been beneficially owned by the National Center for Public Policy Research for more than one year prior to the submission of its resolution. The shares were purchased on October 29, 2009, and UBS continues to hold the said stock.

If you should have any questions regarding this matter, please give me a call. My telephone number is 202-585-5412.

Sincerely,

A handwritten signature in cursive script that reads "Dianne Scott".

Dianne Scott  
UBS Financial Services Inc.

cc: Justin Danhof, Esq., National Center for Public Policy Research



# Code of Business Conduct

EXHIBIT C



JOHN DEERE



John Deere Colleagues:

Generations of hard work and honest achievement have made John Deere a name that elicits esteem and trust throughout the world. Our record of success is due in no small part to an unwavering commitment to ethical behavior and doing the right things in the right way. Such a dedication to integrity is critical to sustaining great business performance and achieving our future goals.



Our Code of Business Conduct stresses our continued commitment to ethical behavior and ensures our processes and approaches are relevant to today's dynamic regulatory environment.

This is a time of change for John Deere. Competitive demands, legal requirements and customer expectations have never been greater. We are pushing ourselves harder too, raising the bar for sales growth, profitability and global expansion. That said, regardless of the challenges that might arise in reaching our goals, our commitment to *how* we do business is not subject to revision or reconsideration.

I encourage you to read this document carefully and thoroughly. Think about how its guidance applies to you and your work. Consider how your actions and decisions affect others, including customers and colleagues. Most important, ask yourself what you can do to uphold and strengthen the standards of honor and integrity that have defined our company so well for so long.

Thanks for your trust in John Deere – and for your efforts to ensure that our customers and other key constituencies continue placing their trust in us as well.

Sincerely,

A handwritten signature in black ink, appearing to read "Samuel R. Allen". The signature is fluid and cursive, with the first name being more prominent.

Samuel R. Allen  
Chairman and Chief Executive Officer



## Our Values and Heritage

Our company has a rich history upon which we've built our success. From our modest roots – a one-man blacksmith shop where John Deere created his first self-scouring plow in 1837 – to the global company you know today, we're committed to those linked to the land.

We are also committed to doing business the right way. That means we act lawfully. It also means that how we conduct ourselves and our global work is more than just a matter of policy and law; it's a reflection of our core values:

**Integrity**  
**Quality**  
**Commitment**  
**Innovation**

As a company, these are the values in which we believe. By embracing our core values and putting them to work in our daily lives, we help maintain the confidence and support of our customers, shareholders, communities and others with whom we work. Today, we are a company with employees around the world. While we have achieved tremendous global growth and aspire to sustain it, we must not lose sight of our commitment to our core values.



## Table of Contents

Message from Sam Allen .....	2
Our Values and Heritage .....	3
<b>1. How We Demonstrate Our Commitment</b>	
Applying our Code and shared expectations .....	5
Complying with the law .....	6
Understanding consequences for noncompliance .....	7
Making proper decisions and seeking assistance .....	7
Reporting and non-retaliation .....	8
Learning about compliance .....	9
Certifying our compliance .....	9
<b>2. How We Treat Others in Our Workplace</b>	
Creating an inclusive environment .....	10
Acting with mutual respect .....	10
Creating a safe and healthy place to work .....	11
<b>3. How We Work with Others</b>	
Working with others .....	13
Working with suppliers .....	13
Working within the distribution channel .....	14
Working with customers .....	14
Working with governments .....	15
<b>4. How We Serve Our Communities</b>	
Investing in our global communities .....	16
Responding to charitable funding, donation and gift requests .....	16
Volunteering in the community .....	16
Doing our part to preserve the environment .....	17
<b>5. How We Maintain Integrity and Loyalty to John Deere</b>	
Recognizing and avoiding conflicts of interest .....	18
Using company resources .....	20
<b>6. How We Give and Receive to Avoid Improper Influence</b>	
Avoiding bribery and corruption in government and non-government interactions .....	21
Interacting with officials or employees of governments .....	22
Interacting with non-governmental businesses .....	23
Rules for receiving non-government gifts .....	24
Rules for giving non-government gifts .....	25
Rules for giving and receiving non-government business meals .....	25
Rules for giving and receiving non-government business entertainment .....	25
Rules for non-government sponsored transportation and hotels .....	26
Making proper decisions when giving and receiving ....	26
<b>7. How We Compete in the Global Marketplace</b>	
Dealing fairly with others .....	27
Abiding by international trade law .....	27
Competing fairly around the world .....	28
<b>8. How We Manage Our Brand and Reputation</b>	
Protecting our brand .....	30
Aligning public communication .....	30
<b>9. How We Manage Our Information</b>	
Keeping accurate records .....	32
Identifying and protecting confidential information ....	33
Managing personal information and privacy .....	35
Avoiding insider trading .....	36
Protecting intellectual property .....	37
<b>Conclusion</b> .....	38



## Section 1



## How We Demonstrate Our Commitment

*We all represent John Deere in everything we do. In doing so, we don't just meet expectations. We go above and beyond. We act with integrity, accountability and honesty. This helps us grow as a company and earn the support of others.*

*Mary Jones, Senior Vice President and General Counsel*

### Applying our Code and shared expectations

At John Deere, we make a commitment to our stakeholders: that we'll do business with integrity. This means telling the truth, keeping our word and treating others with fairness and respect. We conduct our business openly, honestly and fairly. We measure our accomplishments by how we achieve them as well as by the results themselves.

We honor human rights and respect the individual dignity of all persons globally. Our pledge to human rights requires that we understand and carry out our responsibilities consistent with company values and practices.

The John Deere Code of Business Conduct (our "Code") outlines how we can and must demonstrate our commitment to integrity. As the laws that govern our global business evolve, our Code changes to accommodate new rules and policies.

It's important that those doing business on behalf of John Deere do so in ways consistent with our values. As such, our Code, Our Guiding Principles and policies apply to all John Deere employees, subsidiaries and controlled affiliates. Relevant parts also apply by agreement to contingent workers, consultants, agents and independent contractors. Non-controlled affiliates are encouraged to comply as well.

If we learn of violations of our Code, policies, or the law, we will take prompt action. This may include terminating our business or employment relationship with the party or employee in question.

## Section 1

**Q:** Who are “we”?

**A:** Throughout this Code, the term “we” is used to describe employees and officers of Deere & Company and its subsidiaries and controlled affiliates (“John Deere”). We share a responsibility to follow our Code, policies and the laws and regulations that apply to our work.

## How We Demonstrate Our Commitment

As John Deere employees, we are required to:

- Read and understand our Code, work-specific policies, and Our Guiding Principles, and incorporate them into our work and behaviors
- Report potential illegal behavior, violations of our Code or referenced policies
- Not retaliate against an employee for making a report
- Fully cooperate with company investigations
- Complete all required training on time
- Ask questions when we’re unsure

If you are a manager at John Deere, you have additional responsibilities:

- Promote the Code, work-specific policies, and Our Guiding Principles, incorporating them into employees’ work
- Allow employees the time required to complete training on time and certify their compliance with the Code
- Set a positive example through your own behavior
- Make sure your employees know they can come to you with questions and concerns, and that you’ll listen and respond appropriately
- Do not make promises to employees beyond your authority, such as immunity or anonymity when they share a concern
- Do not create policies, rules or guidelines that are less restrictive than the Code

While circumstances may dictate otherwise, employees should generally keep investigations confidential unless prohibited by applicable law.

### Complying with the law

John Deere is a United States-based company with global operations. This means we follow laws in the places where we do business. It also means there may be situations where we must follow United States laws. Laws include legally binding regulations, directives and codes. Where laws may conflict with each other or our Code, we are expected to contact the legal department so they may properly address the conflict.



## Section 1

## How We Demonstrate Our Commitment

### Understanding consequences for noncompliance

Remember: it is our responsibility to follow our Code, company policies and the law. Compliance is not optional. Failure to comply can carry serious consequences for the company. It can also carry serious consequences for you, including fines, civil and criminal penalties and termination. Disciplinary action will follow human resource policy and the data privacy, confidentiality, employment and labor laws of the country of employment. If you have questions or concerns about our Code or any of the rules, regulations, policies or laws that apply to your work, raise them with those individuals specified in the Code before taking action.

### Making proper decisions and seeking assistance

Each of us must do the best we can to make good decisions. Even as capable individuals with good judgment and the best intentions, we may not always know the proper course of action to take. Our Code – along with other company policies, procedures, standards and resources – is designed to help us make proper decisions. You should follow the strictest applicable rule.

After reviewing the Code and related material, ask yourself a few questions to help make the right decision:

- Am I following the strictest rule in the Code or applicable policy?
- Am I being honest?
- What would others think?
- Would I feel comfortable if my actions were reported in the news?
- How might others be affected by my choice?
- How would my decision impact the John Deere reputation?

Sometimes it helps to talk through concerns to identify the problem and devise a solution. In these situations, you should talk with your manager and discuss your questions and concerns.

At times, we may need additional help to resolve a complex issue. If so, you may contact your Compliance Ambassador, Center for Global Business Conduct staff or someone else listed on the Code Resource Contact List.

## Section 1

## How We Demonstrate Our Commitment

### Reporting and non-retaliation

We all share a responsibility to report concerns of actual or potential misconduct. This includes violations of the Code, referenced policies and the law. If you witness or otherwise learn about a potential violation or an illegal act, or are asked to commit one yourself, you must immediately, *and without investigating*, report it to one of the following:

- Your immediate manager
- Your manager's manager
- Your Human Resources or Labor Relations contact
- Your Compliance Ambassador or Center for Global Business Conduct staff
- The Director of Finance/Accounting with responsibility for the area
- The Office of the General Counsel with responsibility for the area
- Deere & Company Vice President, Internal Audit
- Deere & Company Chief Compliance Officer
- Deere & Company Senior Vice President and General Counsel
- The John Deere Compliance Hotline

The John Deere Compliance Hotline is operated by an independent company. It is available 24 hours a day, seven days a week, in multiple languages. The Hotline can be used by anyone within or outside of John Deere to make a confidential report. To access country-specific Hotline information, see the posters on display at each unit or go to the John Deere intranet, which lists country-specific phone numbers. You also may access the John Deere Compliance Hotline website to make a report, or write to the John Deere Compliance Hotline at:

Compliance Hotline Committee  
P.O. Box 1192  
Moline, IL 61266-1192  
USA

## Section 1

### How We Demonstrate Our Commitment

Our company takes every report seriously. If you report a known or suspected violation, be assured it will be addressed thoroughly and promptly. After making a report to the Hotline by phone or internet, you will receive an access code you can use to view the status online, submit supplemental information or respond to requests for additional information.

John Deere will not tolerate anyone taking action against you for making a report. This is true even if an investigation does not uncover any actual misconduct. If you feel that you have experienced retaliation at John Deere because you submitted a report, you should discuss the issue immediately with any of the resources listed on the previous page.

For more information on making reports and what happens when a report is filed, please see the following policy found on the Global Policy Index:

- *Global Reporting of Potential Business Conduct Violations and Anti-Retaliation Policy*

#### Learning about compliance

Our Code is a valuable tool for making the right decisions, but it isn't our only resource. Our company also provides various training courses dealing with the topics outlined in this Code, giving us more detail and direction in difficult areas. You must complete all required training courses on time.

#### Certifying our compliance

We are expected to complete a compliance certification annually, and report potential or existing conflicts of interest when required throughout the year. The online Compliance Certification Process and Conflict of Interest Reporting system can be found at <https://compliance.deere.com/coi/complianceLogin.do>. Compliance with these processes serves two purposes:

- It lets our company know that we have read, reviewed and understood the expectations at John Deere
- It allows the company to maintain a record of potential and existing conflicts of interest, and gifts received

## Section 2



## How We Treat Others in Our Workplace

*At John Deere, we set ourselves apart from the competition through the contributions of our people. We foster a working environment that promotes respect and acceptance. Working together, we remain an employer of choice.*

*Max Guinn, Senior Vice President, Human Resources, Communications, Public Affairs, and Labor Relations*

### Creating an inclusive environment

Having a diverse range of backgrounds, talents and perspectives puts our company in a unique position to understand customer needs across the globe. Our combination of cultures and experiences allows us to make key connections with our stakeholders and ensures the continued success of our brand. It is important that we maintain this balance by treating each other with respect, even when our differences set us apart. We work together to make sure our workplace is inclusive and productive. These same principles apply outside the office when on company business.

### Acting with mutual respect

At John Deere, we strive to provide a positive work environment. This means that regardless of our differences, we can work without fear of discrimination, harassment or retaliation. Employment decisions – for example: hiring, promotions, terminations and transfers – are based on individual merit.

John Deere does not tolerate discrimination related to any of the following:

- Race
- Color
- Religion
- Age
- Sex, sexual orientation or gender
- National origin or geographic background
- Disability
- Any other classification protected by applicable law



## Section 2

**Q:** I had a recent business trip with my manager and a few of my colleagues. At dinner, they were loud and obnoxious, and told inappropriate jokes. Their behavior made me uncomfortable, and I'm starting to dread having to work with them. What can I do?

**A:** Ideally, you would have said something to them at the time of the incident, and they would have stopped the inappropriate behavior. If you didn't feel comfortable saying something at the time, or still feel uncomfortable with the situation, it's time for you to let the company know. We are all expected to be on our best behavior while representing John Deere, including while traveling. Not only were your colleagues' actions reflecting poorly on John Deere, they were also making you uncomfortable. You should report the behavior immediately. John Deere will not tolerate any retaliation against you for making a report.

## How We Treat Others in Our Workplace

Similarly, John Deere does not tolerate harassment of any kind, whether written, verbal, physical or visual. Although laws and behavioral customs can vary from country to country, at John Deere, harassment is not accepted or tolerated. Some examples of harassing behavior include:

- Inappropriate or offensive jokes and comments
- Inappropriate conduct or contact
- Threats
- Sexually suggestive statements or actions

If you witness or experience any form of discrimination or harassment, you need to report it right away. John Deere will not tolerate retaliation against anyone making a report.

For more information, please see the following policy found on the Global Policy Index:

- *Policy Against Discrimination & Harassment*

### Creating a safe and healthy place to work

We work hard and with purpose at John Deere. We strive to work as safely as possible. We avoid unnecessary risks to ourselves, others and the company. John Deere is committed to providing a safe and healthy work environment.

To do your part, you must complete applicable safety training. If your job requires you to use personal protective equipment, you must know how to use it properly. If you do not know how to use it, you must ask. Check your unit global policies and procedures to ensure you are following proper safety protocol.

#### **Workplace violence**

A safe and healthy environment is free from violence. An act of violence can take many forms. It can be a verbal, written or physical threat. It can be an act of intimidation or abuse. It can be a physical assault.

If you witness an act of violence in the work environment, between your coworkers or others, report it right away. If the situation escalates and there is a threat to your immediate safety or the safety of those around you, take action to ensure your own safety and contact local company security or Human Resources.

## Section 2

**Q:** I recently overheard an argument between two of my coworkers. At first, I didn't think much of it. But as the argument became more heated, they started raising their voices and being confrontational. At one point, it became apparent that there might be a fight. I wanted to step in, but at the time, I didn't know what to do. So I ignored the situation. What should I have done differently?

**A:** Your reaction is understandable. However, your coworkers' behavior is unacceptable. Violence doesn't just pose a risk to the two of them – it endangers others around them. You should have ensured your safety, then called local company security or Human Resources. No matter how difficult or uncomfortable a situation may be, do not ignore it.

## How We Treat Others in Our Workplace

### **Use of alcohol, tobacco and illegal drugs**

Drugs and alcohol may impair our judgment and motor skills, and put our coworkers, customers and others at risk of harm. Tobacco may harm our own health and the health of those around us.

We may not possess or use alcohol or illegal drugs while on company property or while conducting company business. The exception is that during business dinners and events, or in designated areas, we may provide and drink alcohol in moderation, where permitted by law. The use of any tobacco product while in a company facility or vehicle is prohibited, except in designated areas. Designated areas may be determined by business management, but must comply with local laws and regulations. Above all, we must be sure to act appropriately, professionally and safely when representing John Deere.

### **Safety and security**

John Deere has established policies which help us know how to keep our workplaces and employees safe and secure. To enable safe travel we are required to follow the Global Travel Policy.

John Deere has established a Global Crisis Management Plan to deal with emergency situations. Each unit also has specific emergency planning and scheduled exercises to help us prepare for these situations. If you are unsure of the proper steps to take during an emergency, ask your manager to help you prepare.

For more information, please see the following policies found on the Global Policy Index:

- *Global Travel Policy*
- *Environment, Health and Safety Policy*
- *Global Workplace Violence Prevention Policy*
- *Global Drug & Alcohol Policy*
- *Tobacco and Smoke-Free Workplace Policy*

## Section 3



## How We Work with Others

*To sustain our long-term success, we need to have mutually beneficial relationships when conducting business. We actively seek to create and strengthen relationships with those who share a similar vision. The high level of integrity we maintain also ensures others want to work with us.*

*Jean Gillies, Senior Vice President, John Deere Power Systems, Worldwide Parts Services, Advanced Technology & Engineering, Supply Management and Logistics*

### Working with others

At John Deere, we maintain high standards for the way we interact with others. We treat suppliers, members of our distribution channel, customers and government agencies fairly, openly and honestly. We choose to work with others who, like us, act with integrity.

John Deere does not use or condone the use of any form of forced or indentured labor or human trafficking in the supply chain, manufacturing or distribution of our products. We follow child labor laws in the locations where we work and expect others to do the same. Our work should not intentionally cause harm to individuals or communities.

### Working with suppliers

Our suppliers help us meet our goals by providing products and services that are critical to our business. When choosing suppliers, we consider those who comply with laws and uphold values aligned with our own.

Suppliers are expected to comply with the Supplier Code of Conduct, which addresses the following key areas:

- Labor and human rights
- Health and safety
- Environment
- Ethics



## Section 3

**Q:** In a recent discussion, a supplier contact told me about the great success her company is enjoying. She then mentioned that her organization and one of its competitors have been working together to divide the market and that it has had a significant impact on their business. Should I report what I've been told?

**A:** Yes. It sounds like this supplier may be engaging in activities that are restricting competition. This means our company may not be getting the best possible products and services for our money. It also means one of our suppliers may be engaging in illegal and improper behavior. You should immediately report what you heard to Supply Management, the legal department or Center for Global Business Conduct staff.

## How We Work with Others

If you know or suspect that a supplier is violating company policies or applicable laws, immediately notify Supply Management, the legal department or Center for Global Business Conduct staff.

For more information on working with suppliers, please see the following policies found on the Global Policy Index:

- *Supplier Code of Conduct*
- *Public Communications Policy*
- *John Deere Restricted Materials List (for suppliers)*
- *Global Reporting of Potential Business Conduct Violations and Anti-Retaliation Policy*

### Working within the distribution channel

Members of our distribution channel are a valuable part of our strategy. These members include independent dealers, distributors, merchants and agents. We recognize that distribution channel members are independent businesses and we treat them as such. We expect them to comply with laws and uphold values aligned with our own. If you have concerns, contact your Compliance Ambassador or Center for Global Business Conduct staff.

### Working with customers

John Deere has earned a reputation with customers for making high-quality, dependable, safe products; and for responding to the unique needs of customers in various locations. To preserve this reputation and protect the brand, we have key responsibilities related to our customers. We strive to understand the specific needs of our customers and translate those needs into products and services better than any other competitor.

We design and manufacture safe and quality products by ensuring they meet our general rules for product safety found in the Environment, Health and Safety Policy. Wherever we sell our products, we strive to meet or exceed the intent of applicable industry safety standards and regulations. We also strive to provide quality customer service, product support and information needed to operate our products safely.

For more information on working with customers, please see the following policy found on the Global Policy Index:

- *Environment, Health and Safety Policy*



## Section 3

### How We Work with Others

#### Working with governments

The global nature of our work puts us in contact with officials, employees and agencies of governments worldwide. In many of the countries where we operate, government officials and employees might work for universities, hospitals, energy companies, regulators or government-owned enterprises.

Whenever our jobs require us to interact with officials, employees or agencies of governments, we are responsible for knowing and complying with applicable laws. This includes laws that apply to giving gifts and entertainment to members of these groups. This also includes the use of current or former government officials or employees as consultants.

We respond to regulators' requests for information, and comply with government testing and demonstration requirements. We ensure that the information we provide is current, accurate and responsive. We make certain that contract requirements are identified, communicated and fulfilled.

If a regulator requests information from you, notify the legal department or Enterprise Security & Preparedness before taking action on the request. Requests may be part of a lawsuit, search warrant or other legal process.

If you suspect that others with whom we do business are not upholding these principles in their interactions with the government, immediately contact your manager, Compliance Ambassador, Center for Global Business Conduct staff or the legal department.

For more information on working with governments, please see the following policies found on the Global Policy Index:

- *Procedures with Respect to Visits by Government Officials*
- *Notice to Global Law Services of Litigation, Other Formal Proceedings, and Government Proceedings (B-1885)*

## Section 4



## How We Serve Our Communities

*At John Deere, we know that part of being a great company is being a good corporate citizen. We must remember that the work we do has an impact on the lives of others. We have supported and enriched the communities where we live and work, and must continue to do so.*

*Mike Mack, President, Worldwide Construction & Forestry Division*

### Investing in our global communities

We work to inspire positive change by focusing our efforts on agricultural productivity, infrastructure, solutions for world hunger, community development and education. We do this to strengthen our global communities and improve our stakeholders' quality of life.

### Responding to charitable funding, donation and gift requests

If you are active in the community, you may be asked to provide company funding, a donation or a gift to a charitable cause or community event. All requests must meet Corporate Citizenship Center of Excellence guidelines and be approved by your local unit management.

### Volunteering in the community

As a John Deere employee, you are encouraged to take an active role in the betterment of communities by volunteering. When volunteering on behalf of the company, you should follow the Global Employee Volunteerism Philosophy and Guidelines, and any supporting policies as established by business units.

For more information, please see the Global Policy Index:

— *Global Employee Volunteerism Philosophy and Guidelines*

## Section 4

**Q:** I'm involved in volunteer efforts in my local community and I enjoy giving back. Sometimes, I participate in activities that John Deere sponsors. Other times, I opt to support activities that John Deere does not sponsor. Since John Deere is an avid supporter of volunteerism, is it appropriate for me to donate my time to a local charity on behalf of our company?

**A:** It depends on whether you followed the Global Volunteerism Philosophy and Guidelines and any supporting policy established by your business unit. Check with the Corporate Citizenship Center of Excellence or ask your manager. Keep in mind that in some countries you may need to obtain a government permit to volunteer for a local activity.

## How We Serve Our Communities

### Doing our part to preserve the environment

We place great value on environmental preservation, which is reflected in our operating processes. We work to reduce emissions, water usage and waste in our global operations. We strive to ensure our workplaces are energy efficient, environmentally sound, sustainable and compliant.

When investing in new products, approaches or technologies, we give preference to those that have the most favorable environmental impact. Significant resources and effort are dedicated toward designing innovative products that meet customer needs most effectively and efficiently. Our products are also designed toward meeting compliance requirements, minimizing environmental disruption and sustaining natural resources.

John Deere is subject to legal and regulatory standards for environmental protection that vary by country. We work to comply with these requirements everywhere we operate, often exceeding them.

We are expected to commit to sound environmental and safety practices. All units must incorporate environmental impacts and risks into management decisions, have an environmental management system, and report environmental incidents as outlined in compliance-assurance processes. Additional responsibilities are outlined in the Environment, Health and Safety Policy.

For more information, please see the Global Citizenship Report or the following policy found on the Global Policy Index:

— *Environment, Health and Safety Policy*



## Section 5



## How We Maintain Integrity and Loyalty to John Deere

---

*As John Deere employees, we are loyal. We do not privately compete with our company. We safeguard the many assets that our company entrusts to us. We act in our company's best interest.*

*Jim Field, President, Agriculture & Turf Division – Americas, Australia and Global Harvesting & Turf Platforms*

---

### Recognizing and avoiding conflicts of interest

One of our primary responsibilities while working for John Deere is to act in our company's best interest. When our self interests interfere, or even appear to interfere, with those of our company, it creates what is known as a conflict of interest.

Conflicts of interest can make it difficult for us to perform objectively and effectively for John Deere. We need to avoid them wherever possible. When there is a potential or actual conflict of interest, we have a responsibility to disclose it immediately. Any potential or actual conflicts need to be immediately disclosed to your manager and immediately reported through the company's online reporting system. This provides transparency and enables possible additional approvals. If you do not have access to the online reporting system, report the potential conflict to your Human Resources representative.

Potential conflicts of interest might arise in a number of ways. This section explains some of the more common situations and how to address them.

#### **Workplace reporting relationships**

At times, our relationships with others in our span of control can lead to the appearance of favoritism or impropriety. These relationships may be ones with a relative or someone with whom we are romantically involved. Our span of control includes the ability to influence within the same operating unit, functional area, direct or indirect reporting chain.

Being open about our relationships with people within our span of control helps us avoid conflicts of interest. For this reason, if you find that you may be in such a situation, you must immediately report your relationship to Human Resources and through the online reporting system (unless such reporting is prohibited by local law).

## Section 5

**Q:** My brother owns a trucking company and wanted to become a John Deere supplier. I am involved in the supplier selection process for trucking companies. I thought this company would be a good match for John Deere, but I knew my family relationship could make me look biased. Even though I felt confident that I could be objective, I thought I should let my manager know about the situation beforehand. My manager thanked me for telling her then removed me from the selection process. Did I do the right thing to avoid a potential conflict of interest in this situation?

**A:** Yes. Your manager removing you from the selection process was not a punishment. It was a way of ensuring that both John Deere and your brother's company had a fair opportunity to assess each other's needs. Although you may be able to make unbiased decisions when it comes to family members, your involvement can still create the appearance of favoritism. You did the right thing by telling her beforehand. You should also promptly report the matter through the online reporting system.

## How We Maintain Integrity and Loyalty to John Deere

### **Business relationships**

A potential or actual conflict may arise if an employee has a close friendship or family relationship with a supplier, dealer, customer or competitor. This relationship may improperly influence the employee's decision making about ongoing or new business opportunities. For this reason, you must promptly report any potential conflict to your manager and through the online reporting system.

### **Personal business or investment opportunities**

We must not use information that we learn about through our job at John Deere to take business or investment opportunities. We must not take the opportunities ourselves or help others to do so.

You may only take an opportunity if you disclose your interest and John Deere agrees there is no conflict. The key is seeking approval before acting in order to avoid creating a serious conflict. For this reason, you must promptly report the potential conflict to your manager and through the online reporting system.

### **Outside employment**

Before taking on additional employment or doing any outside work, we need to consider how that work might affect our work for John Deere. Working for a business that could affect John Deere has an increased potential to create a conflict of interest. Such businesses include those involving customers, competitors, suppliers and dealers.

Prior to taking a job that may create a conflict of interest, you must disclose it to your manager and report it through the online reporting system. This rule also applies to your family members and members of your household. If they take such a job, you must disclose and report it the same way.

In addition to outside employment or work, you must not use company resources to conduct outside business or compete with John Deere. This includes time, funds, people and property.

### **Board membership**

A conflict can also occur when we, a family member or a member of our household assumes a position on an outside board of directors. This includes corporations, trade associations, nonprofit organizations and more. All board memberships that are potentially related to John Deere's business must be promptly disclosed and discussed with your manager and reported through the online reporting system.



## Section 5

**Q:** Sometimes I use my company computer for personal reasons. I do simple things, like checking my bank account or sending an email to my spouse to coordinate rides for our children. Is this okay?

**A:** Reasonable personal use of company resources is allowed. Remember, though, that you may not send or view inappropriate or illegal material or install unapproved software, even when using company computers for personal reasons. Your use also must not interfere with your daily work. If you are unsure, you should check with your manager before using the resource for personal reasons. Inappropriate use of company computers may result in discipline.

## How We Maintain Integrity and Loyalty to John Deere

### Financial interests

John Deere recognizes our right to manage our personal finances. We should be aware, however, that having investments in certain types of businesses could influence our judgment on company matters and appear improper. These types of businesses could include competitors, customers, suppliers and dealers. This potential conflict also applies to our family members and members of our household.

Where investments could appear to be a conflict of interest, you must promptly report them to your manager and through the online reporting system. Examples include:

- Owning more than one percent of the publicly traded stock of a competitor, customer, supplier or dealership
- Investing in a competitor, customer, supplier or dealership in a manner other than publicly traded stock
- Owning any individual share of stock in a company that we interact with through our job

### Using company resources

In order to perform our daily jobs, we need access to the appropriate resources. Among other things, we use company equipment, facilities, vehicles, documents and money to do our work. We may also use the John Deere brand or logo. These assets must be used only for authorized activities, and not for personal or political purposes. We all have a duty to protect these corporate assets from loss, damage, theft and misuse. We should ensure their efficient use and avoid waste.

The Global Travel Policy outlines appropriate uses of travel resources, including proper uses of travel agencies and company credit cards. We also must use John Deere's computers, data and telecommunication resources lawfully and productively. Our personal use should be reasonable and not interfere with our daily work. We should not use our company's computer, phones or information systems to send or view statements or materials that are inappropriate, illegal, sexually explicit or otherwise offensive. We should be careful when writing emails, as electronic messages can easily be distributed to others and become a company record.

For more information on the use of company resources, please see the following policies found on the Global Policy Index:

- *Electronic Resources Policy*
- *Email Creation and Retention Policy*
- *Global Travel Policy*

## Section 6



## How We Give and Receive to Avoid Improper Influence

*We want to win business based on the quality of equipment, solutions and support we provide, and not based on any gift, entertainment or meal. As a normal expectation, we will fully adhere to the laws against bribery (and the intent of them) wherever we do business. Such practices will help us thrive sustainably in the long term.*

*Raj Kalathur, Senior Vice President and Chief Financial Officer*

### Avoiding bribery and corruption in government and non-government interactions

We will not make or receive improper payments. Improper payments compromise the John Deere brand and put our company and individuals involved at risk for criminal, administrative and civil penalties.

In many of the countries where we do business, laws have been enacted that strictly prohibit us from making or receiving improper payments anywhere in the world. Examples of such laws are the US Foreign Corrupt Practices Act and the UK Bribery Act.

Improper payments might be offered as money, gifts, favors, travel, honoraria or entertainment. Improper payments can take the form of bribes, kickbacks or facilitation payments.

To maintain our integrity, we will not:

- Offer, promise, authorize, give, request or accept a bribe, which is the giving or receiving of anything that may improperly influence individual decision-making, secure an improper advantage or improperly reward the recipient for past conduct
- Offer, promise, authorize, give, request or accept a kickback, which is the return of a sum paid or due to be paid as a reward for fostering business arrangements
- Make a facilitation payment, which is a payment made to an individual to speed up routine government actions, like issuing a permit

If anyone requests or offers a bribe or kickback, it should be refused and must be immediately reported to the legal department. As part of our compliance with these laws, we should not ask anyone to pay a bribe, kickback or facilitation payment on our behalf. Nor should we knowingly allow someone acting on our behalf to do so, or ignore signs that someone may be doing so. If you believe that someone acting on our behalf may be making or requesting an improper payment, you must immediately report it to the legal department.



## Section 6

**Q:** I am submitting a proposal to a government-owned business in a developing country. A public official implied that if I pay her a personal fee, she will ensure that my proposal receives special consideration. She assured me that this is a common practice. Although it doesn't feel right, I want my proposal to get the attention it deserves. Should I make the payment?

**A:** No, this is an improper payment. It is a violation of our Code and the law. You should not offer anything of value to anyone, including a government employee, in order to improperly obtain a special preference in the course of a business decision. Report the request to the legal department right away.

## How We Give and Receive to Avoid Improper Influence

In certain rare instances, you may be put in a situation where your personal health or safety could be in jeopardy. Your health and safety is paramount to John Deere. While this Code cannot directly address every possible situation, you must use your best judgment and protect your health and safety. After any incident, you must immediately report the situation to the Deere & Company Chief Compliance Officer.

### Interacting with officials or employees of governments

We must be aware that interactions with officials or employees of governments are closely scrutinized for improper payments. Various country laws may apply to our interactions. To ensure you follow the law when representing John Deere, you must have company approval prior to giving *absolutely anything* to an official or employee of a government. You must also obtain company approval prior to receiving *absolutely anything* from such an individual. Company approval means you will obtain prior approval from the Deere & Company Senior Vice President and General Counsel or delegate and the appropriate Deere & Company Senior Officer or delegate. You will be deemed to have obtained these approvals if you have followed the processes in an approved country or regional gift policy or the Procedures with Respect to Visits by Government Officials. If you have questions, please contact your country or regional legal counsel.

Keep in mind that these required company approvals also apply to political contributions connected to John Deere. This includes anything given in connection with a non-Deere Political Action Committee (PAC). Also, while you are encouraged to participate freely in the political process, you must obtain these required company approvals prior to using company time, funds, facilities or other resources in relation to a candidate, political party, non-Deere PAC or political cause.

It may be difficult to know ahead of time what an official or employee of a government may give you. You should understand, and gain company approval beforehand for, what could be acceptable under the circumstances.



## Section 6

**Q:** An official who is up for re-election has asked me to make a contribution on behalf of John Deere to a local community center. This seems like a great idea and something John Deere would support. I also figure that helping this official may help John Deere with future business needs, so everyone wins. Is this contribution okay?

**A:** No. Even if the community center seems like a good program, John Deere's support of the center could be seen as giving the official a personal benefit (an improved chance of being re-elected) in return for an improper business advantage (the official's support). You may not make this donation on behalf of John Deere, since the payment may be improper.

## How We Give and Receive to Avoid Improper Influence

In some countries, it may be difficult to determine if the government owns a business. It may also be difficult to determine if an individual is an official or employee of a government. In these situations, you must obtain the same company approvals as required for government officials or employees.

For more information, please talk with a Public Affairs Worldwide representative on the Code Resource Contact List and see the following policies found on the Global Policy Index:

- *Country and regional gift policies*
- *Procedures with Respect to Visits by Government Officials*

### Interacting with non-governmental businesses

Giving and receiving gifts and other business courtesies can be a normal part of business relationships and is customary in some cultures. Nonetheless, we wish to avoid conflicts of interest when giving and receiving during interactions with non-governmental businesses.

Policies with more restrictive rules than those below may be created by business operations for regions, countries, functions and business units. Prior to doing so, they must seek the express approval of the Deere & Company Senior Vice President and General Counsel or delegates and the appropriate Deere & Company Senior Officer or delegates.

When interacting with non-governmental businesses, a few general rules and principles apply:

- Be transparent
- Follow the most restrictive country, regional, functional or business unit policy that applies
- Avoid conflicts of interest
- Avoid improperly influencing or appearing to influence business decisions
- Giving or receiving gifts, meals, entertainment, honoraria and travel could be seen by others as a conflict of interest
- Do not accept cash or cash equivalents for personal use, such as coupons, vouchers or gift cards

## Section 6

**Q:** I invited one of my dealer's employees to this year's John Deere Classic golf tournament in hopes of building a better business relationship with him. Throughout the event, he seemed to be enjoying himself, and we chatted about business and personal matters. However, I was surprised when he commented later that he would return favors in response to the hospitality John Deere had shown. Now I'm worried that this dealer's employee is viewing the John Deere Classic as an attempt to improperly influence his future decisions. What should I do?

**A:** The John Deere Classic golf tournament is an annual, commercial event with a strong charitable element. Our company is committed to maintaining the transparency of this event at all levels. You should explain to this employee that this event is not an attempt to encourage decisions that wouldn't normally be made.

## How We Give and Receive to Avoid Improper Influence

### Rules for receiving non-government gifts

Gifts are something given directly to a specific group or individual. When you receive a gift you should generally return it. However, if you accept a gift, you must follow all company gift and reporting rules.

John Deere does not want you to accept gifts and you should not accept cash or cash equivalents. If, however, there is a business or cultural need to accept a gift, and the gift cannot be considered an improper payment, then you can accept it.

If you accept a gift of more than nominal value, you must let your manager know that you accepted the gift, and jointly decide what to do with it. A gift of nominal value is defined as a gift having a market value of \$75 US or less, or a lower amount if your business unit has a lower reporting threshold.

Possible options for gift disposition include:

- Transfer the gift to a designated company representative at your unit
- Donate the gift to charity
- Share the gift with other employees, such as in the case of a gift basket
- Keep the gift

The process for the CEO and the CEO's direct reports is for them to discuss gifts and disposition with the Senior Vice President and General Counsel, Deere & Company.

Everyone must also immediately report all gifts of greater than nominal value through the online reporting system. The report should identify the gift, the circumstances in which the gift was accepted, and the disposition. If you do not have access to the online reporting system, report the gift to your Human Resources or Labor Relations representative.

## Section 6

**Q:** A John Deere dealer recently sent me an invitation to attend an open house. The dealer offered to pay for my travel expenses, meals and entertainment. He often gives each attendee a John Deere toy tractor with a fair market value greater than \$75 US. How should I respond to this invitation?

**A:** You should review the Code and discuss the invitation with your manager. We should generally pay for our own travel expenses and entertainment. If you eat with the dealer, you may accept the meals with the understanding that you will reciprocate in the future. If you eat *without* the dealer, you should pay for the meals. You should politely refuse the toy tractor gift if possible. If you accept the gift, you need to immediately discuss disposition with your manager when you return; follow a country, regional, functional or unit gift policy (if one exists); and immediately report it through the online reporting system.

## How We Give and Receive to Avoid Improper Influence

### Rules for giving non-government gifts

When giving gifts with a fair market value over \$75 US per person per day, you must obtain management approval. When you give gifts of John Deere products or services, you must also follow additional approval processes, due to tax and other considerations. If you have questions regarding giving gifts of John Deere products or services, contact your Compliance Ambassador. In all gift giving, we will not give a gift that we know would violate the recipient's gift policy.

### Rules for giving and receiving non-government business meals

Regardless of who pays for a business meal, meals should be reasonable in both frequency and cost. Business meals should be limited to people who have a business purpose for attending. If others attend without a business purpose, they should pay for themselves. We should generally reciprocate in hosting meals and pay for meal expenses on a similar number of occasions.

### Rules for giving and receiving non-government business entertainment

We should apply the same principles to entertainment as we do to meals. In addition, we must keep in mind the following rules when we entertain, or are entertained, by others:

- You should act with integrity when choosing or accepting entertainment for a business event
- You should pay for your own entertainment whenever possible, and submit for company reimbursement as appropriate
- To give or receive entertainment with a fair market value over \$75 US per person per day, management approval is required, and you must report the entertainment through the online reporting system
- If you cannot obtain approval ahead of time, use your best judgment, discuss it with management afterwards, and realize that you may need to later reimburse the other business
- Including a family member in business entertainment is prohibited unless you personally pay for the family member, there is a management approved business purpose for that person to attend or it is a management approved, company-sponsored activity
- If someone from the other business simply pays for your entertainment and does not attend, then the entertainment provided is a gift and is subject to the gift rules described above



## Section 6

## How We Give and Receive to Avoid Improper Influence

### **Rules for non-government sponsored transportation and hotels**

We should pay for our own transportation and hotels whenever possible. Any transportation or hotel accommodations you give or receive should be reasonable in both frequency and cost. If the cost exceeds a total fair market value of \$75 US per person per day, you must obtain management approval. When you receive these items, you must also report them through the online reporting system. Additionally, when you are offered air travel paid for or sponsored by another business, you must follow the Supplier Aircraft Policy, which generally prohibits such travel. When the policy allows such travel, you must obtain management approval, and report through the online reporting system if over \$75 US.

For more information on travel, please see the following policy found on the Global Policy Index:

- *Global Travel Policy*

### **Making proper decisions when giving and receiving**

When faced with a situation of giving or receiving, consider the following questions as a guide:

- Could this be considered an improper payment?
- Is this being given or received with the expectation of something in return?
- Were all necessary approval and reporting processes followed?
- Is there a country, regional, functional or business unit policy?
- Might this involve an employee or official of a government?
- Could this lead to embarrassment if others knew?
- Is it being given away from the office or in secret?
- Does it seem wrong?
- Could this be perceived as an improper attempt to influence?

If you are unsure of the answer, you should contact your Compliance Ambassador or Center for Global Business Conduct staff.

## Section 7



## How We Compete in the Global Marketplace

*John Deere is a global competitor. How we do business around the world is important because it's a demonstration of one of our core values: integrity. We aim to compete vigorously, but fairly, while protecting our credibility in the global marketplace.*

*Mark von Pentz, President, Agriculture & Turf Division – Europe, Asia, Africa and Global Tractor Platform*

### Dealing fairly with others

We strive to be a company with which others want to do business. Representing ourselves honestly is an important part of that. So is treating others – including our competitors – with respect. We do not unfairly criticize the products or services of our competitors. In fact, we would much rather talk about the benefits of our own. And, in discussing John Deere products and solutions, we make honest, factual claims. We do not use misleading or unfair comparative advertising, nor do we use deceptive trade practices.

### Abiding by international trade law

As a global company, we export our goods around the world. Exporting our products and solutions subjects the company to various local and international rules and regulations that govern trade. Before sending any product, service, technology or information to another country, it's crucial that we know and follow applicable international trade, export control and import laws for these items.

Exports should be licensed or exempt from licensing. Additionally, before an item is exported, we are expected to verify that:

- The item is eligible to be exported to the intended destination
- The recipient, or end user if known, is not on a government "denied-party list"
- The intended end use is for a permissible purpose
- The proper duties have been or will be paid

John Deere's import activity is also subject to various laws. We import both John Deere items and items supplied by external sources. These imports are subject to import restriction, payment of customs duties and filing of required forms and documents.



## Section 7

### How We Compete in the Global Marketplace

Although we are a global business, we are based in the United States. This means we are required to follow US laws that prevent us from agreeing to unsanctioned boycotts or other restrictive trade practices. Requests to participate in illegal boycotts can be written or verbal, and sometimes can be difficult to identify. All such requests must be reported to the legal department.

For more information on global trade laws, please see the following policy on the Global Policy Index:

– *Global Export Controls Policy*

#### Competing fairly around the world

No matter what, we believe in competing fairly. It benefits our company, our customers and the global marketplace. It allows us to gain an advantage through our superior product offerings, and gives our customers access to high-quality solutions at reasonable prices. When we compete lawfully and with integrity, everyone wins.

In our company, we choose to aim for or sustain a “preeminent” position. In a preeminent position, our customers choose to do business with us because we provide service, equipment and solutions they value most.

We do our part to keep things fair by gathering competitive information through legal and honest means. We do not collect information about our competitors through deception, manipulation or misrepresentation, nor do we ask a third party to do so on our behalf. If a new employee comes to John Deere from one of our competitors, we welcome the addition, but not any confidential information that person may have about their former employer’s business. Similarly, we must protect John Deere’s confidential and competitively sensitive information, *even after we leave the company*.

## Section 7

**Q:** I recently traveled to another country. I brought a couple of parts with me in my carry-on. I didn't declare these items, but they were in my possession the entire flight. Is there something I should have done differently?

**A:** Yes. You should have declared the John Deere items in your luggage, or depending on the country, not put them in your luggage at all. The products you bring with you on your trip are subject to export and import controls. That includes any parts, tools or merchandise you bring along with you. It can also include technology, software, schematics, product manuals and even laptops containing confidential John Deere information. When you travel, it's important to know the trade laws that apply. Prior to traveling with anything mentioned above, check the Global Export Controls Policy on the Global Policy Index and contact the company export controls representative on Code Resource Contact List.

## How We Compete in the Global Marketplace

In many of the places John Deere operates, laws exist to help preserve fairness. These laws are sometimes called antitrust, competition or trade regulation laws. These laws prohibit certain actions that restrict competition, including:

- Setting prices with a competitor
- Dividing sales opportunities or territories
- Agreeing with a competitor to split bids or otherwise “fix” a bid
- Boycotting or refusing to deal with a supplier or customer
- Abusing a powerful market position
- Demanding a reseller maintain a particular price or take a particular combination of products
- Setting prices artificially low to drive a competitor out of the market

If an employee from a competing company attempts to discuss these topics with you, don't allow it. Walk away, end the conversation or do whatever else you can to make it clear that you do not want to cooperate. You should then report the matter to the legal department immediately.

Competition laws vary from country to country, but one thing remains the same: violations of competition laws carry serious consequences. Outside of John Deere Financial's normal business operations, if you obtain any information marked “company confidential” from another company, or have any questions or concerns, contact the legal department immediately.

## Section 8



## How We Manage Our Brand and Reputation

*Our reputation is one of our most important assets. It's built by our employees, our values and our brand promise. It supports our growth and future success as a company.*

*Ira Israel, President, John Deere Financial*

### Protecting our brand

The John Deere name is one of the most respected brands in the world and one of our most valuable company assets. All of us share the responsibility to protect and preserve the John Deere brand, just as we would any other significant asset.

Our brand is also a promise to serve our customers and a growing world in ways aligned with our core values. It sets us apart from our competition and helps us earn a strong position in markets where we do business.

We maintain guidelines, standards, and tools that help us protect and preserve the brand. For more information and to learn about our brand promise, visit the John Deere Brand Portal.

### Aligning public communication

The way we communicate with the public is important. It sets the tone for our business and is essential to maintaining a positive reputation. Therefore, communication concerning our business must be honest, accurate and consistent. We maintain a global policy to guide communication that could occur with news media or analysts, in social media and in response to supplier requests.

Publicly communicating company information is the responsibility of senior management and those whom they designate. Only those specifically authorized to speak on behalf of John Deere may do so.

In line with our global policy, we must ensure any information we plan to share externally is already public or that we have approval to share it publicly. We must protect non-public information from being shared with the news media, in social media, in other forms of public communication and in any setting that could result in news media or public dissemination.

In addition, we must ensure that all requests from suppliers to communicate about their relationship with John Deere are managed in accordance with the policy.

If you are communicating publicly on behalf of John Deere, make sure that the information you present does not disclose confidential company information. Section 9 of this Code provides more information about the treatment of confidential information, including examples. If your public communication involves a formal presentation or paper, you must submit the materials for management review and approval to ensure accuracy and consistency.



## Section 8

**Q:** I read an unfavorable article online about one of John Deere's competitors and decided to repost it on a couple of the social networking sites I use. The article sparked some conversation, and I took the opportunity to make comments about John Deere and our products. Is this okay for me to do?

**A:** That depends heavily on the kinds of comments you made. For example, sharing publicly available information through social media is acceptable, but making disparaging or untrue remarks about our competitors is not. If you clearly represent yourself as a John Deere employee, and acknowledge that your opinions are your own and not those of the company, you may make tactful, appropriate statements. You should never reveal information that is confidential or sensitive in nature, and should always remain professional in your communications. When in doubt, don't make a comment.

## How We Manage Our Brand and Reputation

Key considerations for public communication are outlined below.

### **Responding to media and public inquiries**

- If you receive an inquiry from the news media, forward it to Public Relations
- If you receive an inquiry from an investor, direct it to Investor Relations
- Forward other public inquiries to Corporate Communications

### **Using social media responsibly**

- Authorization in accordance with the Public Communication Policy is required to use social media to conduct company business
- If you can be identified as a John Deere employee when using social media, you should act with integrity and consistent with company policies

### **Responding to supplier communication requests**

- Consider details about our relationships with suppliers to be proprietary information
- You should not negotiate the use of any company trademarks or trade dress for discounts in contracts
- You should not provide endorsements on behalf of John Deere for other company's products and services
- All supplier communications that reference a relationship with John Deere or any subset of the company must be explicitly authorized according to the process in the Supplier Communications Appendix to the Public Communications Policy

For more information on handling public communication, please see the following policy found on the Global Policy Index:

- *Public Communications Policy*



## Section 9



## How We Manage Our Information

*To maintain our good name, we protect the information behind our innovations and uphold our core values in our interactions with others.*

*John May, President, Agricultural Solutions & Chief Information Officer*

### Keeping accurate records

Creating and maintaining accurate records is another way we demonstrate our integrity. Records may include inventory data, employment documentation, email or other correspondence, whether in paper or electronic format. We will maintain and dispose of records according to our company's records management policies, legal holds and applicable laws. A legal hold is a directive issued by our legal department to keep certain records related to a matter that might be in litigation or under investigation.

We comply with generally accepted accounting principles when creating and maintaining our financial records. The laws and regulations that govern our financial records require us to:

- Keep accurate records, including supporting documentation
- Maintain a system of internal controls
- Ensure that all transactions are reported in a timely manner
- Appropriately record all assets
- Not make false, artificial or misleading entries in our books and records

In some cases, we are required to disclose financial or other company information. We will follow our processes and procedures to ensure that the information we share is complete and accurate.

For more information on record keeping, please see the following policies on the Global Policy Index:

- *Records Management Policy*

## Section 9

### How We Manage Our Information

#### Identifying and protecting confidential information

While doing work for John Deere, we may have access to confidential information. In general, confidential information is any non-public data that could harm John Deere if disclosed. It includes our trade secrets and certain intellectual property. It also includes information obtained from others that the company is obligated to keep confidential. Some examples of confidential information are as follows:

- Unreleased pricing information
- Non-public financial data
- Technical data and processes
- Equipment and machinery layout and design
- Product costs
- Manufacturing production schedules or volumes
- Budgets
- Sales and marketing strategies
- Distribution channel strategies
- Competitive information
- Customer lists, financial information and certain operational data
- Supplier lists, prices, and design or part prints
- Unreleased product forecasts
- Market share information
- Proprietary software
- Private information about customers or employees

## Section 9

**Q:** I'm an engineer at John Deere. Recently, I spoke with an engineer from a new company that supplies products to us. He asked me for certain specifications to help him fill an order. I shared with him some information related to our technical processes and design of our manufacturing site. I was later asked by a colleague if I'd verified that the supplier signed a non-disclosure agreement with John Deere before I provided him with information. I didn't. What should I do now?

**A:** Immediately contact your manager or a member of the legal department. Hopefully, this supplier has signed an agreement and the information you provided is safe. However, you should always confirm this before divulging what may be confidential information to a third party to prevent any damage to our company's reputation or the John Deere brand. If it turns out that the supplier has not signed a non-disclosure agreement (NDA), contact Supply Management to ensure a NDA is signed. Depending on the country and the type of information you provided, this also could violate export control laws.

## How We Manage Our Information

Properly managing confidential information is critical to our company's success. You must adhere to the following rules when handling this information:

- Mark information appropriately so others know how to protect it
- Limit access and sharing to those with a business need to know
- Only look at information that you have a business need to know
- Share information outside the company only when a contract or confidentiality agreement with company-approved terms is in place
- Before sharing non-John Deere information, check to see if there is a contract in place that defines how we can share this information
- Secure and encrypt information according to company policies
- Do not collect or use any competitor's documents marked with their confidential markings unless agreed to by the competitor and John Deere legal counsel
- Follow company processes for personal electronic device security, software and application downloads, and connecting electronic devices to the company network

Generally, you also should not communicate non-confidential information outside the company. You may, however, communicate this information if it is part of your job responsibility or you have appropriate management approval.

John Deere maintains a number of policies on how to communicate and store information. For more information, please see the Global Policy Index:

- *Global Information Classification Policy*
- *Electronic Resources Policy*
- *Public Communications Policy*
- *Photographic Equipment Policy*
- *Intellectual Property Policies and Procedures*
- *Records Management Policy*
- *Computer Security Policies*
- *EPDP Confidentiality Statement*

## Section 9

### How We Manage Our Information

#### Managing personal information and privacy

As part of our employment, we provide personal information to John Deere. Customers also provide their personal information to John Deere to get information on products, to register purchases and to apply for financing, insurance and other services. Personal information is highly regulated and requires special attention to maintain confidentiality and to meet other regulatory requirements. This is true whether it's our information or information belonging to our customers. Our company is committed to conducting global business in a way that supports and ensures personal privacy.

Complying with the following rules helps us ensure we meet our commitment to privacy:

- Collect, process and use personal information consistent with applicable notice and consent requirements
- Identify and comply with any contractual obligations in place to protect the personal information you use
- Ensure proper contractual controls are in place when you share personal information outside the company
- Ensure proper procedures are in place before you transfer personal information between countries
- Remove or make personal information anonymous whenever legally required or otherwise appropriate under the circumstances
- Immediately report any potential misuse, or unauthorized access or sharing to your manager or Center for Global Business Conduct staff if appropriate

For questions regarding the handling of personal information, contact Center for Global Business Conduct staff.

For more information on handling personal information, please see the following policy found on the Global Policy Index:

- *Global Privacy Policy*



## Section 9

### How We Manage Our Information

#### Avoiding insider trading

In the course of our work, we also may become aware of important information about our company or other businesses before the information is shared with the general public. This information is known as material, non-public information.

Material, non-public information comes in various forms. Generally, it is information that a reasonable investor would consider important when making an investment decision, like buying or selling stock or other securities. Some examples of this information include:

- Earnings and earnings forecasts not yet released
- Significant changes in earnings patterns
- Merger or acquisition discussions
- Dramatic new product developments
- Other significant events that could impact the company's stock price

We may not disclose or use for our personal benefit any material, non-public or "inside" information we possess. Trading on material, non-public information is a violation of insider trading laws that subjects individuals involved and our company to legal risks. This can result in severe sanctions, fines and civil and criminal penalties. It is also illegal to provide inside information to others, or "tip" them, in making their investment decisions.

We should not discuss such information with anyone outside our company, including family members, unless approved by the legal department. This includes avoiding discussions in internet chat rooms, blogs or other social media settings in which our company stock is likely to be discussed.

For more information on inside information, please see the following policy on the Global Policy Index:

- *Insider Trading Policy*

## Section 9

### How We Manage Our Information

#### Protecting intellectual property

Our intellectual property is an important asset and we take great care to secure it. Intellectual property includes patents, trademarks, copyrights and trade secrets. It also refers to any technical data and software developed by or for John Deere.

Any intellectual property we create while working on behalf of John Deere is owned by our company. We take great care to secure our company's intellectual property rights to maintain exclusive product features.

We all have a role in protecting our company's intellectual property. However, our responsibilities regarding intellectual property don't end there. We must also respect the intellectual property rights of others. This includes avoiding patent and trademark infringement, clearing use of copyrighted materials and reviewing use of open-source software.

When we work with others, such as suppliers, we have a duty to ensure through contracts that the ownership of the intellectual property is clear and, where possible, held by John Deere. This applies to product development, software development and experimental use.

For more information on intellectual property, please see the John Deere Brand Portal and the following policies found on the Global Policy Index:

- *Intellectual Property Policies and Procedures*
- *Copyright Guidelines*
- *Electronic Resources Policy – Open Source Software & Unauthorized Tools Appendix*
- *Supplier Code of Conduct*

## Conclusion

This Code covers a broad range of subjects that are critical to understanding how our company values interact with our global business. Our circumstances may change, but one thing does not: we are all working together toward a better company and improving the lives of those linked to the land. As our business continues to grow and the competitive landscape changes, we have a responsibility to speak up when something isn't right. This enables John Deere to identify and address issues that could affect the integrity of our commitments.

Living by our values is critical to our company's long-term success. Integrity, quality, commitment, and innovation are at the core of our work and of who we are. We all have a personal responsibility to adhere to these values, and to comply with our Code, as well as the policies, procedures and laws that support it. When questions arise, we have various ways to ask for help and support. John Deere does not allow retaliation against us for reporting our concerns. Similarly, we must never tolerate or engage in any retaliatory acts.

Our Code, along with our values, policies and the law, is our guide. It is up to each of us to follow this guidance and put it to good use while working for John Deere – no matter where we are, or whether or not anyone is watching.

To view the John Deere Code of Business Conduct online, go to <http://www.johndeere.com/businessconduct>



## Policy Against Discrimination & Harassment

### Introduction

The Company is committed to maintaining a worldwide business environment that is free from discrimination and harassment.

Discrimination consists of any practice or behavior that has a negative effect on an individual or group, resulting from unequal or unfair treatment based upon an individual or groups' race, color, religion, age, sex, sexual orientation, gender, national origin, geographic background, disability, or any other classification protected by applicable law.

Harassment is a form of discrimination. Harassment is any unwelcome conduct interfering with work performance or creating an intimidating, hostile or offensive working environment. Sexual harassment is unwelcome conduct based on sex, whether directed towards a person of the same or opposite sex. Examples are sexual advances, requests for sexual favors and other unwelcome conduct of a sexual nature.

Discrimination or harassment may result from either intentional or un-intentional acts and may be verbal, physical, or visual. A hostile work environment is present when unwelcome conduct, sexual or otherwise, occurs. It is present when submission to sexual conduct is the basis for an employment decision or a condition of employment.

Working together, we can maintain a positive and productive business environment that supports individual dignity and is free from harassment or other forms of discrimination.

### Policy

Discrimination or harassment by any supervisor, manager, coworker, supplier, customer, or visitor of the Company of any employee, group of employees, or other individuals interacting with the Company is a violation of this policy and is therefore prohibited.

Retaliation against any employee for reporting an incident under this policy or for participating in any investigation regarding an incident is a violation of this policy and is therefore prohibited.

### Compliance

All employees of the Company are responsible for creating a working environment that is free from discrimination and harassment. All employees must fully support and comply with this policy. Employees are expected and encouraged to report and to participate in the resolution of complaints of discrimination, harassment or retaliation.

Supervisors and managers have an additional responsibility. If a supervisor or manager is informed about or observes conduct which may violate this policy, they must contact a representative of Human Resources to obtain assistance in ensuring that the conduct is appropriately addressed.

Each business operation must also comply with their country's specific policy and laws against discrimination and harassment.

### Non-Compliance



The method of investigation will be tailored to the circumstances surrounding the alleged offense and specific country regulations and practices. Upon receiving notice of an alleged violation, management will investigate the allegation. The investigation will be completed in a timely fashion. The individual who made the complaint will be informed of the outcome of the investigation. Management will treat the complaint, the identity of complainants and witnesses, and the terms of resolution as confidential.

If an investigation confirms that a violation of the policy has occurred, then disciplinary action will be taken. All disciplinary action will depend on the facts and circumstances of the situation and must be applied according to the specific country's disciplinary policy and laws.

## Reporting Violations

Management must be notified if an employee believes that they have experienced or witnessed discrimination, harassment or retaliation. Any employee witnessing a harassment violation of this policy should inform the offender that the offender is engaging in harassing conduct and that it should be stopped. If the employee is not comfortable telling the offender to stop, or if the harassing conduct continues, then management must be notified.

To notify management, contact your supervisor. If this is not appropriate under the circumstances, then notify your supervisor's supervisor or a representative of the Human Resources Department.

## Additional Information/Contacts

Additional legal recourse, if applicable, may be available through various local, state and/or federal enforcement agencies.

Contact your local Human Resources Department with any questions.