



DIVISION OF
CORPORATION FINANCE

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

February 24, 2022

Marc S. Gerber
Skadden, Arps, Slate, Meagher & Flom LLP

Re: AbbVie Inc. (the "Company")
Incoming letter dated December 22, 2021

Dear Mr. Gerber:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Zevin Asset Management (the "Representative") on behalf of William Creighton (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(f) because the Representative and the Proponent failed to comply in numerous respects with Rule 14a-8(b). As required by Rule 14a-8(f), the Company notified the Representative of the problems, and the Representative and the Proponent failed to adequately correct them. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rules 14a-8(b) and 14a-8(f). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.

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

Sincerely,

Rule 14a-8 Review Team

cc: Marcela I. Pinilla
Zevin Asset Management, LLC

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
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BY EMAIL (shareholderproposals@sec.gov)

December 22, 2021

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

RE: AbbVie Inc. – 2022 Annual Meeting
Omission of Shareholder Proposal of
William Creighton

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, AbbVie Inc., a Delaware corporation (the “Company”), 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 the Company’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by Zevin Asset Management (“Zevin”) on behalf of William Creighton (“Mr. Creighton”) from the proxy materials to be distributed by the Company in connection with its 2022 annual meeting of stockholders (the “2022 proxy materials”). Zevin and Mr. Creighton are sometimes collectively referred to as the “Proponents.”

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are emailing this letter and its attachments to the Staff at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are

simultaneously sending a copy of this letter and its attachments to the Proponents as notice of the Company's intent to omit the Proposal from the 2022 proxy materials.

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

I. The Proposal

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

Resolved, the stockholders of AbbVie request the preparation of a report, updated annually, disclosing:

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

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

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

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

II. Bases for Exclusion

We hereby respectfully request that the Staff concur with the Company's view that the Proposal may be excluded from the 2022 proxy materials pursuant to:

- Rule 14a-8(f)(1) because the Proponents have failed to satisfy the eligibility requirements of Rule 14a-8(b); and
- Rule 14a-8(i)(11) because the Proposal substantially duplicates a shareholder proposal previously submitted to the Company that the Company intends to include in its 2022 proxy materials.

III. Background

The Company received the Proposal via email on November 22, 2021, accompanied by a cover letter from Zevin, dated November 22, 2021, identifying Mr. Creighton as the proponent of the Proposal, along with a letter from Mr. Creighton, dated November 22, 2021, referencing his ownership of Company shares and authorizing Zevin to present unspecified shareholder proposals on his behalf (the "First Authorization Letter"). The Proposal also was accompanied by a letter from UBS Financial Services Inc., dated November 22, 2021, regarding Mr. Creighton's stock ownership of at least \$2,000 of Company shares for one or more years (the "First Broker Letter"). On December 6, 2021, the Company sent a letter to Zevin, via email, requesting a written statement from the record holder of Mr. Creighton's shares verifying that Mr. Creighton beneficially owned the requisite number of shares of Company common stock continuously for at least the requisite period preceding and including November 22, 2021, the date of submission of the Proposal (the "Deficiency Letter"). The Deficiency Letter also requested written documentation from Mr. Creighton identifying the annual or special meeting for which the Proposal was submitted, identifying the specific topic of the Proposal and including a statement in support of the Proposal. On December 6, 2021, Zevin responded via email and acknowledged "there is a discrepancy in the number of shares between the authorization letter provided by our client and the custodian letter." Zevin indicated it was "working to rectify this difference and can re-send the letter indicating that we indeed hold 125 shares of [Company] stock for our client."

On December 13, 2021, Zevin responded to the Company via email and provided an updated cover letter, dated November 22, 2021, again identifying Mr. Creighton as the proponent of the Proposal. The updated cover letter later refers to the proponent as a Mr. James Campen and provides Mr. Campen's email address. Zevin also provided an updated authorization letter, dated November 29, 2021 and

revised on December 10, 2021, signed by Mr. Campen authorizing Zevin to submit a proposal on his behalf to a different company, although that letter later references the Company (the “Second Authorization Letter”). In addition, Zevin included a letter from UBS Financial Services Inc., dated November 22, 2021 and revised December 13, 2021, confirming that UBS Financial Services Inc. is the custodian of 615 shares of Company stock owned by Mr. Campen but making no reference to the stock ownership of the Proponent (the “Second Broker Letter”). Copies of the Proposal, cover letters, the First Authorization Letter, the First Broker Letter, the Deficiency Letter, the Second Authorization Letter, the Second Broker Letter and related correspondence are attached hereto as Exhibit A.

IV. The Proposal May be Excluded Pursuant to Rule 14a-8(f)(1) Because the Proponents Failed to Satisfy the Eligibility Requirements of Rule 14a-8(b).

A. The Proponents have failed to provide sufficient proof of ownership.

Rule 14a-8(b)(1) provides that, in order to be eligible to submit a proposal, a proponent must have continuously held:

- at least \$2,000 in market value of the company’s common stock for at least three years, preceding and including the date that the proposal was submitted;
- at least \$15,000 in market value of the company’s common stock for at least two years, preceding and including the date that the proposal was submitted; or
- at least \$25,000 in market value of the company’s common stock for at least one year, preceding and including the date that the proposal was submitted.

Alternatively, a proponent must have continuously held at least \$2,000 in market value of the company’s common stock for at least one year as of January 4, 2021 and continuously maintained a minimum investment of at least \$2,000 in market value of the company’s common stock from January 4, 2021 through and including the date that the proposal was submitted.

If the proponent is not a registered holder, he or she 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 notifies the proponent of the deficiency within 14 calendar days of receiving the

proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

In accordance with these requirements, the Staff consistently has permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence of eligibility to submit a shareholder proposal in response to a timely deficiency notice from the company. *See, e.g., PG&E Corp.* (May 26, 2020)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company’s timely deficiency notice); *Huntsman Corp.* (Jan. 16, 2020)* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponents failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company’s timely deficiency notice); *Comcast Corp.* (Feb. 26, 2018) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company’s timely deficiency notice); *Facebook, Inc.* (Feb. 26, 2018) (same); *Amazon.com, Inc.* (Feb. 6, 2018) (same).

In addition, the Staff consistently has permitted exclusion under Rule 14a-8(f)(1) of proposals where a proponent provided a proof of ownership letter verifying the share ownership of a beneficial owner having a different name from the proponent. *See, e.g., The Coca-Cola Company* (Feb. 4, 2008) (permitting exclusion under Rule 14a-8(f)(1) of a proposal submitted by “The Great Neck Capital Appreciation LTD Partnership” and the broker letter identified “The Great Neck Cap App Invst Partshp., DJF Discount Broker” and “The Great Neck Cap App Invst Partshp” as the beneficial owners of the company’s stock); *Bank of America Corporation* (Feb. 26, 2016) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proof of ownership letter stated that “the above referenced account currently holds” company stock but did not identify the proponent as the account holder or owner of the stock); *Great Plains Energy Inc.* (Feb. 4, 2013) (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the broker letter referred to someone other than the proponent as the owner of the company’s stock); *AT&T Inc.* (Jan. 17, 2008) (same).

In this instance, the Proponents failed to provide timely evidence of eligibility to submit a shareholder proposal to the Company after receiving a timely deficiency notice from the Company. Specifically, the Deficiency Letter requested a written statement from the record holder of Mr. Creighton’s shares “verifying that, at the time the [P]roposal was submitted, which was November 22, 2021, the [P]roponent had beneficially held the requisite number of shares of [Company]

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

common stock continuously for at least the requisite period preceding and including November 22, 2021.” The Deficiency Letter also clearly explained the proof of ownership requirements of Rule 14a-8(b) and how to satisfy those requirements. Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested that proof of Mr. Creighton’s ownership be provided within 14 days of the Proponents’ receipt of the Deficiency Letter. The Deficiency Letter was sent to the Proponents by email during business hours on December 6, 2021. Accordingly, to be timely, adequate proof of ownership would have needed to be received by the Company by December 20, 2021.

On December 6, 2021, the Company received via email an acknowledgment of the Deficiency Letter by Zevin that indicated “there is a discrepancy in the number of shares between the authorization letter provided by our client and the custodian letter” and that acknowledged Zevin was “working to rectify this difference and can re-send the letter indicating that we indeed hold 125 shares of [Company] stock for our client.” However, on December 13, 2021, Zevin responded to the Company via email with the Second Broker Letter, dated November 22, 2021 and revised December 13, 2021, identifying “James Campen,” someone other than Mr. Creighton, as the custodian of 615 shares of Company common stock. Thus, the Second Broker Letter failed to address the proof of ownership defect raised by the Deficiency Letter and provided the holdings of an entirely different person from Mr. Creighton.¹

Accordingly, consistent with the precedent described above, the Proposal may be excluded pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) as the Proponents have failed to timely provide proof of the requisite stock ownership after receiving timely notice of such deficiency.

¹ Rule 14a-8 does not require a company to provide multiple deficiency letters to a proponent. *See* Rule 14a-8(f)(1) (explaining a company’s obligation to provide a singular notice of deficiency); *see also* Staff Legal Bulletin No. 14 (July 13, 2001) (noting that “a company may exclude a proposal from its proxy materials due to eligibility or procedural defects if . . . the shareholder timely responds [to the company’s notice of defect] but does not cure the eligibility or procedural defect(s)” and referencing only a singular deficiency notice). We acknowledge that Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“SLB 14L”) indicates that, in some instances, a second deficiency notice may be appropriate. However, the guidance relates to the fact pattern where a deficiency letter indicates the absence of any proof of ownership and, in response to that notice, the submitted proof of ownership contains a defect. That is different than the current situation where proof of ownership was initially provided and was insufficient, a deficiency letter was sent, and the second proof of ownership continued to fail to satisfy the eligibility requirements of Rule 14a-8.

B. The Proponents have failed to provide appropriate authorization of authority to submit the Proposal.

Rule 14a-8(b)(1)(iv) provides that if a proponent uses a representative to submit a shareholder proposal on his or her behalf, the proponent must provide the company with written documentation that:

- Identifies the company to which the proposal is directed;
- Identifies the annual or special meeting for which the proposal is submitted;
- Identifies you as the proponent and identifies the person acting on your behalf as your representative;
- Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;
- Identifies the specific topic of the proposal to be submitted;
- Includes your statement supporting the proposal; and
- Is signed and dated by you.

Under Rule 14a-8(f)(1), a company may exclude a proposal if the proponent fails to provide evidence that it meets the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

In this instance, the First Authorization Letter failed to identify the annual or special meeting for which the Proposal was submitted, failed to identify the specific topic of the Proposal and failed to include a statement from the Proponent in support of the Proposal. In particular, the First Authorization Letter included only a reference to authorizing the submission of unspecified shareholder proposals and did not describe the subject matter of the Proposal at all. In addition, the First Authorization Letter failed to identify any particular annual or special meeting or include any statement from the Proponent in support of the Proposal. Consequently, the Company timely notified the Proponents of such deficiencies in the Deficiency Letter by noting that the First Authorization Letter fails to “identify the annual or special meeting for which the [P]roposal is submitted; identify the specific topic of the [P]roposal to be submitted; and include the [P]roponent’s statement supporting the [P]roposal.” Consistent with Rule 14a-8(f)(1), the Deficiency Letter requested

that such deficiencies be corrected and provided to the Company within 14 days of the Proponents' receipt of the Deficiency Letter.

On December 13, 2021, Zevin responded to the Company via email with the Second Authorization Letter, which referred to a different company, did not include the Proponent's statement supporting the Proposal and, moreover, was not even from the Proponent.

Accordingly, the Proposal may be excluded pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) as the Proponents have failed to timely satisfy the eligibility requirements after receiving timely notice of such deficiency.

V. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(11) Because the Proposal Substantially Duplicates Another Proposal Previously Submitted to the Company.

Under Rule 14a-8(i)(11), a company may exclude a shareholder proposal if it substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting. The Commission has stated that the purpose of Rule 14a-8(i)(11) is to eliminate the possibility of shareholders having to consider two or more substantially identical proposals submitted by proponents acting independently of each other. *See Securities Exchange Act Release No. 34-12598 (July 7, 1976).*

Two shareholder proposals need not be identical in order to provide a basis for exclusion under Rule 14a-8(i)(11). Proposals are substantially duplicative when the principal thrust or focus is substantially the same, even though the proposals differ in terms of the breadth and scope of the subject matter. In *Duke Energy Corporation* (Feb. 19, 2016), for example, the Staff granted the company's request to exclude a proposal asking the board to initiate a review of the organizations of which the company was a member or otherwise supported that may engage in lobbying activities and to provide a related report to shareholders. In that proposal, the supporting statement described the benefits received by the company from limited government and relationships with pro-growth groups. In its no-action request, the company explained that the proposal shared the same principal thrust or focus as a previously-submitted proposal requesting a report on the company's direct and indirect lobbying activities, including grassroots lobbying activities, even though, unlike the other supporting statement, the previously-submitted proposal's supporting statement described the need for transparency and accountability concerning the company's role in influencing legislation and the use of corporate funds for lobbying activities. *See also, e.g., Exxon Mobil Corp.* (Mar. 13, 2020) (proposal requesting a report on how the company's lobbying activities align with the Paris Climate Agreement's goal may be excluded under Rule 14a-8(i)(11) because the proposal shared the same principal thrust or focus as a previously-

submitted proposal seeking disclosure of lobbying expenditures that was broader in scope); *Danaher Corp.* (Jan. 19, 2017) (proposal to adopt goals for reducing greenhouse gas emissions, with a supporting statement describing four different reasons to do so, including a moral obligation, may be excluded under Rule 14a-8(i)(11) because the proposal shared the same principal thrust or focus as a previously-submitted proposal with a supporting statement describing the risks and opportunities provided by climate change); *Pfizer Inc.* (Feb. 17, 2012) (proposal requesting a lobbying priorities report, with a supporting statement describing the company's role in the passage of "ObamaCare," may be excluded under Rule 14a-8(i)(11) because the proposal shared the same principal thrust or focus as a previously-submitted proposal with a supporting statement calling for greater transparency of the company's lobbying expenditures).

In particular, the Staff has found a proposal that addressed a company's political contributions and expenditures to share the same principal thrust or focus as a previously-submitted proposal that addressed a company's direct and indirect lobbying activities, when both proposals encompassed the company's lobbying policies and practices. For example, in *Exxon Mobil Corporation* (Mar. 9, 2017), the Staff granted the company's request to exclude a proposal requesting a report on the policies and procedures relating to the company's political contributions and expenditures. In that proposal, the supporting statement described the company's purported lack of disclosures on its contributions to third-party entities used for political purposes and a need for transparency regarding the company's political contributions and expenditures, including amounts paid to trade organizations and other entities, for shareholders to fully evaluate the use of corporate assets. In its no-action request, the company explained that the proposal shared the same principal thrust or focus as a previously-submitted proposal requesting a report on the company's direct and indirect lobbying activities, including grassroots lobbying activities, because, similar to the other supporting statement, the previously-submitted proposal's supporting statement described the need for transparency and accountability concerning the company's role in influencing legislation and the use of corporate funds for lobbying activities. In contrast, in *Exxon Mobil Corporation* (Jan. 18, 2019), the Staff denied the company's request to exclude a proposal requesting a report on the policies and procedures relating to the company's political contributions and expenditures and the company's direct and indirect political contributions or expenditures as duplicative of a previously-submitted proposal relating to lobbying where the proposal specifically stated that it "does not encompass lobbying spending."

In this instance, the Company received a proposal (the "Prior Proposal") from As You Sow, on behalf of the Harnly/Roeper Living Trust UAD 06/19/20, Eliana

Fishman and YWCA Berkeley/Oakland,² sent via FedEx on November 20, 2021 (and received at 9:21 a.m. Central Time on November 22, 2021).³ A copy of the Prior Proposal is attached hereto as Exhibit B. The Company believes that the Proposal substantially duplicates the Prior Proposal and, as such, the Proposal may be excluded pursuant to Rule 14a-8(i)(11).

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

Resolved: Shareholders request that AbbVie annually analyze and report, at reasonable expense, the congruence of its political, lobbying, and electioneering expenditures during the preceding year against its publicly stated company values and policies, listing and explaining instances of incongruent expenditures, and stating whether the identified incongruencies have or will lead to a change in future expenditures or contributions.

The principal thrust and focus of the Proposal and the Prior Proposal are the same – an assessment of the Company’s lobbying policies and practices. Specifically, the Proposal asks the Company to report on its direct and indirect lobbying expenditures and activities, including grassroots lobbying activities, and its policies and procedures governing such activities, in light of the purported lack of Company disclosure available to shareholders on its lobbying spending, including payments to trade organizations and other third parties. Likewise, the Prior Proposal, although not limited to lobbying expenditures, specifically asks the Company to report on its lobbying expenditures and how they compare to the Company’s publicly stated values and policies, in light of risks to the Company’s reputation and brand from the purported gap between the Company’s lobbying activities and public statements.

In addition, the supporting statement of each proposal demonstrates the proposals’ shared focus on the Company’s lobbying policies and practices. The Proposal’s supporting statement asserts that the Company’s purported lack of disclosure on certain lobbying activities presents “reputational risk when its lobbying contradicts company public positions.” Similarly, the Prior Proposal’s supporting statement asserts that the Company should “establish clear policies and reporting” on its lobbying and other political spending that purportedly “contrast with its stated healthcare, social and environmental objectives.” Moreover, although the scope of the Prior Proposal goes beyond lobbying expenditures, the supporting statement in

² The Harnly/Roeper Living Trust UAD 06/19/20 and YWCA Berkeley/Oakland subsequently withdrew the Prior Proposal, leaving Eliana Fishman as the sole proponent.

³ The Company received the Proposal via email at 4:01 p.m. Central Time on November 22, 2021.

the Prior Proposal, in fact, is largely focused on the Company's lobbying activities, stating:

- “Yet AbbVie is a member of the U.S. Chamber of Commerce, which has consistently lobbied to roll back U.S. climate regulation and promoted regulations that would slow the transition towards a low carbon energy mix.”
- “However, AbbVie also supported multiple trade associations that have supported and promoted voter suppression laws.”
- “However, AbbVie contributes to (“PhRMA”), which supports numerous organizations opposing efforts to reform drug pricing.”

Although the breadth and scope of the Proposal and the Prior Proposal, as well as their respective supporting statements, may differ, with one focusing exclusively on lobbying activities and expenditures and the other addressing lobbying expenditures as well as political and electioneering expenditures, the Proposal and the Prior Proposal share the same thrust and focus – an assessment of the Company's lobbying policies and practices. Moreover, the report requested by the Prior Proposal would, in large measure, overlap with the report requested by the Proposal. Thus the inclusion of both the Proposal and the Prior Proposal in the Company's 2022 proxy materials would be duplicative and would frustrate the policy concerns underlying the adoption of Rule 14a-8(i)(11).

Accordingly, because the Proposal substantially duplicates the Prior Proposal, which was previously submitted to the Company and will be included in the 2022 proxy materials, the Proposal may be excluded pursuant to Rule 14a-8(i)(11).

VI. Conclusion

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2022 proxy materials.

Office of Chief Counsel

December 22, 2021

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

Very truly yours,



Marc S. Gerber

Enclosures

cc: Laura J. Schumacher
Vice Chairman, External Affairs and Chief Legal Officer
AbbVie Inc.

Marcela I. Pinilla
Director of Sustainable Investing
Zevin Asset Management

William Creighton

EXHIBIT A

(see attached)

Subject: [EXTERNAL] Submission of shareholder proposal from Zevin Asset Management | AbbVie 2022

Attachments: Abbvie_filing letter_2021.pdf; Abbvie_Wililam Creighton letter of authorization_ZAM.pdf; UBS custodial letter_William Creighton_Abbvie_2021.pdf; Zevin_ABBV_cust cover letter_2021.pdf; AbbVie 2022 Lobbying proposal_ZAM.pdf

From: Marcela Pinilla [REDACTED]
Sent: Monday, November 22, 2021 4:01 PM
To: Weith, Emily A [REDACTED]
Cc: Bratzke, Michelle L [REDACTED]
Subject: [EXTERNAL] Submission of shareholder proposal from Zevin Asset Management | AbbVie 2022

Dear Emily, thank you for our discussions that were very helpful in getting a sense of the updates and changes the company is willing to make. We recognize that AbbVie has taken some useful steps, but we do not believe they are substantive enough. However, we look forward to continued discussions to arrive at a mutually agreeable outcome.

Please confirm receipt of this email and the attached documents. Co-filers are expected for this proposal.

I wish you a good Thanksgiving holiday and look forward to continued conversations.

Marcela I. Pinilla
Director of Sustainable Investing
Zevin Asset Management, LLC



www.zevin.com



November 22, 2021

Via email (Weith, Emily A [REDACTED])

AbbVie Inc.
Corporate Headquarters 1 North Waukegan Road North Chicago, IL 60064 [REDACTED]
Attn: Emily A. Weith, Division Counsel, Governance

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Corporate Secretary:

Zevin Asset Management is a socially responsible investment manager that integrates financial and environmental, social, and governance (ESG) research in making investment decisions on behalf of our clients. We are pleased to have productive conversations with AbbVie and look forward to continued engagement. We are submitting the attached proposal requesting that the company substantively increase its disclosure of its lobbying activities because investors need additional clarity on AbbVie's decision-making and membership dues to influential trade associations.

Zevin Asset Management is submitting the attached shareholder proposal, on behalf of William Creighton ("Proponent"), a shareholder of AbbVie for inclusion in the company's 2022 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

Per Rule 14a-8, Proponent holds more than \$2,000 of the company's common stock, acquired more than 3 years prior to today's date and held continuously for that time. Proponent intends to hold such shares continuously through the date of the 2022 annual meeting. Verification of Proponent's ownership will be sent separately.

Proponent and Zevin Asset Management are available to meet with the Company on December 6th, 7th, or 8th, 2021, within the company's business hours according to their time zone. Please let us know within 10 days if the Company would like to meet at one of these times. After 10 days we may no longer be able to hold these dates and times.

A letter from the Proponent authorizing Zevin Asset Management to act as representative on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

I can be contacted at [REDACTED] or by email at [REDACTED] and request a confirmation of receipt of this letter via email. Proponent can be contacted Bill Creighton [REDACTED]. Please address any future correspondence regarding the proposal to me.

Sincerely,



Marcela I. Pinilla
Director of Sustainable Investing

Whereas, we believe in full disclosure of AbbVie’s lobbying activities and expenditures to assess whether AbbVie’s lobbying is consistent with its expressed goals and in stockholder interests of stockholders.

Resolved, the stockholders of AbbVie request the preparation of a report, updated annually, disclosing:

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

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

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

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

Supporting Statement

Drugmakers spend more to lobby Washington than any other industry.¹ AbbVie spent \$48,650,000 from 2013 – 2020 on federal lobbying. AbbVie also lobbies at the state level where disclosure is uneven or absent, lobbying in 15 states in 2020 and spending \$2,412,703 on lobbying in California from 2013 – 2020.

AbbVie fails to disclose its third-party payments to trade associations and social welfare organizations, or the amounts used for lobbying, to stockholders. Companies can give unlimited amounts to third party groups that spend millions on lobbying and often undisclosed grassroots activity, and these groups may be spending “at least double what’s publicly reported.”² For example, the Pharmaceutical Research and Manufacturers of America (PhRMA) has given millions to controversial “dark money” social welfare groups like the American Action Network.³ Grassroots lobbying does not get reported at the federal level, and disclosure is uneven or absent in states.

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

We are concerned AbbVie’s lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, AbbVie states it supports more affordable medicines, yet funds PhRMA’s

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

² <https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

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

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

opposition to lower drug prices.⁵ And AbbVie is committed to diversity and inclusion, yet the Chamber lobbied against protecting voting rights.⁶

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

⁶ <https://thehill.com/business-a-lobbying/business-a-lobbying/554430-watchdog-group-launches-campaign-to-pressure?rl=1>.

Bill Creighton



November 22, 2021

To Whom it May Concern:

This is to confirm that I currently hold 125 shares of Abbvie Inc Com (ABBV). I am granting approval for shareholder proposals to be presented on my behalf by Zevin Asset Management, LLC.

Sincerely

A handwritten signature in blue ink, appearing to read "Bill P. Creighton", with a long horizontal flourish extending to the right.



November 22, 2021

To Whom It May Concern:

Please find attached UBS Financial Services custodial proof of ownership statement of Abbvie (AABV) from William Creighton. Zevin Asset Management, LLC is the investment advisor to William Creighton and filed a shareholder resolution regarding lobbying activities disclosure on behalf of William Creighton.

This letter serves as confirmation that William Creighton is the beneficial owner of the above referenced stock.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Pinilla', with a large, stylized flourish at the end.

Marcela Pinilla
Director of Sustainable Investing
Zevin Asset Management, LLC



UBS Financial Services Inc.
One Post Office Square
Boston, MA 02109
Tel. 617-439-8227
Fax 855-833-0369
Toll Free 800-225-2385
www.ubs.com/team/kwbwm

Kolton Wood Brown Wealth Management

www.ubs.com

November 22, 2021

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 35 shares of common stock in AbbVie Inc (ABBV) owned by William Creighton.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of AbbVie and that such beneficial ownership has continuously existed for one or more years in accordance with Rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

This letter serves as confirmation that William Creighton is the beneficial owner of the above referenced stock.

Zevin Asset Management, LLC is the investment advisor to William Creighton and is planning to file a shareholder resolution on William Creighton's behalf.

Sincerely,

A handwritten signature in black ink that reads "Kelley A. Bowker".

Kelley A. Bowker



December 6, 2021

VIA EMAIL

Ms. Marcela Pinella
Zevin Asset Management
[REDACTED]

Re: Shareholder Proposal for the AbbVie Inc. 2022 Annual Meeting

Dear Ms. Pinella:

On November 22, 2021, AbbVie Inc. (“AbbVie”) received a letter from Zevin Asset Management on behalf of William Creighton (the “proponent”) purporting to submit a shareholder proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), for consideration at AbbVie’s 2022 Annual Meeting of Shareholders.

Rule 14a-8(b) under the Exchange Act provides that a shareholder is eligible to submit a proposal if it meets certain ownership criteria. Specifically, the proponent must submit sufficient proof that it has continuously held:

- at least \$2,000 in market value of AbbVie common stock entitled to vote on the proposal for at least three years, preceding and including the date that the proposal was submitted;
- at least \$15,000 in market value of AbbVie common stock entitled to vote on the proposal for at least two years, preceding and including the date that the proposal was submitted; or
- at least \$25,000 in market value of AbbVie common stock entitled to vote on the proposal for at least one year, preceding and including the date that the proposal was submitted.

Alternatively, a proponent must have continuously held at least \$2,000 in market value of AbbVie common stock entitled to vote on the proposal for at least one year as of January 4, 2021 and continuously maintained a minimum investment of at least \$2,000 in market value of AbbVie common stock from January 4, 2021 through 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.

Emily A. Weith
Division Counsel,
Governance

AbbVie Inc.
1 North Waukegan Rd
North Chicago, IL 60064
[REDACTED]

AbbVie's stock records do not indicate that the proponent is a record owner of a sufficient number of shares to satisfy the ownership requirement. Accordingly, 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 the proposal was submitted, which was November 22, 2021, the proponent had beneficially held the requisite number of shares of AbbVie common stock continuously for at least the requisite period preceding and including November 22, 2021.

If the broker or bank holding the proponent's shares is not a DTC participant, the proponent 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, the proponent 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 the requisite period – one from the proponent's broker or bank confirming the proponent's ownership, and the other from the DTC participant confirming the broker or bank's ownership.

In addition, Rule 14a-8(b)(iii) requires a proponent to provide AbbVie with a written statement that the proponent is able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30 calendar days, after submission of the proposal. The proponent has not provided such a statement. Accordingly, please provide AbbVie with this statement, which must include the proponent's contact information as well as business days and specific times that the proponent is available to discuss the proposal with AbbVie. The proponent must identify times that are within the regular business hours of AbbVie's principal executive offices.

Also, Rule 14a-8(b)(iv) requires a proponent using a representative to submit a shareholder proposal to provide written documentation that:

- identifies the company to which the proposal is directed;
- identifies the annual or special meeting for which the proposal is submitted;
- identifies the proponent and the person acting on the proponent's behalf as a representative;
- includes the proponent's statement authorizing the designated representative to submit the proposal and otherwise act on the proponent's behalf;
- identifies the specific topic of the proposal to be submitted;
- includes the proponent's statement supporting the proposal; and
- is signed and dated by the proponent.

The proponent's letter does not satisfy Rule 14a-8(b)(iv) in that it fails to identify the annual or special meeting for which the proposal is submitted; identify the specific topic of the proposal to be submitted; and include the proponent's statement supporting the proposal.

In addition, the proponent's letter does not satisfy Rule 14a-8 in that it fails to provide a written statement of intent to hold the requisite number of shares through the date of the shareholders' meeting. Accordingly, please submit documentation consistent with the requirements of Rule 14a-8.

The rules of the SEC require that a response to this letter, correcting all deficiencies described in this letter, be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter.

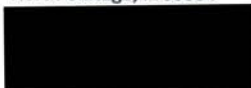
Once we receive any response, we will be in a position to determine whether the proposal is eligible for inclusion in the proxy materials for our 2022 Annual Meeting of Shareholders. We reserve the right to seek relief from the SEC as appropriate.

Sincerely,



Emily A. Weith

cc:



§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) To be eligible to submit a proposal, you must satisfy the following requirements:

(i) You must have continuously held:

(A) At least \$2,000 in market value of the company's securities entitled to vote on the proposal for at least three years; or

(B) At least \$15,000 in market value of the company's securities entitled to vote on the proposal for at least two years; or

(C) At least \$25,000 in market value of the company's securities entitled to vote on the proposal for at least one year; or

(D) The amounts specified in paragraph (b)(3) of this section. This paragraph (b)(1)(i)(D) will expire on the same date that §240.14a-8(b)(3) expires; and

(ii) You must provide the company with a written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders' meeting for which the proposal is submitted; and

(iii) You must provide the company with a written statement that you are able to meet with the company in person or via teleconference no less than 10 calendar days, nor more than 30

calendar days, after submission of the shareholder proposal. You must include your contact information as well as business days and specific times that you are available to discuss the proposal with the company. You must identify times that are within the regular business hours of the company's principal executive offices. If these hours are not disclosed in the company's proxy statement for the prior year's annual meeting, you must identify times that are between 9 a.m. and 5:30 p.m. in the time zone of the company's principal executive offices. If you elect to co-file a proposal, all co-filers must either:

(A) Agree to the same dates and times of availability, or

(B) Identify a single lead filer who will provide dates and times of the lead filer's availability to engage on behalf of all co-filers; and

(iv) If you use a representative to submit a shareholder proposal on your behalf, you must provide the company with written documentation that:

(A) Identifies the company to which the proposal is directed;

(B) Identifies the annual or special meeting for which the proposal is submitted;

(C) Identifies you as the proponent and identifies the person acting on your behalf as your representative;

(D) Includes your statement authorizing the designated representative to submit the proposal and otherwise act on your behalf;

(E) Identifies the specific topic of the proposal to be submitted;

(F) Includes your statement supporting the proposal; and

(G) Is signed and dated by you.

(v) The requirements of paragraph (b)(1)(iv) of this section shall not apply to shareholders that are entities so long as the representative's authority to act on the shareholder's behalf is apparent and self-evident such that a reasonable person would understand that the agent has authority to submit the proposal and otherwise act on the shareholder's behalf.

(vi) For purposes of paragraph (b)(1)(i) of this section, you may not aggregate your holdings with those of another shareholder or group of shareholders to meet the requisite amount of securities necessary to be eligible to submit a proposal.

(2) One of the following methods must be used to demonstrate your eligibility to submit a proposal:

(i) 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 requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the meeting of shareholders.

(ii) 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:

(A) 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 at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively. You must also include your own written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the shareholders’ meeting for which the proposal is submitted; or

(B) The second way to prove ownership applies only if you were required to file, and 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, demonstrating that you meet at least one of the share ownership requirements under paragraph (b)(1)(i)(A) through (C) of this section. If you have filed one or more of these documents with the SEC, you may demonstrate your eligibility to submit a proposal by submitting to the company:

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

(2) Your written statement that you continuously held at least \$2,000, \$15,000, or \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least three years, two years, or one year, respectively; and

(3) Your written statement that you intend to continue to hold the requisite amount of securities, determined in accordance with paragraph (b)(1)(i)(A) through (C) of this section, through the date of the company’s annual or special meeting.

(3) If you continuously held at least \$2,000 of a company’s securities entitled to vote on the proposal for at least one year as of January 4, 2021, and you have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company, you will be eligible to submit a proposal to such company for an annual or special meeting to be held prior to January 1, 2023. If you rely on this provision, you must provide the company with your written statement that you intend to continue to hold at least \$2,000 of such securities through the date of the shareholders’ meeting for which the proposal is submitted. You must also follow the procedures set forth in paragraph (b)(2) of this section to demonstrate that:

(i) You continuously held at least \$2,000 of the company's securities entitled to vote on the proposal for at least one year as of January 4, 2021; and

(ii) You have continuously maintained a minimum investment of at least \$2,000 of such securities from January 4, 2021 through the date the proposal is submitted to the company.

(iii) This paragraph (b)(3) will expire on January 1, 2023.

(c) *Question 3:* How many proposals may I submit? Each person may submit no more than one proposal, directly or indirectly, to a company for a particular shareholders' meeting. A person may not rely on the securities holdings of another person for the purpose of meeting the eligibility requirements and submitting multiple proposals 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 addresses substantially the same subject matter as a proposal, or proposals, previously included in the company’s proxy materials within the preceding five calendar years if the most recent vote occurred within the preceding three calendar years and the most recent vote was:

(i) Less than 5 percent of the votes cast if previously voted on once;

(ii) Less than 15 percent of the votes cast if previously voted on twice; or

(iii) Less than 25 percent of the votes cast if previously voted on three or more times.

(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.

From: Marcela Pinilla [REDACTED]
Sent on: Monday, December 13, 2021 2:49:05 PM
To: Bratzke, Michelle L [REDACTED]
CC: Weith, Emily A [REDACTED] Marcela Pinilla [REDACTED]
Subject: [EXTERNAL] RE: Shareholder proposal for AbbVie 2022 shareholder meeting
[Abbvie filing letter revised 2021.pdf](#) (137.06 KB), [ABBV filing authorization revised 2021.pdf](#) (130.76 KB), [ABBV UBS custodial letter J Campen 2021.pdf](#) (115.47 KB)

Greetings,

I am reverting with regards to the number of shares that Zevin Asset Management has filed with on behalf our client. We submit the revised filing letter with a client owning the requisite number of shares for the required amount of time. We hope this update is admissible, and we look forward to continued constructive engagement with Abbvie.

Very many thanks,

Marcela I. Pinilla

Director of Sustainable Investing
Zevin Asset Management, LLC
[REDACTED]

From: Marcela Pinilla
Sent: Monday, December 6, 2021 9:16 PM
To: Bratzke, Michelle L [REDACTED]
Cc: Weith, Emily A [REDACTED]
Subject: RE: Shareholder proposal for AbbVie 2022 shareholder meeting

Dear Emily and team, thank you. We are in receipt of your email and attachments. We have noticed there is a discrepancy in the number of shares between the authorization letter provided by our client and the custodian letter. We are working to rectify this difference and can re-send the letter indicating that we indeed hold 125 shares of ABBV stock for our client.

Please let me know if you need anything else from me in the meantime.

Thank you and best regards,

Marcela I. Pinilla

Director of Sustainable Investing
Zevin Asset Management, LLC
[REDACTED]

From: Bratzke, Michelle L [REDACTED]
Sent: Monday, December 6, 2021 5:47 PM
To: Marcela Pinilla [REDACTED]
Cc: Weith, Emily A [REDACTED]
Subject: Shareholder proposal for AbbVie 2022 shareholder meeting

Ms. Pinella,

On behalf of Emily Weith, attached please find correspondence regarding the shareholder proposal from Mr. William Creighton for AbbVie's 2022 shareholder meeting. Would you kindly acknowledge receipt? Thank you.

Regards,
Michelle Bratzke

MICHELLE BRATZKE

Associate Director, Corporate Governance

ABBVIE INC.

Corporate Legal, Governance & Operations

1 North Waukegan Road, AP34-2-NE

North Chicago, IL 60064



abbvie.com

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November 22, 2021

Via email (Weith, Emily A. [REDACTED])

AbbVie Inc.
Corporate Headquarters 1 North Waukegan Road North Chicago, IL 60064 [REDACTED]
Attn: Emily A. Weith, Division Counsel, Governance

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Corporate Secretary:

Zevin Asset Management is a socially responsible investment manager that integrates financial and environmental, social, and governance (ESG) research in making investment decisions on behalf of our clients. We are pleased to have productive conversations with AbbVie and look forward to continued engagement. We are submitting the attached proposal requesting that the company substantively increase its disclosure of its lobbying activities because investors need additional clarity on AbbVie's decision-making and membership dues to influential trade associations.

Zevin Asset Management is submitting the attached shareholder proposal, on behalf of William Creighton ("Proponent"), a shareholder of AbbVie for inclusion in the Company's 2022 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934 (17 C.F.R. § 240.14a-8).

Per Rule 14a-8, Proponent holds more than \$2,000 of the Company's common stock, acquired more than 3 years prior to today's date and held continuously for that time. Proponent intends to hold such shares continuously through the date of the 2022 annual meeting. Verification of Proponent's ownership will be sent separately.

Proponent and Zevin Asset Management are available to meet with the Company on December 15 or 16 between 9 and 10 a.m. of 2021, within the company's business hours according to their time zone. Please let us know within 10 days if the Company would like to meet at one of these times. After 10 days we may no longer be able to hold these dates and times.

A letter from the Proponent authorizing Zevin Asset Management to act as representative on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the shareholder proposal as required by the SEC rules.

I can be contacted at [REDACTED] or by email at [REDACTED] and request a confirmation of receipt of this letter via email. Proponent can be contacted James Campen at [REDACTED]. Please address any future correspondence regarding the proposal to me.

Sincerely,

Marcela I. Pinilla
Director of Sustainable Investing



November 29, 2021 (revised date: December 10, 2021)

Via email (Weith, Emily A. [REDACTED])

AbbVie Inc.
Corporate Headquarters 1 North Waukegan Road North Chicago, IL 60064 [REDACTED]
Attn: Emily A. Weith, Division Counsel, Governance

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Corporate Secretary:

I hereby authorize Zevin Asset Management to file a shareholder resolution on my behalf for the Verizon Communications Inc. 2022 annual shareholder meeting. We are submitting the attached proposal requesting that the company substantively increase its disclosure of its lobbying activities because investors need additional clarity on AbbVie's decision-making and membership dues to influential trade associations.

I specifically give Marcela Pinilla, Director of Sustainable Investing at Zevin Asset Management, full authority to engage with the company on my behalf regarding the proposal and the underlying issues, and to negotiate a withdrawal of the proposal to the extent the representative views of the company's actions as responsive.

I understand that I may be identified on the corporation's proxy statement as the filer of the aforementioned resolution.

Sincerely,

A handwritten signature in black ink that reads 'James T. Campen'.

James T. Campen



UBS Financial Services Inc.
One Post Office Square
Boston, MA 02109
Tel. 617-439-8227
Fax 855-833-0369
Toll Free 800-225-2385
www.ubs.com/team/kwbwm

Kolton Wood Brown Wealth Management

www.ubs.com

November 22, 2021 (revised December 13, 2021)

To Whom It May Concern:

This is to confirm that DTC participant (number 0221) UBS Financial Services Inc is the custodian for 615 shares of common stock in AbbVie Inc (ABBV) owned by James T. Campen.

We confirm that the above account has beneficial ownership of at least \$2,000 in market value of the voting securities of AbbVie and that such beneficial ownership has continuously existed for at least three years in accordance with Rule 14a-8(a)(1) of the Securities Exchange Act of 1934.

The shares are held at Depository Trust Company under the Nominee name of UBS Financial Services.

This letter serves as confirmation that James T. Campen is the beneficial owner of the above referenced stock.

Zevin Asset Management, LLC is the investment advisor to James T. Campen and is planning to file a shareholder resolution on James T. Campen's behalf.

Sincerely,

A handwritten signature in black ink that reads "Kelley A. Bowker".

Kelley A. Bowker

EXHIBIT B

(see attached)



VIA FEDEX & EMAIL

November 19, 2021

Laura J. Schumacher
Vice Chairman, External Affairs and Chief Legal Officer
AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064

Dear Ms. Schumacher,

As You Sow is filing a shareholder proposal on behalf of HARNLY/ROEPER LIVING TRUST UAD 06/19/20 ("Proponent"), a shareholder of AbbVie Inc., for inclusion in AbbVie's 2022 proxy statement and for consideration by shareholders in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

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

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

To schedule a dialogue, please contact Meredith Benton, Workplace Equity Program Manager at [REDACTED]. Please send all correspondence **with a copy to**

Sincerely,

A handwritten signature in black ink, appearing to read 'Andrew Behar', written over a white background.

Andrew Behar
CEO

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: Jennifer Lagunas, Vice President, Corporate Legal, Governance, Operations and Assistant Corporate Secretary



Whereas: The political expenditures of AbbVie Inc. appear to be misaligned with the company's publicly stated values and vision across a number of issue areas.

AbbVie states that it believes climate change impacts human health, and has committed to joining the Science Based Targets initiative, which supports limiting global temperature rise to no more than 1.5°C in line with the Paris Climate Agreement.¹ Yet AbbVie is a member of the U.S. Chamber of Commerce, which has consistently lobbied to roll back U.S. climate regulation and promoted regulations that would slow the transition towards a low carbon energy mix.

AbbVie has stated "We are committed to equity, equality, diversity and inclusion ("EED&I"). It's fundamental to who we are and it's just how we 'do good business.'" AbbVie has also written "EED&I is good for our people and patients, and also for our business—strengthening performance, helping us innovate and understand our customers, and retaining the best talent."² However, AbbVie also supported multiple trade associations that have supported and promoted voter suppression laws.³ Further, in the 2016 - 2020 election cycles, AbbVie and its employee PACs donated at least \$1,068,050 to politicians and political organizations working to weaken women's access to reproductive health care.

AbbVie has stated that "[W]e believe patients need access to quality and affordable medicines. Improving health outcomes for patients around the world is one of AbbVie's corporate responsibility commitments and is integral to our core business strategy."⁴ However, AbbVie contributes to ("PhRMA"), which supports numerous organizations opposing efforts to reform drug pricing.

To minimize possible missteps and risk to the firm's reputation and brand, AbbVie should establish clear policies and reporting on corporate electioneering and political spending that contrast with its stated healthcare, social and environmental objectives.

Resolved: Shareholders request that AbbVie annually analyze and report, at reasonable expense, the congruence of its political, lobbying, and electioneering expenditures during the preceding year against its publicly stated company values and policies, listing and explaining instances of incongruent expenditures, and stating whether the identified incongruencies have or will lead to a change in future expenditures or contributions.

Supporting Statement: Proponents recommend, at management discretion, that the report also contain an analysis of risks to our company's brand, reputation, or shareholder value of expenditures in conflict with publicly stated company values. "Expenditures for electioneering communications" means spending, from the corporate treasury and from its PACs, during the year, directly or through third parties, in printed, internet, or broadcast communications, which are reasonably susceptible to interpretation as being in support of or in opposition to a specific candidate.

¹ <https://www.abbvie.com/content/dam/abbvie-dotcom/uploads/PDFs/societal-impact/abbvie-esg-action-report.pdf>

² <https://www.abbvie.com/our-company/equality-inclusion-diversity.html>


³ <https://www.politicalaccountability.net/wp-content/uploads/2021/07/Corporate-Enablers.pdf>

⁴ <https://www.abbvie.com/content/dam/abbvie-dotcom/uploads/PDFs/our-commitment-to-access-to-medicines-2.pdf>



VIA FEDEX & EMAIL

November 19, 2021

Laura J. Schumacher
Vice Chairman, External Affairs and Chief Legal Officer
AbbVie Inc.
1 North Waukegan Road
North Chicago, Illinois 60064


Dear Ms. Schumacher,


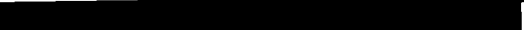
As You Sow is co-filing a shareholder proposal on behalf of the following AbbVie Inc. shareholders for action at the next annual meeting of AbbVie:

- Eliana Fishman
- YWCA Berkeley/Oakland

Shareholders are co-filers of the enclosed proposal with HARNLY/ROEPER LIVING TRUST UAD 06/19/20, who is the Proponent of the proposal. *As You Sow* has submitted the enclosed shareholder proposal on behalf of Proponent for inclusion in the 2022 proxy statement in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Co-filers will either: (a) be available on the dates and times offered by the Proponent for an initial meeting, or (b) authorize *As You Sow* to engage with the Company on their behalf, within the meaning of Rule 14a-8(b)(iii)(B).

As You Sow is authorized to act on co-filers' behalf with regard to withdrawal of the proposal. A representative of the lead filer will attend the stockholders' meeting to move the resolution as required.

Letters authorizing *As You Sow* to act on Eliana Fishman and YWCA Berkeley/Oakland's behalf are enclosed.


We are hopeful that the issue raised in this proposal can be resolved. To schedule a dialogue, please contact Meredith Benton, Workplace Equity Program Manager at  Please send all correspondence with a copy to 

Sincerely,

Andrew Behar
CEO

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: Jennifer Lagunas, Vice President, Corporate Legal, Governance, Operations and Assistant Corporate Secretary


Whereas: The political expenditures of AbbVie Inc. appear to be misaligned with the company's publicly stated values and vision across a number of issue areas.

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To minimize possible missteps and risk to the firm's reputation and brand, AbbVie should establish clear policies and reporting on corporate electioneering and political spending that contrast with its stated healthcare, social and environmental objectives.

Resolved: Shareholders request that AbbVie annually analyze and report, at reasonable expense, the congruence of its political, lobbying, and electioneering expenditures during the preceding year against its publicly stated company values and policies, listing and explaining instances of incongruent expenditures, and stating whether the identified incongruencies have or will lead to a change in future expenditures or contributions.

Supporting Statement: Proponents recommend, at management discretion, that the report also contain an analysis of risks to our company's brand, reputation, or shareholder value of expenditures in conflict with publicly stated company values. "Expenditures for electioneering communications" means spending, from the corporate treasury and from its PACs, during the year, directly or through third parties, in printed, internet, or broadcast communications, which are reasonably susceptible to interpretation as being in support of or in opposition to a specific candidate.

¹ <https://www.abbvie.com/content/dam/abbvie-dotcom/uploads/PDFs/societal-impact/abbvie-esg-action-report.pdf>

² <https://www.abbvie.com/our-company/equality-inclusion-diversity.html>

³ <https://www.politicalaccountability.net/wp-content/uploads/2021/07/Corporate-Enablers.pdf>

⁴ <https://www.abbvie.com/content/dam/abbvie-dotcom/uploads/PDFs/our-commitment-to-access-to-medicines-2.pdf>

ORIGIN ID: JEMA (510) 735-8158
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SUITE 500
BERKELEY, CA 94704
UNITED STATES US

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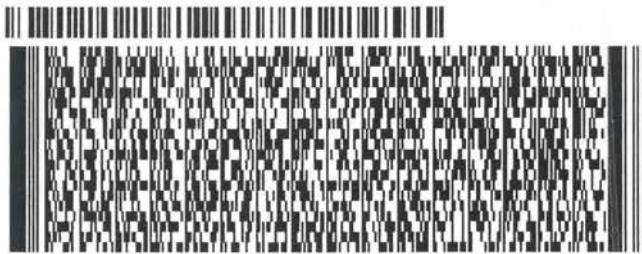
TO LAURA J. SCHUMACHER, GENERAL COUNSEL
ABBVIE, INC.
1 N WAUKEGAN RD

NORTH CHICAGO IL 60064

(847) 932-7900
INV:
PO:

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DEPT:



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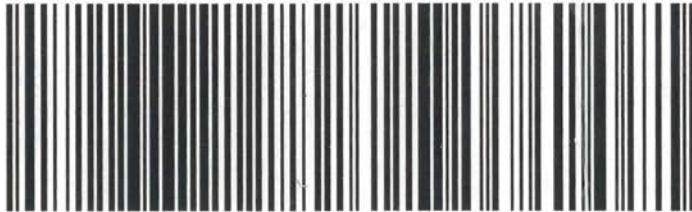
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