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January 19, 2024

VIA STAFF ONLINE FORM

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

Re: Shareholder Proposal Submitted by As You Sow
on behalf of Brian Patrick Kariger Revocable Trust and co-filers¹

Ladies and Gentlemen:

This letter is submitted on behalf of JPMorgan Chase & Co., a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company requests that the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) not recommend enforcement action if the Company omits from its proxy materials for the Company’s 2024 Annual Meeting of Shareholders (the “2024 Annual Meeting”) the shareholder proposal and supporting statement (the “Proposal”) submitted by As You Sow on behalf of Brian Patrick Kariger Revocable Trust (the “Trust”) and the co-filers. The Trust and the co-filers are sometimes referred to collectively as the “Proponents.”

This letter provides an explanation of why the Company believes it may exclude the Proposal and includes the attachments required by Rule 14a-8(j). In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the

¹ The following shareholders have co-filed the Proposal: Arjuna Capital on behalf of Anmol Mehra; As You Sow on behalf of Intervis Partners LLC; Boston Trust Walden; and the Presbyterian Church (U.S.A.). The co-filers’ submissions and related correspondence are not relevant to this no-action request and have been omitted from the exhibits hereto but may be supplementally provided upon the Staff’s request.

Staff through the Staff's online Shareholder Proposal Form. A copy of this letter also is being sent to the Proponents as notice of the Company's intent to omit the Proposal from the Company's proxy materials for the 2024 Annual Meeting.

Rule 14a-8(k) and Section E of Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the shareholder proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponents that if they submit correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the Company.

Background

The Company received the Proposal via email on December 4, 2023, along with a cover letter from As You Sow on behalf of the Trust. On December 12, 2023, the Company sent a letter, via email, to As You Sow requesting a written statement verifying that the Trust owned the requisite number of shares of the Company's common stock continuously for at least the requisite period preceding and including the date of submission of the Proposal. On December 19, 2023, the Company received an email from As You Sow with a copy of a letter from Morgan Stanley Wealth Management verifying the Trust's stock ownership in the Company. The Company also subsequently received copies of the Proposal submitted by the co-filers. Copies of the Proposal, cover letter and related correspondence are attached hereto as Exhibit A.²

Summary of the Proposal

The text of the resolution contained in the Proposal follows:

RESOLVED: Shareholders request that, for each of its sectors with a 2030 target, JPMorgan Chase annually disclose the proportion of sector emissions attributable to clients that are not aligned with a credible Net Zero pathway, whether this proportion of unaligned clients will prevent JPMorgan from meeting its 2030 targets, and the actions it proposes to address any such emissions reduction shortfalls.

² Exhibit A omits correspondence between the Company and As You Sow that is irrelevant to this request, such as the aforementioned deficiency letter and subsequent response, along with correspondence between the Company and the co-filers. See the Staff's "Announcement Regarding Personally Identifiable and Other Sensitive Information in Rule 14a-8 Submissions and Related Materials" (Dec. 17, 2021), available at <https://www.sec.gov/corpfin/announcement/announcement-14a-8-submissions-pii-20211217>.

Bases for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the proxy materials for the 2024 Annual Meeting pursuant to:

- Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations; and
- Rule 14a-8(i)(3) because the Proposal is impermissibly vague and indefinite.

Analysis

A. *The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to the Company's Ordinary Business Operations.*

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

The Staff has consistently agreed that shareholder proposals attempting to micromanage a company by probing too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment are excludable under Rule 14a-8(i)(7). *See* 1998 Release; *see also, e.g., JPMorgan Chase & Co.* (Mar. 22, 2019); *Royal Caribbean Cruises Ltd.* (Mar. 14, 2019); *Walgreens Boots Alliance, Inc.* (Nov. 20, 2018); *RH* (May 11, 2018); *Amazon.com, Inc.* (Jan. 18, 2018). As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." *See* 1998 Release; *see also, e.g., Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023). In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff explained that a proposal can be excluded on the basis of micromanagement based "on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management."

In particular, the Staff has permitted exclusion on the basis of micromanagement of shareholder proposals urging the adoption of policies that impose specific methods for implementing complex policies. For example, in *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that would have required the company to adopt a particular methodology for scope 3 greenhouse gas emissions measuring and reporting that was inconsistent with the company's existing approach. In its response, the Staff noted that "the [p]roposal seeks to micromanage the [c]ompany by imposing a specific method for implementing a complex policy disclosure without affording discretion to management." *See also The Coca-Cola Co.* (Feb. 16, 2022) (permitting exclusion on the basis of micromanagement of a proposal requesting that the company submit any proposed political statement to shareholders at the next shareholder meeting for approval prior to issuing the subject statement publicly); *Rite Aid Corp.* (Apr. 23, 2021, *recon. denied* May 10, 2021) (permitting exclusion on the basis of micromanagement of a proposal requesting the board adopt a policy that would prohibit equity compensation grants to senior executives when the company common stock had a market price lower than the grant date market price of any prior equity compensation grants to such executives); *JPMorgan Chase & Co.* (Mar. 30, 2018) (permitting exclusion on the basis of micromanagement of a proposal that requested a report on the reputational, financial and climate risks associated with project and corporate lending, underwriting, advising and investing for tar sands production and transportation, noting that the proposal sought to "impose specific methods for implementing complex policies").

The Staff also has permitted exclusion on the basis of micromanagement of proposals that sought excessive and overly granular detail. For example, in *Deere & Co.* (Jan. 3, 2022), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that requested the annual publication of the "written and oral content of any employee-training materials" offered to the company's employees, noting that the proposal probed "too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the [c]ompany's employment and training practices" and thus constituted micromanagement. *See also American Express Co.* (Mar. 11, 2022) (same); *Verizon Communications Inc.* (Mar. 17, 2022) (same). Similarly, in *GameStop Corp.* (Apr. 25, 2023), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that requested the company provide detailed and current information regarding shareholder ownership of the company to the public and also provide a searchable history of this information, noting that the proposal "seeks to micromanage the [c]ompany."

In this instance, the Proposal seeks to micromanage the Company by imposing specific methods for implementing complex policies and by requesting overly granular detail. Although couched as a request for disclosure, the Proposal would require the Company to analyze and report on sector net zero aligned targets within its lending portfolio in a particular way that is different from its current approach. Specifically, the Proposal requests that "for each of its sectors with a 2030 target," the Company

annually disclose (i) the proportion of sector emissions attributable to clients that are “not aligned with a credible Net Zero pathway,” (ii) whether such unaligned clients will prevent the Company from meeting its 2030 emissions reduction targets, (iii) and any actions to address any such emissions reduction shortfalls.

The Proposal goes beyond a mere request because to address it, the Company would need to modify the way in which it pursues its environmental sustainability strategy. In this regard, the Company currently engages with clients who operate in carbon-intensive industries with the goal of advancing low-carbon transition and encouraging near-term actions to set a path for global net zero emissions by 2050. As disclosed in the “Net Zero Aligned Targets” section of the Company’s sustainability initiatives webpage, the Company is “aligning key sectors of our financing portfolio with net zero emissions by 2050” and has “set net zero aligned targets for eight sectors — Oil & Gas, Electric Power, Auto Manufacturing, Iron & Steel, Cement and Aviation — and new for 2023, Shipping and Aluminum.”³ The Company published a particular methodology for this approach and, from time to time, revises baselines and targets for certain sectors when appropriate, as it did in 2023 for the Oil & Gas Operational, Electric Power, Auto Manufacturing, Iron & Steel, and Cement sectors. The Company also disclosed that its “net zero aligned targets are currently constructed for 2030 as portfolio-level targets by sector, using an emissions intensity reduction metric” and provides detailed information on scope reporting, scenario methodologies, units of measurement, baseline, targets and progress for each sector.

The Company’s most recent Climate Report, issued in November 2023 (the “Report”), describes in detail the strategy and methodology behind the Company’s disclosures.⁴ For example, page 11 discusses the Company’s Carbon Assessment Framework:

To bring a climate lens to the way we make financing decisions, we have developed an assessment methodology, the Carbon Assessment Framework (“CAF”). Our CAF aims to provide a consistent, comprehensive, and data-driven approach to assess our client’s emissions and decarbonization plans. We use the CAF to assess how new in-scope transactions may affect progress toward our net zero aligned targets. Within the framework, we assess two key scores for each client: a CAF quantitative score and a CAF qualitative score (collectively known as the CAF scores). The quantitative score for each client is comprised of three pillars: (i) their historical emissions reductions; (ii) their current carbon

³ See *Our Initiatives – Net Zero Aligned Targets*, available at <https://www.jpmorganchase.com/impact/sustainability/es-initiatives#net-zero-aligned-targets>.

⁴ See *2023 Climate Report*, available at <https://www.jpmorganchase.com/content/dam/jpmc/jpmorganchase-and-co/documents/Climate-Report-2023.pdf>.

intensity; and (iii) their projected carbon intensity based on their decarbonization targets. The qualitative score considers a variety of factors, including corporate structures for governance and oversight, which enable us to take a holistic view of how the client plans to advance their decarbonization goals. The client-level CAF quantitative and qualitative scores are sourced from our Climate Risk infrastructure. Our Risk teams also use these client-level scores for internal risk analysis purposes.

Page 14 discusses the Company's approach to public reporting:

We recognize stakeholders' interest in timely information concerning our climate-related strategies and activities. We plan to continue to provide information through a number of channels including our Annual Report and Proxy Statement, ESG and Climate reporting, regulatory filings, website, press releases, direct conversations with stakeholders, and various other reports and presentations. We intend to continue to leverage market-leading and investor-focused climate reporting initiatives to inform the development of our climate-related disclosures. We are also closely monitoring regulatory developments related to mandatory climate reporting requirements in several jurisdictions around the world.

The Report's "Metrics and Targets" section describes several components of the Company's climate-related disclosures, including net zero aligned targets on page 24:

To date, we have set net zero aligned targets for eight sectors — Oil & Gas, Electric Power, Auto Manufacturing, Iron & Steel, Cement, Aviation, and — new for 2023 — Shipping and Aluminum. Our net zero aligned targets are currently constructed for 2030 as portfolio-level targets by sector, using an emissions intensity reduction metric. Below we provide updates to our targets, an updated approach to address Oil & Gas Scope 3 emissions, details of our new targets for Shipping and Aluminum, and performance to date toward our existing targets. In this report, we also disclose our financed emissions on an absolute basis (i.e., absolute financed emissions) for the eight sectors above, and discuss how we are managing data challenges we face in constructing baselines and monitoring progress toward our targets.

The Report describes the process and logic behind updates to the Company's targets on page 24:

We aim for our climate strategy to be science-based, reliant on data-driven insights, and designed to adapt as data quality and availability progress. In 2021, we set 2030 interim emissions intensity reduction targets for three

sectors — Oil & Gas, Electric Power and Auto Manufacturing. As the first large U.S. bank to do so, we aligned these targets with the then available IEA SDS scenario. Since the publication of the IEA NZE scenario, which aims to limit temperature rise to 1.5 degrees Celsius and achieve net zero emissions by 2050, we have aimed to align all new targets — Iron & Steel, Cement and Aviation in 2022, as well as Shipping and Aluminum for 2023 — with this scenario. To maintain this consistent approach across all of our targets, we are now updating our targets for the Oil & Gas, Electric Power and Auto Manufacturing sectors to align to the more ambitious IEA NZE scenario. Details on updates for each of the targets are provided in the following sections.

It offers information on metrics, targets, and baseline for the Company's new sector targets in Aluminum and Shipping on page 26:

We continue to advance our efforts to set emissions intensity reduction targets for additional carbon-intensive sectors in our financing portfolio. In this report, we are releasing details of the initial baselines and net zero aligned targets we have set for two new sectors: Shipping and Aluminum. We have chosen to prioritize these sectors given their contribution to total global emissions, and the technical and economic maturity of their available decarbonization pathways. Our work reflects our dedication to engage with and support our clients as they navigate the low-carbon transition and our resolve to help address global needs, such as climate change and energy security.

It also includes an overview of progress toward existing targets on page 26, quoted below, which is followed in the Report by sector-specific descriptions for each of the seven existing targets:

The below table summarizes our progress toward our net zero aligned targets as of December 31, 2022. More detail on our progress in each of these sectors is provided below. We expect that progress in our portfolios will benefit from our continued engagement with clients, as well as from the maturity of our CAF in assessing new in-scope transactions over time. To learn more about how we are working to guide our financing portfolios toward net zero emissions by 2050, please see pages 11–12 in the Strategy section. We believe the actions we are taking today will position us well to drive progress toward our targets in the years ahead — understanding that such progress will not be linear and knowing it will take time to implement effective solutions while also continuing to promote energy security and meet important economic and societal needs around the world. Global policy action that drives the adoption of clean energy, promotes the development of clean technology supply chains and attracts private

sector investment, coupled with market behavioral changes are key enablers of our progress. We remain focused on responding to this challenge over the long term, continuing to support our clients through their decarbonization journey, and seeking opportunities to create long-term value for our shareholders.

In addition to the information provided in these select passages, the Report also details greenhouse gas footprint data from 2019 through 2022, renewable energy use from 2019 through 2022, progress toward the Company's target to finance and facilitate \$1 trillion to support climate action and sustainable resource management, and the Company's Climate Risk Framework. The practices reported on in these disclosures reflect a management approach that has been created and refined over several years to best enable the Company to advance its business and sustainability goals.

The Proposal, however, takes issue with this robust disclosure and seeks to force the adoption of an entirely new approach. While the Proposal acknowledges that the Company "has established a Net Zero by 2050 goal and aligned 2030 emission reduction targets for financing activity in nine sectors," the Proposal claims that the Company's "annual disclosures fail to disclose the impact that high-emitting sectors will have on its ability to meet its 2030 targets," alleging that "most companies in these sectors are failing to align with a Net Zero-aligned 2030 pathway." The Proposal then asserts that although the Company "provides a heatmap of carbon intensity for its lending portfolio, which shows significant credit exposure to high carbon assets," the Company "does not disclose information on client progress in transitioning in alignment with Net Zero by 2050 goals or provide sufficient information to assess the potential for misalignment between JPMorgan's 2030 targets and its clients' transition progress." Thus, the Proposal seeks disclosure of this alleged "misalignment" by asking the Company to make judgments and report on clients that are "not aligned with a credible Net Zero pathway."

In doing so, the Proposal would require the Company to adopt a wholly different system of measuring, analyzing and reporting on sector targets for its lending portfolio and would require a specific method for implementing a complex policy. Like in *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023), where the Staff determined that a proposal sought to micromanage the company because it would have required the company to adopt a particular methodology for scope 3 greenhouse gas emissions measuring and reporting that was different from the company's existing approach, the Proposal here would require the Company to modify the way in which it assesses clients' progress relative to Net Zero goals. In contrast to the binary determination on whether a client is aligned with a "credible" Net Zero pathway that is requested by the Proposal, the Company assesses clients with in-scope transactions on a scale of 1-5 using the Company's Carbon Assessment Framework ("CAF"). The CAF allows the Company to bring a climate lens to the way it makes financing decisions

using a robust, data-driven approach. Further, the Company assesses progress toward its targets at the portfolio level based on overall emission intensity reduction rather than on a calculation of the proportion of emissions from a class of clients. In other words, the Company uses a more nuanced approach than what the Proposal is seeking.

Decisions concerning the Company's climate-related targets, efforts to pursue those targets and related disclosures require complex business judgments and distinct assessments by the Company's teams across various functions regarding what the Company considers to be reasonable and achievable and will serve the best interest of its business and serving its clients. Moreover, in pursuing its goal of a transition to a low-carbon economy, the Company must consider other factors both within and outside of its control, including, among other things, the necessity of technological advancements, the evolution of consumer behavior and demand, the need for thoughtful climate policies, the potential impact of legal and regulatory obligations and the challenge of balancing short-term targets with the need to facilitate an orderly transition and energy security. How the Company addresses the complex issue of climate change, after considering numerous factors described above, involves exactly the type of day-to-day operational decisions that the 1998 Release and SLB 14L recognized as appropriate for exclusion under Rule 14a-8(i)(7). By mandating that the Company focus on one aspect of its climate-related efforts and provide related disclosure, the Proposal seeks to impose specific methods for implementing complex policies and, therefore, probes too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment.

In addition, the Proposal would micromanage the Company because it would undermine management's discretion in determining how best to inform and engage with the Company's stakeholders. The Company currently reports on progress for sector emission targets and plans to continue to disclose information concerning its climate-related strategies and activities through a number of channels — including its Annual Report and Proxy Statement, ESG and Climate Reports, regulatory filings, website, press releases and various other reports and presentations. In its 2023 Climate Report, for example, the Company discloses both absolute emissions and emissions intensity metrics on nine targets across eight sectors for both financed and facilitated emissions, as well as a breakdown of progress against the Company's \$2.5 trillion sustainable development target. Obtaining and analyzing the Proposal's requested data would require tremendous time and resources and remove management's discretion in determining how best to inform the Company's investors and other stakeholders. As in *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023), this Proposal seeks to “micromanage the [c]ompany by imposing a specific method for implementing a complex policy disclosure without affording discretion to management.” Further, this could potentially undermine the Company's efforts to monitor, analyze and disclose information on its climate-related strategies and engage with clients in advancing climate transition plans.

Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

B. The Proposal Should Be Excluded Pursuant to Rule 14a-8(i)(3) Because It Is Impermissibly Vague and Indefinite.

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

In accordance with SLB 14B, the Staff consistently has permitted exclusion of shareholder proposals under Rule 14a-8(i)(3) as impermissibly vague and indefinite where the proposal contained an essential term or phrase that, in applying the particular proposal to the company, was unclear, such that neither the company nor shareholders would be able to determine with any reasonable certainty what actions or measures the proposal requires. *See, e.g., Philip Morris Int'l, Inc.* (Jan. 8, 2021)* (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the company's "balance sheet be strengthened significantly," where it was unclear how the essential terms "strengthened" and "significantly" would apply to the company's balance sheet); *Cisco Systems, Inc.* (Oct. 7, 2016) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the board "not take any action whose primary purpose is to prevent the effectiveness of shareholder vote without a compelling justification for such action," where it was unclear what board actions would "prevent the effectiveness of [a] shareholder vote" and how the essential terms "primary purpose" and "compelling justification" would apply to board actions); *Pfizer Inc.* (Dec. 22, 2014, *recon. denied* Mar. 10, 2015) (permitting exclusion under Rule 14a-8(i)(3) of a proposal requesting that the board adopt a policy that "the Chair of the Board of Directors shall be an independent director who is not a current or former employee of the company, and whose only nontrivial professional, familial or financial connection to the company or its CEO is the directorship," where it was unclear whether the proposal intended to restrict or not restrict stock ownership of directors and any action taken by the company

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

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

In this instance, the Proposal is impermissibly vague and indefinite. The Proposal asks that the Company disclose, among other things, "the proportion of sector emissions attributable to clients that are not aligned with a credible Net Zero pathway." The essential term in this request — "credible" — is vague and indefinite, such that neither the Company nor shareholders would be able to determine with any reasonable certainty what actions or measures the Proposal requires. This renders the entire resolution of the Proposal vague and indefinite, since any Company action or measure in response would require determining which of the Company's clients are not aligned with a "credible" Net Zero pathway. In this regard, there are no qualifying words or phrases that precede or follow the word "credible" that could help determine the scope of the requested disclosure. For instance, it is unclear exactly what it means for a company to have a "credible" Net Zero pathway such that the Company can determine, as the Proposal requests, whether certain of its clients are aligned with a "credible" Net Zero pathway. At its crux, the Proposal relies on an inherently subjective determination. What is or is not "credible" may vary in its meaning to each individual who reads the Proposal. While the Proposal indicates that alignment with a Net Zero pathway requires having certain emissions reduction targets, such as "2030 targets aligned with a 1.5°C scenario" or "Net Zero by 2050 goals," it is unclear how the Company or anyone should assess the credibility of any such alignment, as the Proposal provides no guidance on the method for such analysis. Moreover, the complexity, depth and breadth of the requested disclosure would vary drastically depending on how the Company should assess the credibility of any particular client's alignment with a Net Zero pathway, which the Proposal, again, provides no guidance to the Company on how to measure.

The Proposal's supporting statement also does not provide any guidance on this matter and simply states that "the assessment should take into account all material financing mechanisms and asset classes that contribute to [the Company's] emissions, including direct lending, underwriting, and investments" and that "[e]missions attributable to unaligned clients can be measured using estimates or other appropriate methods." The Proposal thus leaves unclear what it means for a company to be aligned with a "credible" Net Zero pathway. Given this ambiguity, the resolution contained in the Proposal is so inherently vague and indefinite that neither shareholders voting on the Proposal, nor the Company implementing the Proposal (if adopted), would be able to determine with any reasonable certainty what actions or measures the Proposal requires.

Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(3) because the Proposal is impermissibly vague and indefinite.

Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Company's proxy materials for the 2024 Annual Meeting. If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180. Thank you for your prompt attention to this matter.

Very truly yours,



Brian V. Breheny

Enclosures

cc: John H. Tribolati
Corporate Secretary
JPMorgan Chase & Co.

Danielle Fugere
As You Sow

Natasha Lamb
Arjuna Capital

Laura Devenney
Boston Trust Walden

Office of Chief Counsel
January 19, 2024
Page 13

Katie Carter
Presbyterian Church (U.S.A.)

EXHIBIT A

(see attached)



VIA FEDEX & EMAIL

December 4, 2023

John H. Tribolati
Secretary
JPMorgan Chase & Co.,
Office of the Secretary,
383 Madison Avenue,
39th Floor,
New York, NY 10179

corporate.secretary@jpmchase.com

Dear Mr. Tribolati,

As You Sow® is filing a shareholder proposal on behalf of Brian Patrick Kariger Rev Tr (“Proponent”), a shareholder of JP Morgan Chase & Company for inclusion in JP Morgan’s 2024 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. The Proponent is available for a meeting with the Company regarding this shareholder proposal at the following days/times: December 18 at 1:00pm Eastern Time or December 22 at 1:00pm Eastern Time.

The Proponent is designating *As You Sow* as a representative for all issues in this matter. I, Danielle Fugere at [REDACTED] am the contact person on behalf of *As You Sow*. **Please also send all correspondence regarding this proposal to shareholderengagement@asyousow.org.**

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.

Sincerely,

Danielle Fugere
President and Chief Counsel

Enclosures

- Shareholder Proposal
- Shareholder Authorization

cc: JPMcinvestorrelations@jpmchase.com

WHEREAS: JPMorgan Chase has established a Net Zero by 2050 goal and aligned 2030 emission reduction targets for financing activity in nine sectors, including electric power, oil and gas, and auto manufacturing. Despite investor demand for clearer disclosure of banks' transition planning,¹ shareholders lack information as to whether JPMorgan is on a path to meet its 2030 targets.

Critically, JPMorgan's annual disclosures fail to disclose the impact that high-emitting sectors will have on its ability to meet its 2030 targets. Independent assessments show that most companies in these sectors are failing to align with a Net Zero-aligned 2030 pathway. The Transition Pathway Initiative has assessed that no public companies in the oil and gas sector have 2030 targets aligned with a 1.5°C scenario;² and no public auto manufacturers, besides dedicated electric vehicle manufacturers, are on a Net Zero aligned 2030 pathway.³ Similarly, the cement and steel sectors are not on track with a Net Zero by 2050 Scenario.^{4,5}

As the Institutional Investors Group on Climate Change explains, to deliver on their targets, banks should disclose protocols and strategies specific to each business activity, including "phasing out financing of inconsistent activities which present particular risks... while pivoting financing towards climate solutions."⁶

JPMorgan is the largest global funder of fossil fuels, with nearly \$39 billion in fossil fuel financing in 2022 and \$434 billion between 2016 and 2022.⁷ JPMorgan provides a heatmap of carbon intensity for its lending portfolio, which shows significant credit exposure to high carbon assets.⁸ It further states that it uses a Carbon Assessment Framework to assess its clients' emissions and decarbonization plans. Yet, JPMorgan does not disclose information on client progress in transitioning in alignment with Net Zero by 2050 goals or provide sufficient information to assess the potential for misalignment between JPMorgan's 2030 targets and its clients' transition progress.

The potential for misalignment carries significant risk. If JPMorgan fails to meet its targets, it faces the possibility of reputational harm, litigation risk (including greenwashing), and financial costs.⁹ Failure to meet targets also contributes to systemic climate risk that harms JPMC and investors' portfolios.

RESOLVED: Shareholders request that, for each of its sectors with a 2030 target, JPMorgan Chase annually disclose the proportion of sector emissions attributable to clients that are not aligned with a credible Net Zero pathway, whether this proportion of unaligned clients will prevent JPMorgan from meeting its 2030 targets, and the actions it proposes to address any such emissions reduction shortfalls.

SUPPORTING STATEMENT: At management's discretion, the assessment should take into account all material financing mechanisms and asset classes that contribute to JPMorgan's emissions, including

¹ <https://www.asyousow.org/press-releases/2023/5/16/shareholders-jpmorgan-chase-disclose-climate-transition-plan>

² <https://www.transitionpathwayinitiative.org/sectors/oil-gas>

³ <https://www.transitionpathwayinitiative.org/sectors/autos>

⁴ <https://www.iea.org/energy-system/industry/cement#tracking>

⁵ <https://www.iea.org/energy-system/industry/steel>

⁶ <https://139838633.fs1.hubspotusercontent-eu1.net/hubfs/139838633/Past%20resource%20uploads/IIGCC-Net-Zero-Standard-for-Banks-June-2023.pdf>, p.9

⁷ <https://www.bankingonclimatechaos.org/>

⁸ <https://www.jpmorganchase.com/content/dam/jpmc/jpmorgan-chase-and-co/documents/Climate-Report-2023.pdf>, p.21

⁹ <https://www.spglobal.com/marketintelligence/en/news-insights/latest-news-headlines/banks-face-mounting-risk-of-fines-regulatory-probes-over-sustainability-claims-74385257>

direct lending, underwriting, and investments. Emissions attributable to unaligned clients can be measured using estimates or other appropriate methods.