



DIVISION OF  
CORPORATION FINANCE

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

February 20, 2024

Joseph R. Gette  
PPG Industries, Inc.

Re: PPG Industries, Inc. (the "Company")  
Incoming letter dated December 15, 2023

Dear Joseph R. Gette:

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

The Proposal requests that the board take the steps necessary to amend the appropriate Company governing documents to give the owners of a combined 10% of its outstanding common stock the power to call a special shareholder meeting regardless of length of stock ownership.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(2). We note that in the opinion of Pennsylvania counsel, implementation of the Proposal would cause the Company to violate state law. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(2). In reaching this position, we have not found it necessary to address the alternative bases 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/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden



PPG  
One PPG Place  
Pittsburgh, Pennsylvania 15272 USA  
Tel: (412) 434-1802  
Fax: (412) 434-2490  
jgette@ppg.com

Joseph R. Gette  
Vice President, Deputy General Counsel and Secretary

December 15, 2023

**VIA E-MAIL (shareholderproposals@sec.gov)**

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

Re: PPG Industries, Inc.; Omission of Shareholder Proposal Submitted by John Chevedden; Securities Exchange Act of 1934 – Section 14(a), Rule 14a-8.

Ladies and Gentlemen:

I am writing on behalf of PPG Industries, Inc. (“PPG”) to inform you, pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that PPG intends to omit from its proxy solicitation materials for its 2024 annual meeting of shareholders (the “2024 Annual Meeting”) a shareholder proposal (the “Proponent’s Proposal”) submitted by John Chevedden (the “Proponent”). In accordance with Rule 14a-8(j), PPG hereby respectfully requests that the staff (the “Staff”) of the Division of Corporation Finance of the Securities and Exchange Commission (the “Commission”) confirm that it will not recommend enforcement action against PPG if the Proponent’s Proposal is omitted from PPG’s proxy solicitation materials for the 2024 Annual Meeting in reliance on Rule 14a-8(i)(10), Rule 14a-8(i)(9), Rule 14a-8(i)(2) and/or Rule 14a-8(i)(6). Copies of the Proponent’s Proposal and accompanying materials are attached as Exhibit A.

PPG expects to file its definitive proxy solicitation materials for the 2024 Annual Meeting on or about March 7, 2024. Accordingly, as contemplated by Rule 14a-8(j), this letter is being filed with the Commission more than 80 calendar days before the date upon which PPG expects to file the definitive proxy solicitation materials for the 2024 Annual Meeting.

I am submitting this request for no-action relief to the Commission under Rule 14a-8 by use of the Commission’s shareholder proposal intake form located on sec.gov, and I have included my name and telephone number both in this letter and in the intake form. In accordance with the Staff’s instruction in Section E of Staff Legal Bulletin No. 14D, I am simultaneously forwarding by email and/or facsimile a copy of this letter to the Proponent. The Proponent is requested to copy the undersigned on any response he may choose to make to

the Staff and concurrently submit to the undersigned any such response or other correspondence.

### **THE PROPONENT'S PROPOSAL**

The Proponent's Proposal does not set forth a resolution. It appears that the requested action is set forth in the first paragraph thereof, which states:

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting regardless of length of stock ownership.

A copy of the Proponent's Proposal in its entirety is attached hereto as Exhibit A.

### **BACKGROUND**

PPG is incorporated in the Commonwealth of Pennsylvania. Neither PPG's Restated Articles of Incorporation (the "Articles of Incorporation") nor PPG's Bylaws, as amended and restated effective October 20, 2022 (the "Bylaws"), currently provide for a right of shareholders owning any amount of PPG's outstanding capital stock to call a special meeting of PPG's shareholders.

Section 2521 of the Pennsylvania Business Corporation Law (the "PBCL") governs the ability of shareholders of a Pennsylvania corporation meeting the statutory definition of a "registered corporation" to call a special meeting of the corporation's shareholders. The term "registered corporation" is defined in Section 2502(1) of the PBCL to include a domestic business corporation that has a class or series of shares entitled to vote generally in the election of directors of the corporation registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). PPG's common stock, par value \$1.66 2/3 (the "Common Stock"), is registered pursuant to Section 12(b) of the Exchange Act, and holders of the Common Stock are entitled to vote generally in the election of directors of PPG. Accordingly, PPG is a "registered corporation" under Section 2502(1) of the PBCL.

Section 2521(a) of the PBCL contains a general statutory prohibition on the ability of shareholders of a registered corporation to call a special meeting of the corporation's shareholders. There are two subsections of Section 2521

that contain exceptions to the general prohibition in Section 2521(a). Specifically, Section 2521(a) states as follows: “Except as provided in subsections (b) and (c), the shareholders of a registered corporation described in section 2502(1) (relating to registered corporation status) do not have the right to call a special meeting of the shareholders.”

Section 2521(b) of the PBCL provides a right for shareholders of a registered corporation meeting the statutory definition of “interested shareholder” to call a special meeting in limited and expressly specified circumstances. Specifically, Section 2521(b) provides that an “interested shareholder” (as defined in Section 2553 of the PBCL) may call a special meeting of shareholders for the purpose of approving certain specified business combination transactions. Section 2553(a) of the PBCL defines the term “interested shareholder” to mean “any person (other than the corporation or any subsidiary of the corporation that: (1) is the beneficial owner, directly or indirectly, of shares entitling that person to cast at least 20% of the votes that all shareholders would be entitled to cast in an election of directors of the corporation; or (2) is an affiliate or associate of such corporation and at any time within the five-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of shares entitling that person to cast at least 20% of the votes that all shareholders would be entitled to cast in an election of directors of the corporation.” The exception in Section 2521(b) applies regardless of whether a registered corporation has amended its articles of incorporation to provide such rights to interested shareholders.

Section 2521(c) of the PBCL provides that a registered corporation’s shareholders otherwise may have a right to call a special meeting only if the corporation’s articles of incorporation grant such rights in compliance with Section 2521(c). Specifically, Section 2521(c) states as follows:

A provision of the articles of a registered corporation described in Section 2502(1) that gives shareholders the right to call a special meeting of the shareholders and:

(1) is adopted after July 1, 2015 may provide that a special meeting may be called only by shareholders entitled to cast 25% or more of the votes that all shareholders would be entitled to cast at the meeting; or

(2) was adopted on or before July 1, 2015, is enforceable in accordance with its terms.



Other than with respect to “interested shareholders” in the limited and expressly specified circumstances set forth in Section 2521(b), Section 2521(a) prohibits registered corporations from having a right to call a special meeting unless the corporation’s articles of incorporation are amended in compliance with Section 2521(c).

Following PPG’s receipt of the Proponent’s Proposal, the Nominating and Governance Committee of PPG’s Board of Directors (the “Committee”) and PPG’s Board of Directors (the “Board”) as a whole each considered the Proponent’s Proposal and the topic of shareholder rights to call special meetings in general. Ultimately, both the Committee and the Board as a whole determined that it was in the best interests of PPG to amend the Articles of Incorporation to adopt a right of shareholders to call a special meeting in accordance with Section 2521(c)(1) of the PBCL.

Upon the recommendation of the Committee, the Board unanimously:

- (i) approved an amendment to the Articles of Incorporation to provide a right to call a special meeting of PPG’s shareholders to PPG shareholders entitled to cast 25% or more of the votes that all PPG shareholders would be entitled to cast at such meeting, subject to shareholder approval of the proposed amendment to the Articles of Incorporation at the 2024 Annual Meeting;
- (ii) approved including in PPG’s proxy solicitation materials for the 2024 Annual Meeting a Board-sponsored proposal to amend the Articles of Incorporation to provide a right to call a special meeting of PPG’s shareholders to PPG shareholders entitled to cast 25% or more of the votes that all PPG shareholders would be entitled to cast at such meeting (the “PPG Proposal”); and
- (iii) recommended that PPG’s shareholders vote “FOR” the PPG Proposal.

Accordingly, PPG will include the PPG Proposal in its proxy solicitation materials for the 2024 Annual Meeting. The PPG Proposal will include reference to the Board’s recommendation that PPG’s shareholders vote “FOR” the PPG Proposal.

## **DISCUSSION**

### **A. The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(10) Because the Proponent's Proposal Has Been Substantially Implemented by PPG.**

Rule 14a-8(i)(10) under the Exchange Act permits a company to exclude a shareholder proposal from its proxy solicitation materials if the company has substantially implemented the proposal. The Commission stated in 1976 that the predecessor to Rule 14a-8(i)(10) was “designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management.” Exchange Act Release No. 12598 (July 7, 1976). Originally, the Staff narrowly interpreted this predecessor rule and granted no-action relief only when proposals were fully effected by the company. See Exchange Act Release No. 19135 (Oct. 14, 1982). By 1983, the Commission recognized that the “previous formalistic application of [the rule] defeated its purpose” because proponents were successfully convincing the Staff to deny no-action relief by submitting proposals that differed from existing company policy by only a few words. Exchange Act Release No. 20091, at § II.E.6. (Aug. 16, 1983) (the “1983 Release”). Therefore, in 1983, the Commission adopted a revised interpretation to the rule to permit the omission of proposals that had been “substantially implemented,” and the Commission codified this revised interpretation in Exchange Act Release No. 40018 at n.30 (May 21, 1998). Thus, when a company can demonstrate that it already has taken actions to address the underlying concerns and essential objectives of a shareholder proposal, the Staff consistently has concurred that the proposal has been “substantially implemented” and may be excluded as moot. See, e.g., *AMC Entertainment Holdings, Inc.* (Apr. 12, 2023); *Best Buy Co., Inc.* (Apr. 12, 2023); *AT&T Inc.* (Mar. 15, 2023); *PPG Industries, Inc.* (Feb. 23, 2023); *Best Buy Co., Inc.* (Apr. 22, 2022); *AT&T Inc.* (Mar. 10, 2022); *PPG Industries, Inc.* (Mar. 1, 2022); *PepsiCo, Inc.* (Feb. 8, 2022); *Starbucks Corporation* (Jan. 19, 2022); *salesforce.com, inc.* (Apr. 20, 2021); *Target Corporation* (Apr. 9, 2021); *Chevron Corporation* (Mar. 30, 2021); *Flowserve Corporation* (Mar. 30, 2021); *Eli Lilly and Company* (Feb. 26, 2021); *Cummins Inc.* (Feb. 5, 2021); *Best Buy Co., Inc.* (Mar. 27, 2020); *Rite Aid Corporation* (Apr. 14, 2020); *Amazon.com, Inc.* (Jan. 24, 2020); *KeyCorp* (Mar. 22, 2019); *The Southern Company* (Mar. 13, 2019); *AbbVie Inc.* (Feb. 27, 2019); *United Technologies Corp.* (Feb. 14, 2018); *Apple Inc.* (Dec. 12, 2017); *QUALCOMM Incorporated* (Dec. 8, 2017); *Korn/Ferry International* (July 6, 2017); *The Southern Company* (Feb. 24, 2017); *Windstream Holdings* (Feb. 14, 2017); *Brocade Communications Systems, Inc.* (Dec. 19, 2016); *NETGEAR, Inc.* (Mar. 31, 2015); *Exxon Mobil Corp.* (Mar. 17, 2015, recon. denied Mar. 25, 2015); *PPG Industries, Inc.* (Jan. 21, 2015). The

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Staff has stated that “a determination that the company has substantially implemented the proposal depends upon whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (Mar. 28, 1991).

The text of the Proponent’s Proposal makes clear that the essential objective of the Proponent’s Proposal is to cause an amendment to the Articles of Incorporation in order to allow PPG shareholders the power to call a special meeting of PPG’s shareholders. Section 2521 of the PBCL, however, only permits a Pennsylvania corporation that is a “registered corporation” to adopt an amendment to its articles of incorporation to provide such a right to its shareholders entitled to cast 25% or more of the votes that all of its shareholders would be entitled to cast at the meeting. The PPG Proposal provides for a threshold aggregate ownership level for calling a special meeting that is as close as possible to the lower threshold requested in the Proponent’s Proposal while complying with applicable Pennsylvania law. As a result, PPG already has taken actions to address the underlying concerns and essential objectives of the Proponent’s Proposal in the PPG Proposal to the fullest extent permitted by applicable Pennsylvania law. The PPG Proposal thus substantially implements the Proponent’s Proposal, and the Proponent’s Proposal may be excluded from the 2024 Proxy Materials in accordance with Rule 14a-8(i)(10). For examples in which the Staff has concurred that a proposal has been “substantially implemented” and may be excluded despite terms varying from those requested, *see, e.g., IQVIA Holdings, Inc.* (Jan. 20, 2022); *Annaly Capital Management, Inc.* (Feb. 19, 2019); *AmerisourceBergen Corp.* (Nov. 15, 2010); *Textron, Inc.* (Jan. 21, 2010); *Del Monte Foods Co.* (Jun. 3, 2009) (each concurring with the exclusion of a board declassification proposal with a requested one-year implementation period on substantial implementation grounds, despite the company’s phase-in of declassification over a longer period).

The Staff consistently has concurred that shareholder proposals calling for amendments to a company’s governing documents are excludable under Rule 14a-8(i)(10) where the company’s board of directors lacks unilateral authority to adopt amendments to the company’s governing documents but has taken all of the steps within its power to effect the requested changes in those documents. *See, e.g., AMC Entertainment Holdings, Inc.* (Apr. 12, 2023); *Zoetis Inc.* (Mar. 30, 2022); *IQVIA Holdings Inc.* (Jan. 20, 2022); *Marathon Petroleum Corp.* (Feb. 26, 2021); *Eli Lilly and Company* (Feb. 12, 2021); *Booz Allen Hamilton Holding Corp.* (Apr. 14, 2020); *L Brands, Inc.* (Feb. 25, 2020); *Hecla Mining Co.* (Mar. 1, 2019); *Costco Wholesale Corporation* (Nov. 16, 2018); *Computer Task Group, Incorporated* (Apr. 17, 2018); *iRobot Corp.* (Feb. 9, 2019);

*PPG Industries, Inc.* (Jan. 23, 2018); *AbbVie Inc.* (Dec. 22, 2016); *Ryder System, Inc.* (Feb. 11, 2015); *LaSalle Hotel Properties* (Feb. 27, 2014).

The Articles of Incorporation and the Bylaws currently do not provide any right to PPG's shareholders to call a special meeting. The Board has approved including the PPG Proposal in PPG's proxy solicitation materials for the 2024 Annual Meeting. The PPG Proposal is a Board-sponsored proposal to provide a right to call a special meeting of PPG's shareholders to PPG shareholders entitled to cast 25% or more of the votes that all PPG shareholders would be entitled to cast at such meeting, which is the closest threshold to the requested threshold set forth in the Proponent's Proposal that is permitted under the PBCL. If the PPG Proposal receives the requisite shareholder approval at the 2024 Annual Meeting, the Articles of Incorporation will be amended promptly thereafter. If the Proponent's Proposal, which is a precatory proposal, were approved by PPG shareholders at the 2024 Annual Meeting, implementation of the Proponent's Proposal would violate Section 2521 of the PBCL. Thus, the PPG Proposal fully addresses the underlying concerns and essential objectives of the Proponent's Proposal to the fullest extent permitted under applicable Pennsylvania law and would substantially implement the Current Proponent's Proposal.

**B. The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(9) Because the Proponent's Proposal Directly Conflicts with the PPG Proposal.**

Rule 14a-8(i)(9) under the Exchange Act provides that a shareholder proposal may be omitted from proxy solicitation materials if the proposal "directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting." In Staff Legal Bulletin No. 14H (Oct. 22, 2015) ("SLB 14H"), the Commission stated as follows:

After reviewing the history of Rule 14a-8(i)(9) and based on our understanding of the rule's intended purpose, we believe that any assessment of whether a proposal is excludable under this basis should focus on whether there is a direct conflict between the management and shareholder proposals. For this purpose, we believe that a direct conflict would exist if a reasonable shareholder could not logically vote in favor of both proposals, i.e., a vote for one proposal is tantamount to a vote against the other proposal.

The Commission also has stated that in order for this exclusion to be available the proposals need not be "identical in scope or focus." Exchange Act Release No. 34-40018, n. 27 (May 21, 1998).



The PPG Proposal and the Proponent's Proposal would present alternative and conflicting decisions for PPG's shareholders because, while similar in focus, the PPG Proposal contemplates a different threshold aggregate ownership level for calling a special shareholders meeting, as required by Section 2521 of the PBCL. The appearance in the proxy solicitation materials for the 2024 Annual Meeting of both the Proponent's Proposal and the PPG Proposal would present the opportunity for the type of ambiguous and conflicting results that Rule 14a-8(i)(9) is designed to prevent.

The Staff consistently has concurred in the exclusion of proposals under Rule 14a-8(i)(9) where the company indicated its intention to submit its own proposal seeking approval of amendments to its governing documents that differ to some extent from the amendments requested by the proponent. See, e.g., *Illumina, Inc.* (March 18, 2016) (concurring with the exclusion of a shareholder proposal requesting that the company replace its supermajority provisions with a majority of votes cast standard where the company planned to submit a proposal to replace its supermajority provisions with a majority of shares outstanding standard because the shareholder proposal "directly conflicts" with management's proposal since a reasonable shareholder could not logically vote in favor of both proposals); and *Ellie Mae Inc.* (March 19, 2014) (concurring with the exclusion of a shareholder proposal requesting that the company replace its supermajority provisions with a majority of votes cast standard where the company planned to submit a proposal to replace its supermajority provisions with a majority of shares outstanding standard because the proposals "directly conflict" and "would present alternative and conflicting decisions for shareholders and would create the potential for inconsistent and ambiguous results"); see also, *FirstEnergy Corp.* (March 1, 2013); *The NASDAQ OMX Group, Inc.* (Feb. 22, 2013); *OGE Energy Corp.* (Feb. 21, 2013); *SAIC, Inc.* (Feb. 15, 2013); *CVS Caremark Corporation* (Feb. 8, 2013); *Nucor Corporation* (Jan. 28, 2013); *Alcoa Inc.* (Jan. 6, 2012); *Fluor Corporation* (Jan. 25, 2011); and *Del Monte Foods Co.* (June 3, 2010).

Consistent with the precedents above, there is a direct conflict between the Proponent's Proposal and the PPG Proposal, which both seek to amend the Articles of Incorporation to provide for a right of PPG shareholders to call a special meeting. As noted above, the Proponent's Proposal includes a threshold aggregate ownership level of a combined 10% of PPG's outstanding common stock, whereas the PPG Proposal, in accordance with Section 2521 of the PBCL, includes a threshold of shareholders entitled to cast 25% or more of the votes that all shareholders entitled would be entitled to cast at the special meeting. If both proposals were included in the proxy solicitation materials for the 2024 Annual Meeting, they would present different and directly conflicting

decisions for shareholders on the same subject matter at the same shareholder meeting such that PPG's shareholders could not logically vote for both the Proponent's Proposal and the PPG Proposal because a vote for one proposal would be tantamount to a vote against the other proposal. See SLB 14H. For example, in the event that the Proponent's Proposal is approved but the PPG Proposal is not, PPG would be unable to determine what mandate PPG has received from its shareholders and would be unable to implement the Proponent's Proposal in any event. In that scenario, PPG's shareholders would have approved a precatory proposal that cannot be implemented under applicable Pennsylvania law but which calls for the Board to take similar actions to those that were the subject of a separate proposal that shareholders declined to approve and that would have been permitted under applicable Pennsylvania law. Accordingly, PPG intends to exclude the Proponent's Proposal from its proxy solicitation materials for the 2024 Annual Meeting under Rule 14a-8(i)(9) because the Proponent's Proposal directly conflicts with the 2024 PPG Proposal.

**C. The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(2) Because Implementing the Proponent's Proposal Would Cause PPG to Violate State Law.**

Rule 14a-8(i)(2) permits a company to omit from its proxy materials a shareholder proposal if "the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject." As further discussed in the opinion letter of PPG's counsel, K&L Gates LLP, which is attached hereto as Exhibit B (the "Opinion Letter"), PPG believes that the Proponent's Proposal is excludable under Rule 14a-8(i)(2) because implementation of the Proponent's Proposal would violate the PBCL, which is applicable to PPG because PPG is incorporated in the Commonwealth of Pennsylvania.

As reflected in the Opinion Letter, other than with respect to "interested shareholders" in the limited and expressly specified circumstances set forth in Section 2521(b) of the PBCL, Section 2521(a) of the PBCL prohibits PPG's shareholders from having the right to call a special meeting unless PPG's Articles of Incorporation are amended in compliance with Section 2521(c)(1). Section 2521(c)(1) permits a Pennsylvania "registered corporation," of which PPG is one as described above, to amend its articles of incorporation to provide shareholders with a right to call a special meeting only if a special meeting may be called by shareholders entitled to cast 25% or more of the votes that all shareholders would be entitled to cast at the meeting. Accordingly, Section 2521 of the PBCL prohibits PPG from amending its Articles of Incorporation to give the owners of a combined 10% of PPG's outstanding common stock the

power to call a special shareholder meeting regardless of length of stock ownership, as requested in the Proponent's Proposal.

The Staff has consistently permitted the exclusion of a shareholder proposal where the proposal, if implemented, would, according to a legal opinion signed by counsel, cause the company to violate the state law to which it is subject. For example, in *Quotient Technology Inc.* (May 6, 2022), the Staff allowed the exclusion under Rule 14a-8(i)(2) of a proposal requesting that the company's board of directors disqualify all shares owned and/or controlled by current and former "Named Executive Officers" of the company from voting to approve a proposed tax benefits preservation plan in violation of the Delaware General Corporation Law (the "DGCL"). Similarly, in *eBay Inc.* (Apr. 1, 2020), the Staff allowed the exclusion under Rule 14a-8(i)(2) of a proposal requesting that the company reform the structure of its board of directors by allowing employees to elect a specified percentage of the board members, which would require the company to violate the DGCL. See also, *Alaska Air Group, Inc.* (Mar. 20, 2023); *Anthem, Inc.* (Mar. 21, 2022); *Oshkosh Corp.* (Nov. 21, 2019); *The Goldman Sachs Group, Inc.* (Feb. 1, 2016); *Dominion Resources, Inc.* (Jan. 14, 2015); *Abbott Laboratories* (Feb. 1, 2013); *IDACORP, Inc.* (Mar. 13, 2012).

As confirmed in the Opinion Letter, the Proponent's Proposal, if adopted and acted upon, would result in PPG violating Section 2521 of the PBCL. Accordingly, the Proponent's Proposal is excludable under Rule 14a-8(i)(2).

**D. The Proponent's Proposal May Be Excluded Under Rule 14a-8(i)(6) Because PPG Lacks the Power or Authority to Implement the Proponent's Proposal.**

Under Rule 14a-8(i)(6), a company may properly omit a shareholder proposal from its proxy materials if the company lacks the power or authority to implement the proposal. As reflected in the Opinion Letter, PPG cannot implement the Proponent's Proposal without violating Section 2521 of the PBCL and therefore lacks the authority to implement the Proponent's Proposal.

The Staff has consistently allowed shareholder proposals to be excluded under both Rules 14a-8(i)(2) and 14a-8(i)(6) when the implementation of the proposal would violate applicable state corporate law and, accordingly, the company lacks the authority to implement the proposal. For example, in *Arlington Asset Investment Corp.* (Apr. 23, 2021), the Staff permitted the exclusion under Rule 14a-8(i)(2) and Rule 14a-8(i)(6) of a proposal requesting that the officers of the company liquidate the company's entire investment portfolio and thereafter promptly distribute the net proceeds to shareholders in violation of the Virginia Stock Corporation Act. In *Trans World Entertainment*

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*Corporation* (May 2, 2019), the Staff permitted the exclusion under Rule 14a-8(i)(2) and Rule 14a-8(i)(6) of a proposal requesting that the company's bylaws be amended to provide for an elevated quorum requirement, citing the opinion of the company's counsel that such action would violate the New York Business Corporation Law. In *IDACORP, Inc.* (Mar. 13, 2012), the Staff permitted the exclusion under Rule 14a-8(i)(2) and Rule 14a-8(i)(6) of a proposal requesting that the board amend the company's bylaws to require a majority voting standard for uncontested director elections and a plurality voting standard for contested elections, citing the opinion of the company's counsel that such action would violate the Idaho Business Corporation Act.

Because implementing the Proponent's Proposal would cause the company to violate the PBCL, PPG lacks the power or authority under the PBCL to implement the Proponent's Proposal. As such, the Proponent's Proposal also is excludable under Rule 14a-8(i)(6).

## **CONCLUSION**

Based upon the foregoing, PPG believes that the Proponent's Proposal may be properly omitted from its proxy solicitation materials for the 2024 Annual Meeting under (i) Rule 14a-8(i)(10) because the Proponent's Proposal has been substantially implemented by PPG as a result of the action taken by the Board to approve the submission of the PPG Proposal for a vote by PPG's shareholders at the 2024 Annual Meeting, with a recommendation by the Board that PPG's shareholders vote "FOR" the PPG Proposal; (ii) Rule 14a-8(i)(9) because the Proponent's Proposal directly conflicts with the PPG Proposal, which will be submitted by PPG to its shareholders for a vote at the 2024 Annual Meeting; (iii) Rule 14a-8(i)(2) because implementing the Proponent's Proposal would cause PPG to violate Pennsylvania law; and/or (iv) Rule 14a-8(i)(6) because PPG lacks the power or authority to implement the Proponent's Proposal.

PPG respectfully requests that the Staff concur that it will not recommend enforcement action against PPG if PPG omits the Proponent's Proposal from its proxy solicitation materials for the 2024 Annual Meeting. The directly applicable precedents cited in this letter demonstrate the validity of PPG's request. If the Staff does not concur with the positions of PPG discussed above, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of its Rule 14a-8 response.

If you have any questions or require any additional information, please do not hesitate to contact me at (412) 434-1802. Consistent with Staff Legal Bulletin No. 14F (July 14, 2001), please respond to this letter via email to



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jgette@ppg.com. I would appreciate it if the Staff also would send a copy of any response to Greg E. Gordon, Senior Counsel, Finance & Securities, PPG Industries, Inc., at gordon@ppg.com.

A handwritten signature in blue ink, appearing to read "Joseph R. Gette".

Joseph R. Gette  
Vice President, Deputy General Counsel  
and Secretary

Attachment

cc: John Chevedden

**EXHIBIT A**

Mr. Greg Gordon  
Corporate Secretary  
PPG Industries, Inc. (PPG)  
One PPG Place  
Pittsburgh PA 15272  
PH: 412 434-3131

Dear Mr. Gordon,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

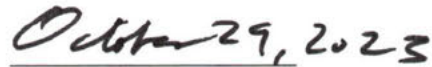
**Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to PII it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,

  
John Chevedden

  
Date

cc: Laura Stull <lstull@ppg.com>  
"Gette, Joseph" <jgette@ppg.com>

[PPG: Rule 14a-8 Proposal, October 29, 2023]

[This line and any line above it – *Not* for publication.]

**Proposal 4 – Adopt a Shareholder Right to Call a Special Shareholder Meeting**

Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting regardless of length of stock ownership.

It is important to vote for this Shareholder Right to Call a Special Shareholder Meeting proposal because we have no right to act by written consent. Shareholders at many companies have a right to call a special shareholder and the right to act by written consent.

Calling a special shareholder meeting can be used to replace a director. For instance the PPG Lead Director, Mr. Hugh Grant, was rejected by 20% of shares in 2023 when a 5% rejection is often the norm for well-performing directors. Mr. Grant also has 19-year tenure on the PPG Board. Director independence goes down as tenure goes up. And independence is the most important attribute in a Lead Director.

Calling a special shareholder meeting is hardly ever used by shareholders but the main point of calling special shareholder meeting is that it gives shareholders at least significant standing to engage effectively with management.

Management will have an incentive to genuinely engage with shareholders instead of stonewalling if shareholders have a reasonable Plan B alternative of calling a special shareholder meeting. Management likes to claim that shareholders have multiple means to communicate with management but in most cases these means are as effective as mailing a post card to the CEO. A reasonable right to call a special shareholder meeting is an important step for effective shareholder engagement with management.

Please vote yes:

**Adopt a Shareholder Right to Call a Special Shareholder Meeting – Proposal 4**

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]



Notes:

**Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.** If there is objection to the title please negotiate or seek no action relief as a last resort.

“Proposal 4” stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

**We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company’s next Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email PII.

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).  
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.

If there is objection to the title please negotiate or seek no action relief as a last resort.  
Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



FOR

*Shareholder  
Rights*

## Beck, Amelia L

---

**From:** Beck, Amelia L  
**Sent:** Tuesday, October 31, 2023 4:21 PM  
**To:** [REDACTED] PII  
**Cc:** Gette, Joseph; Gordon, Greg  
**Subject:** PG Industries, Inc. - shareholder proposal  
**Attachments:** trn10-23 oct30 Chevedden Special Meeting Proposal Eligibility Shares and Meeting Dates (w-attachment)v2.pdf

**Sent on behalf of Joseph R. Gette:**

Please see the attached. Thank you.

Sincerely,

**Joseph R. Gette**  
**Vice President, Deputy General Counsel and Secretary**  
One PPG Place, 39  
Pittsburgh, Pennsylvania 15272 USA  
T: 412-434-1802  
M: 412-667-8771  
F: 412-434-2490  
E: [jgette@ppg.com](mailto:jgette@ppg.com)





PPG  
One PPG Place  
Pittsburgh, Pennsylvania 15272 USA  
Tel: (412) 434-1802  
Fax: (412) 434-2490  
jgette@ppg.com

**Joseph R. Gette**  
Vice President, Deputy General Counsel and Secretary

October 31, 2023

Via E-mail [REDACTED]  
Mr. John Chevedden

[REDACTED]  
PII

Re: Shareholder Proposal

Dear Mr. Chevedden:

On October 29, 2023, we received from you a shareholder proposal for inclusion in PPG Industries, Inc.'s 2023 proxy statement, and we are currently reviewing it.

Pursuant to Rule 14a-8(b) of the Securities Exchange Act of 1934, as amended, in order to be eligible to submit a proposal, you must (a) have been the record or beneficial owner of at least \$2,000 in market value of PPG Industries, Inc. common stock on October 29, 2023, the day you submitted your shareholder proposal to PPG and (b) have continuously held your shares for at least three years prior to October 29, 2023. In accordance with Rule 14a-8, please provide us with documentary support that these requirements have been met. If your shares are held by a broker, bank or other record holder, the broker, bank or other record holder must be a Depository Trust Company participant and provide us with a written statement as to when the shares were purchased and that the minimum number of shares has been continuously held for the required three-year period. If you have held the shares for less than three years, higher minimum ownership requirements will apply.

I have attached, for your reference, a current copy of Rule 14a-8.

*As required by Rule 14a-8, you must provide the required documentation to us no later than 14 calendar days after your receipt of this letter.*

Please confirm your availability for a meeting to discuss your shareholder proposal on Monday, November 13, 2023 at 12:00 p.m. PST (3:00 p.m. EST). Once you have confirmed your availability, we will provide a dial-in number for the meeting.

In addition, please update your PPG contacts to remove Laura Stull and to add Amelia Beck (albeck@ppg.com).

Please do not hesitate to contact me with any questions.

Sincerely,  
  
Joseph R. Gette

Attachment



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This content is from the eCFR and is authoritative but unofficial.

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## Title 17 – Commodity and Securities Exchanges

### Chapter II – Securities and Exchange Commission

#### Part 240 – General Rules and Regulations, Securities Exchange Act of 1934

##### Subpart A – Rules and Regulations Under the Securities Exchange Act of 1934

###### Regulation 14A: Solicitation of Proxies

**Authority:** 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z-2, 77z-3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78c-3, 78c-5, 78d, 78e, 78f, 78g, 78i, 78j, 78j-1, 78j-4, 78k, 78k-1, 78l, 78m, 78n, 78n-1, 78o, 78o-4, 78o-10, 78p, 78q, 78q-1, 78s, 78u-5, 78w, 78x, 78dd, 78ll, 78mm, 80a-20, 80a-23, 80a-29, 80a-37, 80b-3, 80b-4, 80b-11, 7201 et seq., and 8302; 7 U.S.C. 2(c)(2)(E); 12 U.S.C. 5221(e)(3); 18 U.S.C. 1350; and Pub. L. 111-203, 939A, 124 Stat. 1376 (2010); and Pub. L. 112-106, sec. 503 and 602, 126 Stat. 326 (2012), unless otherwise noted. Section 240.3a4-1 also issued under secs. 3 and 15, 89 Stat. 97, as amended, 89 Stat. 121 as amended; Section 240.3a12-8 also issued under 15 U.S.C. 78a et seq., particularly secs. 3(a)(12), 15 U.S.C. 78c(a)(12), and 23(a), 15 U.S.C. 78w(a); See Part 240 for more

**Editorial Note:** Nomenclature changes to part 240 appear at 57 FR 36501, Aug. 13, 1992, and 57 FR 47409, Oct. 16, 1992.

###### § 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.

(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.

*[63 FR 29119, May 28, 1998; 63 FR 50622, 50623, Sept. 22, 1998, as amended at 72 FR 4168, Jan. 29, 2007; 72 FR 70456, Dec. 11, 2007; 73 FR 977, Jan. 4, 2008; 76 FR 6045, Feb. 2, 2011; 75 FR 56782, Sept. 16, 2010; 85 FR 70294, Nov. 4, 2020]*

## Beck, Amelia L

---

**From:** John Chevedden [REDACTED] PII  
**Sent:** Tuesday, October 31, 2023 11:44 PM  
**To:** Beck, Amelia L; Gette, Joseph; Gordon, Greg  
**Subject:** <EXT>(PPG)

**CAUTION:** This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Nov 13 noon PT okay

## Beck, Amelia L

---

**From:** Beck, Amelia L  
**Sent:** Wednesday, November 1, 2023 10:48 AM  
**To:** [REDACTED] PII  
**Cc:** Gette, Joseph; Gordon, Greg  
**Subject:** PPG Industries, Inc. - shareholder proposal meeting

Mr. Chevedden,

I am confirming my availability to discuss your shareholder proposal on Monday, November 13, 2023 at 12:00 p.m. PST (3:00 p.m. EST). A calendar invitation has been sent your email address [REDACTED] PII. Please use the Microsoft Teams meeting link in the invitation and below or the following teleconference line:

+1 412-568-3814 and Conference ID Code: 271065012#

I look forward to speaking with you then.

Sincerely,

**Joseph R. Gette**  
**Vice President, Deputy General Counsel and Secretary**

One PPG Place, 39  
Pittsburgh, Pennsylvania 15272 USA  
T: 412-434-1802  
M: 412-667-8771  
F: 412-434-2490  
E: [jgette@ppg.com](mailto:jgette@ppg.com)



---

## Microsoft Teams meeting

**Join on your computer, mobile app or room device**

[Click here to join the meeting](#)

Meeting ID: 251 291 935 005

Passcode: XHrv3t

[Download Teams](#) | [Join on the web](#)

**Join with a video conferencing device**

[851006713@t.plcm.vc](tel:851006713@t.plcm.vc)

Video Conference ID: 118 599 836 9

[Alternate VTC instructions](#)

**Or call in (audio only)**

[+1 412-568-3814,271065012#](tel:+14125683814,271065012#) United States, Pittsburgh

Phone Conference ID: 271 065 012#

[Find a local number](#) | [Reset PIN](#)



[Learn More](#) | [Meeting options](#)

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**Beck, Amelia L**

---

**From:** John Chevedden [REDACTED] PII  
**Sent:** Wednesday, November 1, 2023 8:47 PM  
**To:** Beck, Amelia L  
**Cc:** Gette, Joseph; Gordon, Greg  
**Subject:** <EXT>Microsoft Teams meeting (PPG)

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Received

JOHN R CHEVEDDEN

November 8, 2023

PII  
A large black rectangular redaction box covering the recipient's contact information.

Dear Mr. Chevedden:

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity Investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least October 1, 2020:

Security	Symbol	Share Quantity
IQVIA Holdings Inc.	IQV	30.000
Boeing	BA	50.000
L3Harris Technologies, Inc.	LHX	50.000
Carrier Global Corporation	CARR	50.000
PPG Industries, Inc.	PPG	36.000
United Rentals, Inc.	URI	30.000
Lennar Corporation, Class A	LEN	100.000

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please call your Private Client Group at 1-800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

A handwritten signature in cursive script that reads "Anna Murguia".Anna Murguia  
Personal Investing Operations

Our File: W568588-08NOV23

**Exhibit B**

December 15, 2023

PPG Industries, Inc.  
One PPG Place  
Pittsburgh, Pennsylvania 15272

Re: Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

We have acted as counsel to PPG Industries, Inc., a Pennsylvania corporation (the “Company”), in connection with a shareholder proposal, dated October 29, 2023 (the “Proposal”) and submitted to the Company by John Chevedden (the “Proponent”) on October 29, 2023.

In connection with rendering the opinion set forth below, we have examined (i) the Proposal and supporting statement by the Proponent; (ii) the Company’s Restated Articles of Incorporation, as filed as Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission (the “Commission”) on May 13, 2022 (the “Articles of Incorporation”); (iii) the Company’s Bylaws, as amended and restated effective October 20, 2022, as filed as Exhibit 3.1 to the Current Report on Form 8-K filed by the Company with the Commission on October 25, 2022 (the “Bylaws”); and (iv) such sections of the Pennsylvania Business Corporation Law (the “PBCL”) as in effect on the date hereof, in each case as we have deemed necessary as a basis for our opinion set forth below.

For the purposes of this opinion letter:

A. We have assumed that (i) each document submitted to us is accurate and complete and (ii) each such document that is a copy conforms to an authentic original.

B. We have assumed that the Proposal was submitted in a manner and form that complies with all applicable laws, rules and regulations, other than as discussed below.

We have not verified any of the foregoing assumptions or any other assumptions set forth in this opinion letter.

The opinion expressed in this opinion letter is limited to the PBCL. We are not opining on, and we assume no responsibility for, the applicability to or effect on any of the matters

covered herein of (i) any other laws, (ii) the laws of any other jurisdiction, or (iii) the law of any county, municipality or other political subdivision or local governmental agency or authority.

### **Discussion**

The Proposal is titled “Adopt a Shareholder Right to Call a Special Shareholder Meeting.” The Proposal requests that the Company’s Board of Directors (the “Board”) take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of the Company’s outstanding common stock the power to call a special shareholder meeting regardless of length of stock ownership.

The Articles of Incorporation contain no provisions with regard to special meetings of the Company’s shareholders. Section 1.7 of the Bylaws provides as follows:

Section 1.7 Special Meetings. Special meetings of the shareholders may be called at any time, for the purpose or purposes set forth in the call, by the Board of Directors or by the Chair of the Board of Directors. Special meetings shall be held at the registered office of the Corporation, or at such other places within or without the Commonwealth of Pennsylvania or solely by means of Internet or other electronic communications technology, as may be designated by the Board of Directors or the Chair of the Board of Directors. No business may be transacted at any special meeting of the shareholders other than matters referred to in the notice of the meeting or any supplement thereto and matters which are incidental or germane thereto.

Thus, neither the Articles of Incorporation nor the Bylaws provide for a right of shareholders owning any amount of the Company’s outstanding capital stock to call a special meeting of the Company’s shareholders.

Section 2521 of the PBCL governs the ability of shareholders of a corporation meeting the statutory definition of “registered corporation” to call a special meeting of the corporation’s shareholders. The term “registered corporation” is defined in Section 2502(1) of the PBCL to include a domestic business corporation that has a class or series of shares entitled to vote generally in the election of directors of the corporation registered under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company’s common stock, par value \$1.66 2/3 (the “Common Stock”), is registered pursuant to Section 12(b) of the Exchange Act, and holders of the Common Stock are entitled to vote generally in the election of directors of the Company. Accordingly, the Company is a “registered corporation” under Section 2502(1) of the PBCL.

Section 2521(a) of the PBCL contains a general statutory prohibition on the ability of shareholders of a registered corporation to call a special meeting of the corporation’s shareholders. There are two subsections of Section 2521 that contain exceptions to the general



prohibition in Section 2521(a). Specifically, Section 2521(a) states as follows: “Except as provided in subsections (b) and (c), the shareholders of a registered corporation described in section 2502(1) (relating to registered corporation status) do not have the right to call a special meeting of the shareholders.”

Section 2521(b) of the PBCL provides a right for shareholders of a registered corporation meeting the statutory definition of “interested shareholder” to call a special meeting in limited and expressly specified circumstances. Specifically, Section 2521(b) states as follows: “An interested shareholder (as defined in section 2553 (relating to interested shareholder)) may call a special meeting of shareholders for the purpose of approving a business combination under section 2555(3) or (4) (relating to requirements relating to certain business combinations).” Section 2553(a) of the PBCL defines the term “interested shareholder” to mean “any person (other than the corporation or any subsidiary of the corporation that: (1) is the beneficial owner, directly or indirectly, of shares entitling that person to cast at least 20% of the votes that all shareholders would be entitled to cast in an election of directors of the corporation; or (2) is an affiliate or associate of such corporation and at any time within the five-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of shares entitling that person to cast at least 20% of the votes that all shareholders would be entitled to cast in an election of directors of the corporation.” The exception in Section 2521(b) applies regardless of whether a registered corporation has amended its articles of incorporation to provide such rights to interested shareholders.

Section 2521(c) of the PBCL provides that a registered corporation’s shareholders otherwise may have a right to call a special meeting only if the corporation’s articles of incorporation contain a provision granting such rights in compliance with Section 2521(c). Specifically, Section 2521(c) states as follows:

A provision of the articles of a registered corporation described in Section 2502(1) that gives shareholders the right to call a special meeting of the shareholders and:

(1) is adopted after July 1, 2015 may provide that a special meeting may be called only by shareholders entitled to cast 25% or more of the votes that all shareholders would be entitled to cast at the meeting; or

(2) was adopted on or before July 1, 2015, is enforceable in accordance with its terms.

Other than with respect to “interested shareholders” in the limited and expressly specified circumstances set forth in Section 2521(b), Section 2521(a) of the PBCL prohibits the Company’s shareholders from having a right to call a special meeting unless the Articles of Incorporation were amended in compliance with Section 2521(c)(1), which expressly applies only to provisions granting such rights to shareholders entitled to cast 25% or more of the votes

that all shareholders would be entitled to cast at a meeting. Under Section 1.10 of the Bylaws, each shareholder of the Company is entitled to one vote for each share of Common Stock registered in such shareholder's name on the books of the Company as of the record date for the determination of the shareholders entitled to vote at a meeting of the Company's shareholders, and the Articles of Incorporation do not authorize multiple classes of Common Stock. Accordingly, Section 2521 of the PBCL prohibits the Company from amending the Articles of Incorporation to give the owners of a combined 10% of the Company's outstanding Common Stock the power to call a special shareholder meeting regardless of length of stock ownership, as requested in the Proposal.

### **Conclusion**

For the reasons discussed above and subject to the limitations, qualifications and assumptions set forth herein, it is our opinion that the Proposal, if implemented, would cause the Company to violate applicable Pennsylvania law.

We assume no obligation to update or supplement our opinion to reflect any changes of law or fact that may occur.

The foregoing opinion is solely for the benefit of the Company in connection with the matters addressed herein. We hereby consent to the furnishing of a copy of this letter to the Commission and the Proponent in connection with the matters addressed herein. Except as stated in this paragraph, this opinion letter may not be used for any other purpose, relied on by or assigned, published or communicated to any other person or quoted in whole or in part or otherwise referred to in any report or document without our prior written consent.

Yours truly,

Handwritten signature of K&L Gates LLP in cursive script.

December 27, 2023

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

**# 1 Rule 14a-8 Proposal**  
**PPG Industries, Inc. (PPG)**  
**Special Shareholder Meeting**  
**John Chevedden**  
**468691**

Ladies and Gentlemen:

This is a counterpoint to the December 15, 2023 no-action request.

The management claim of implementation is vague and potentially deceptive. The management claim that its shareholders will vote on whether to adopt a 25% stock ownership threshold only provides the raw number of 25% – omitting any mention of potential restrictions that will most likely be piled on and could in practice mean the likelihood that it could require greater than 50% of PPG shares to call for a special shareholder meeting. Thus PPG shareholders would, due to clever PPG maneuvering, not have the lowest number of shares to call for a special shareholder meeting allowed by Pennsylvania law.

Since the vast majority of states allow for 10% of shares to call for a special shareholder meeting, PPG should not put any restrictions on shares used to call for a special shareholder meeting in order to be comparable to other states that have a 10% stock ownership threshold with restrictions.

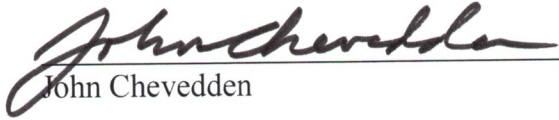
Since the Board has already approved the 2024 management proposal these details are readily available but held in secret. There are many restrictions that can be added to the raw number of 25%. One example is a restriction against all shares not held for a particular continuous period of time.

Thus shareholders who are able to assemble the 25% of the right kind of PPG shares to call for a special shareholder meeting could find that they own more than 50% of PPG shares when they include all their holdings of PPG stock including PPG stock that is ineligible for counting toward the 25% raw number.

Since such deceptive details might be secret until the proxy is released, it could put the burden on the proponent to alert other shareholders to the inadequate management proposal and further burden the proponent to submit a fix-it special meeting proposal in 2025.

One of the objectives of the no action process is to not burden shareholders with the need to vote on a topic that they have already approved. The secret steps that management has already taken in regard to this topic seem to run contrary to this objective.

Sincerely,

  
John Chevedden

cc: "Gordon, Greg" <[gordon@ppg.com](mailto:gordon@ppg.com)>