

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

1440 NEW YORK AVENUE, N.W.  
WASHINGTON, D.C. 20005-2111

TEL: (202) 371-7000

FAX: (202) 393-5760

www.skadden.com

FIRM/AFFILIATE OFFICES

BOSTON  
CHICAGO  
HOUSTON  
LOS ANGELES  
NEW YORK  
PALO ALTO  
WILMINGTON

BEIJING  
BRUSSELS  
FRANKFURT  
HONG KONG  
LONDON  
MUNICH  
PARIS  
SÃO PAULO  
SEOUL  
SHANGHAI  
SINGAPORE  
TOKYO  
TORONTO

DIRECT DIAL  
202-371-7233  
DIRECT FAX  
202-661-8280  
EMAIL ADDRESS  
MARC.GERBER@SKADDEN.COM

**VIA STAFF ONLINE FORM**

December 12, 2023

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

RE: Johnson & Johnson – 2024 Annual Meeting  
Omission of Shareholder Proposal of  
National Center for Public Policy Research

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we are writing on behalf of our client, Johnson & Johnson, a New Jersey corporation, to request that the Staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with Johnson & Johnson’s view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the “Proposal”) submitted by the National Center for Public Policy Research (the “Proponent”) from the proxy materials to be distributed by Johnson & Johnson in connection with its 2024 annual meeting of shareholders (the “2024 proxy materials”).

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of Johnson & Johnson’s intent to omit the Proposal from the 2024 proxy materials.

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 Proponent that if the Proponent submits correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should concurrently be furnished to Johnson & Johnson.

## **I. The Proposal**

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

### **RESOLVED**

Shareholders request the Board of Directors to adopt a policy, and amend the bylaws as necessary, requiring Company directors to disclose their expected allocation of hours among all formal commitments set forth in the director's official bio. Allocation may be on a weekly, monthly, or annual basis. This policy would be phased in for the next election of directors in 2025.

## **II. Bases for Exclusion**

We hereby respectfully request that the Staff concur with Johnson & Johnson's view that it may exclude the Proposal from the 2024 proxy materials pursuant to:

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

## **III. Background**

Johnson & Johnson received the Proposal via FedEx on November 15, 2023, accompanied by a cover letter from the Proponent, dated November 14, 2023. On November 22, 2023, Johnson & Johnson received a letter from Wells Fargo Advisors purporting to verify the Proponent's stock ownership (the "Wells Fargo Letter"). The Wells Fargo Letter, however, indicated that the Proponent's account was established on August 4, 2023. Accordingly, on November 27, 2023, Johnson & Johnson sent a letter to the Proponent (the "Deficiency Letter") noting that the Wells Fargo Letter is insufficient to establish the requisite ownership levels because "it only covers the period from August 4, 2023 to November 14, 2023" and that "[t]here is a gap in the period of

ownership from November 14, 2020 through August 3, 2023.” In addition, the Deficiency Letter specifically instructed the Proponent on how to remedy this deficiency. On December 5, 2023, Johnson & Johnson received, via email from the Proponent, a letter from UBS Financial Services, dated December 4, 2023 (the “UBS Letter”), which included statements from UBS Financial Services that the Proponent transferred “95 individual equity positions” and “cost basis data” from UBS Financial Services to Wells Fargo during the month of October 2023. The UBS Letter did not provide verification that the Proponent satisfied the stock ownership requirements continuously for the period identified in the Deficiency Letter. Copies of the Proposal, cover letter, Wells Fargo Letter, UBS Letter and related correspondence are attached hereto as Exhibit A.

**IV. The Proposal May be Excluded Pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Timely Provide Proof of the Requisite Stock Ownership After Receiving Notice of Such Deficiency.**

Rule 14a-8(b)(1) provides that, in order to be eligible to submit a proposal, a shareholder must have continuously held (i) at least \$2,000 in market value of the company’s common stock for at least three years, preceding and including the date that the proposal was submitted; (ii) at least \$15,000 in market value of the company’s common stock for at least two years, preceding and including the date that the proposal was submitted; or (iii) at least \$25,000 in market value of the company’s common stock for at least one year, preceding and including the date that the proposal was submitted. If the proponent is not a registered holder, he or she must provide proof of beneficial ownership of the securities. Under Rule 14a-8(f)(1), a company may exclude a shareholder proposal if the proponent fails to provide evidence that he or she meets the eligibility requirements of Rule 14a-8(b), provided that the company notifies the proponent of the deficiency within 14 calendar days of receiving the proposal and the proponent fails to correct the deficiency within 14 days of receiving such notice.

The Staff has consistently permitted exclusion under Rule 14a-8(f)(1) of shareholder proposals where a proponent has failed to provide timely evidence of eligibility to submit a shareholder proposal in response to a timely deficiency notice from the company. *See, e.g., The Home Depot, Inc.* (Mar. 9, 2023) (permitting exclusion of a proposal under Rule 14a-8(f)(1) where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company’s timely deficiency notice); *The Walt Disney Co.* (Sept. 28, 2021)\* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of eligibility to submit a shareholder proposal after receiving the company’s timely deficiency notice); *PG&E Corp.* (May 26, 2020)\* (permitting exclusion under Rule 14a-8(f)(1) of a proposal where the proponent failed to supply any evidence of

---

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

eligibility to submit a shareholder proposal after receiving the company's timely deficiency notice).

In this instance, the Proponent has failed to provide adequate evidence of its eligibility to submit a shareholder proposal to Johnson & Johnson after receiving a timely deficiency notice from Johnson & Johnson. In this regard, on November 22, 2023, after receiving the Proposal on November 15, 2023, Johnson & Johnson received the Wells Fargo Letter, which failed to provide sufficient evidence of the Proponent's eligibility to submit the Proposal because it contained an ambiguous representation as to the Proponent's continuous ownership of Johnson & Johnson common stock during the period from November 13, 2020 to August 3, 2023. On the one hand, the Wells Fargo Letter represented that the Proponent "holds, and has held continuously since November 13, 2020, more than \$2,000 of Johnson & Johnson common stock." At the same time, the Wells Fargo Letter stated unequivocally that the Proponent's account with Wells Fargo was established "on 08/04/2023." Accordingly, the Wells Fargo Letter could only verify the Proponent's continuous holding of Johnson & Johnson's common stock for the period since inception of the account.

On November 27, 2023, Johnson & Johnson sent the Deficiency Letter to the Proponent, via email, timely notifying the Proponent of the Proponent's failure to provide adequate proof of the requisite stock ownership. The Deficiency Letter specifically referenced the defect in the Wells Fargo Letter and explained how the deficiency could be cured, noting that the Wells Fargo Letter was "insufficient to establish the requisite ownership levels [. . .] because it only covers the period from August 4, 2023 to November 14, 2023" and that "[t]here is a gap in the period of ownership from November 14, 2020 through August 3, 2023." In particular, the Deficiency Letter requested a written statement from the record holder of the Proponent's shares "verifying that the [P]roponent has beneficially held the requisite number of shares of Johnson & Johnson common stock continuously for the period from November 14, 2020 through August 3, 2023." The Deficiency Letter also requested that the Proponent furnish such written statement to Johnson & Johnson within 14 days of the Proponent's receipt of the Deficiency Letter. The Deficiency Letter was sent to the Proponent, via email, on November 27, 2023. Accordingly, to be timely, adequate proof of ownership would have needed to be received by Johnson & Johnson by December 11, 2023.

In response to the Deficiency Letter, on December 5, 2023, Johnson & Johnson received an email from the Proponent, which attached the UBS Letter. The Proponent's email states:

NCPPR's continuous stock ownership was established via the cost-basis data that was transferred by UBS to Wells Fargo when we established our account with Wells Fargo. This information routinely transfers when assets are transferred, and the adequacy of this transfer is implicit in the proof of ownership letter from Wells

Fargo because Wells Fargo would not affirm our relevant ownership without a reasonable basis for doing so. The attached letter from UBS further confirms this.

The UBS Letter, however, is insufficient to establish continuous ownership of the Proponent's holdings for the requisite period. In fact, it does not establish any historical record of the Proponent's ownership of Johnson & Johnson common stock for purposes of Rule 14a-8. It states that, "During the month of October 2023, the [Proponent] transferred assets, including 95 individual equity positions, from UBS Financial Services [...] to Wells Fargo account [redacted]. As part of this transfer UBS Financial Services transmitted cost basis data, including purchase date and purchase price, for each of these 95 equity positions . . ." The UBS Letter does not verify the Proponent's continuous ownership of Johnson & Johnson common stock for any particular period. Thus, the Proponent has failed to provide that it continuously held Johnson & Johnson common stock from November 14, 2020 through August 3, 2023. Moreover, the Proponent's assertion that proof of ownership is "implicit" in the Wells Fargo Letter demonstrates a misunderstanding of the explicit proof that is required to demonstrate eligibility to submit shareholder proposals under Rule 14a-8. Johnson & Johnson did not receive any other purported proof of the Proponent's stock ownership.

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

**V. The Proposal May be Excluded Pursuant to Rule 14a-8(i)(7) Because the Proposal Deals with Matters Relating to Johnson & Johnson'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.

As the Commission has explained, a proposal may attempt to micromanage a company by probing too deeply into matters of a complex nature if, among other things, it "involves intricate detail." *See 1998 Release; see also, e.g., Amazon.com, Inc.* (April 7, 2023). The Commission further noted that "proposals may seek a reasonable level of

detail” without crossing the line into micromanagement. *See 1998 Release*. In Staff Legal Bulletin No. 14L (Nov. 3, 2021) (“SLB 14L”), the Staff explained that it will take a “measured approach to evaluating companies’ micromanagement arguments,” focusing on “the level of granularity sought in the proposal.” The Staff further explained that an appropriate level of detail should “be consistent with that needed to enable investors to assess an issuer’s impacts, progress towards goals, risks or other strategic matters appropriate for shareholder input.”

Consistent with this approach, the Staff has permitted the exclusion 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 Johnson & Johnson by seeking extremely intricate detail and thereby probing too deeply into matters of a complex nature. It does so by requesting that Johnson & Johnson require public disclosure of each Johnson & Johnson director’s expected allocation of hours, on a weekly, monthly or annual basis, among all formal commitments set forth in the director’s official bio. This request is inappropriate and wholly inconsistent with the type of information that investors need to assess the fundamental concern of the Proposal, which is director “overboarding.”

In this regard, institutional investors, proxy advisory firms and companies have a variety of policies on the topic of director overboarding, and proxy advisory firms and institutional investors have reasonable levels of information on which to make voting recommendations or decisions.<sup>1</sup> In addition, Johnson & Johnson has an overboarding policy—Johnson & Johnson’s Principles of Corporate Governance provide that a Johnson & Johnson director who serves as a chief executive officer (or similar position) should not serve on more than two total public company boards, and other Johnson &

---

<sup>1</sup> *See, e.g.*, page 17 of [BlackRock 2023 Global Voting Spotlight](#); page 3 of [Vanguard Investment Stewardship U.S. Regional Brief](#).

Johnson directors should not serve on more than five total public company boards (in each case, including the Johnson & Johnson board).<sup>2</sup>

Johnson & Johnson's overboarding policy, as well as the voting policies of institutional investors and proxy advisory firms, address the issue of director commitments based on reasonable information that shareholders can assess. The granular information sought by the Proposal, however, goes far beyond the level of information necessary for investors to evaluate whether directors are overcommitted.

We note the Staff's view that the subject matter of overboarding limits relates to director qualifications and normally would not be excludable as ordinary business, but we believe the facts here are distinguishable. *See e.g., American International Group, Inc.* (Mar. 6, 2013) ("AIG"). For example, in *AIG*, the proposal in question sought a bylaw amendment to limit directors to a maximum of three board memberships in companies with sales in excess of \$500 million annually. The current Proposal stands in stark contrast to the proposal in *AIG*, however, as it goes far beyond analyzing or limiting the number of boards on which a director may serve. Rather, the Proposal seeks intricate details of an unnecessarily granular nature. Moreover, as described in SLB 14L, a micromanagement analysis "may apply to any subject matter." Requiring directors to provide an expected allocation of hours across various professional endeavors on a weekly, monthly or even an annual basis, as the Proposal requests, goes well beyond the reasonableness standard articulated by the Commission in the 1998 Release and discussed by the Staff in SLB 14L, and epitomizes the type of overly granular request that constitutes micromanagement.

Accordingly, the Proposal should be excluded from Johnson & Johnson's 2024 proxy materials pursuant to Rule 14a-8(i)(7) as seeking to micromanage Johnson & Johnson.

---

<sup>2</sup> See page 2 of the [Johnson & Johnson Principles of Corporate Governance](#) and page 10 of Johnson & Johnson's definitive proxy statement on Schedule 14A for the 2023 Annual Meeting of Shareholders.

## VI. Conclusion

Based upon the foregoing analysis, Johnson & Johnson respectfully requests that the Staff concur that it will take no action if Johnson & Johnson excludes the Proposal from its 2024 proxy materials. Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of Johnson & Johnson's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (202) 371-7233.

Very truly yours,



Marc S. Gerber

Enclosures

cc: Marc Larkins  
Worldwide Vice President, Corporate Governance & Corporate Secretary  
Johnson & Johnson

Stefan Padfield  
National Center for Public Policy Research



EXHIBIT A

(see attached)



November 14, 2023

**Via FedEx to**

Office of the Corporate Secretary  
Johnson & Johnson  
One Johnson & Johnson Plaza,  
New Brunswick, New Jersey 08933

Dear Sir/Madam,

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

I submit the Proposal as an Associate of the Free Enterprise Project of the National Center for Public Policy Research, which has continuously owned Company stock with a value exceeding \$2,000 for at least 3 years prior to and including the date of this Proposal and which intends to hold these shares through the date of the Company’s 2024 annual meeting of shareholders. A proof of ownership letter is forthcoming.

Pursuant to interpretations of Rule 14(a)-8 by the Securities & Exchange Commission staff, I initially propose as a time for a telephone conference to discuss this proposal Dec. 6, 2023, or Dec. 7, 2023, from 1-4 p.m. eastern. If that proves inconvenient, I hope you will suggest some other times to talk. Please feel free to contact me at [REDACTED] so that we can determine the mode and method of that discussion.

Copies of correspondence or a request for a “no-action” letter should be sent to me at the National Center for Public Policy Research, 2005 Massachusetts Ave. NW, Washington, DC 20036 and emailed to [REDACTED].

Sincerely,

A handwritten signature in black ink, appearing to read 'Stefan Padfield', with a stylized, cursive script.

Stefan Padfield

cc: Scott Shepard, FEP Director  
Enclosures: Shareholder Proposal

## Board of Directors Accountability and Transparency Amendment

### RESOLVED

Shareholders request the Board of Directors to adopt a policy, and amend the bylaws as necessary, requiring Company directors to disclose their expected allocation of hours among all formal commitments set forth in the director's official bio. Allocation may be on a weekly, monthly, or annual basis. This policy would be phased in for the next election of directors in 2025.

### SUPPORTING STATEMENT

Overboarding is an issue specifically addressed by proxy advisors Independent Shareholder Services and Glass Lewis, as well as asset managers BlackRock, Vanguard, and State Street, with none of them recommending more than 6 board commitments per director.<sup>1</sup> In addition, the oversight duties of directors continue to require significant attention, with a McKinsey interview asserting that even as far back as 2014, "if a potential director can't put in 300 to 350 hours a year, she shouldn't take the job."<sup>2</sup> Meanwhile, potential liability for failures of oversight are significant, with relevant litigation from a few years ago related to Boeing including "US\$20 billion in non-litigation costs and more than US\$2.5 billion in litigation costs."<sup>3</sup>

Meanwhile, a review of Johnson & Johnson's director bios reveals multiple cases of formal commitments exceeding six, with some apparently as high as 17.<sup>4</sup> While it is certainly true that not all, or even most, of these competing commitments involve service as a director on other corporate boards (though many do), the commitments must nonetheless be assumed to be material or else their inclusion in the bios would be potentially misleading.

The excerpt below from a related article provides an example of the type of material information this proposal seeks to reveal. It involves the case of an individual sitting on 4 boards in addition to serving as a CEO. Based on various reasonable assumptions, such an individual:

should apparently be working 90.5 hours per week or 13 hours per day Monday thru Sunday. But should shareholders really have to perform back-of-the-envelope calculations ... to determine whether their directors are reasonably likely to be devoting appropriate time to a job that is supposedly at the heart of a corporation's governance and for which the director is being well-compensated (it has been reported that the average 2022 compensation for an S&P 500 director was \$316,091)?<sup>5</sup>

---

<sup>1</sup> <https://corpgov.law.harvard.edu/2023/09/25/2023-corporate-governance-developments/>

<sup>2</sup> <https://www.mckinsey.com/capabilities/strategy-and-corporate-finance/our-insights/are-you-getting-all-you-can-from-your-board-of-directors>

<sup>3</sup> <https://www.klgates.com/Approval-of-US2375-Million-Settlement-in-Boeing-Derivative-Action-Demonstrates-Impact-of-Section-220-Demand-in-ESG-Litigation-3-23-2022>

<sup>4</sup> <https://www.inj.com/leadership/our-leadership-team>

<sup>5</sup> <https://www.newsmax.com/finance/streettalk/woke-capitalism-board-directors/2023/08/24/id/1131957/>

By adopting this proposal, the Company can provide material information that shareholders should not have to worry about. Specifically, the Company can allow shareholders to make fully informed decisions regarding the ability of the Company's directors to devote sufficient time to their important duties.

---

November 20, 2023

National Center for Public Policy Research Inc  
2005 Massachusetts Avenue NW  
Washington DC 20036-1030

**RE: Verification of Assets for Account Number ending in [REDACTED]**

To Whom It May Concern:

In connection with your recent request regarding the verification of certain information about your investment account relationship with Wells Fargo Clearing Services, LLC ("Wells Fargo Advisors"), we are providing this letter as confirmation that:

i [REDACTED] (i) You maintain a Brokerage Cash Service account with Wells Fargo Advisors, number ending in [REDACTED], established on 08/04/2023.

((ii) As of November 20, 2023, the National Center for Public Policy Research holds, and has held continuously since November 13, 2020 more than \$2,000 of Johnson & Johnson common stock.

This letter is provided for informational purposes and does not represent future Account value, if this said Account will remain with Wells Fargo Advisors in the future, any purposes not mentioned in this letter, or the creditworthiness of the person(s) referenced within. Wells Fargo Advisors will have no liability with any party's reliance on this letter or the information within. This report is not the official record of your account. However, it has been prepared to assist you with your investment planning and is for informational purposes only. Your Wells Fargo Advisors Client Statement is the official record of your account. Therefore, if there are any discrepancies between this report and your Client Statement, you should rely on the Client Statement and call your local Sales Location Manager with any questions. Cost data and acquisition dates provided by you are not verified by Wells Fargo Advisors. Transactions requiring tax consideration should be reviewed carefully with your accountant or tax advisor. Unless otherwise indicated, market prices/values are the most recent closing prices available at the time of this report and are subject to change. Prices may not reflect the value at which securities could be sold. Past performance does not guarantee future results.

Sincerely,



David A. Bos  
Senior Vice President - Investments  
Branch Manager – Private Client Group

Direct: [REDACTED] | Fax: [REDACTED]  
[REDACTED]

**Investment and Insurance Products are:**

- Not Insured by the FDIC or Any Federal Government Agency
- Not a Deposit or Other Obligation of, or Guaranteed by, the Bank or Any Bank Affiliate
- Subject to Investment Risks, Including Possible Loss of the Principal Amount Invested

Investment products and services are offered through Wells Fargo Advisors, a trade name used by Wells Fargo Clearing Services, LLC, Member SIPC, a registered broker-dealer and non-bank affiliate of Wells Fargo & Company.

November 27, 2023

**VIA EMAIL**

Stefan Padfield  
National Center for Public Policy Research  
[REDACTED]

Dear Mr. Padfield:

This letter acknowledges receipt by Johnson & Johnson (the “Company”) of the shareholder proposal submitted on November 14, 2023 by the National Center for Public Policy Research (the “Proponent”) pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the “Rule”), for consideration at the Company’s 2024 Annual Meeting of Shareholders (the “Proposal”).

Paragraph (b) of the Rule provides that shareholder proponents must submit sufficient proof of their continuous ownership of:

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

The Company’s stock records do not indicate that the Proponent is a record owner of Company shares, and to date, we have not received sufficient proof that the Proponent has satisfied the Rule’s ownership requirements. In this regard, we are in receipt of a letter from Wells Fargo Advisors indicating that “[a]s of November 20, 2023, the National Center for Public Policy Research holds, and has held continuously since November 13, 2020 more than \$2,000 of Johnson & Johnson common stock.” However, the letter also indicates that the account with Wells Fargo Advisors was “established on 08/04/2023.” Thus, it is unclear how Wells Fargo Advisors can make any representations as to the Proponent’s ownership prior to August 4, 2023. Accordingly, this is insufficient to establish the requisite ownership levels described above because it only covers the period from August 4, 2023 to November 14, 2023. There is a gap in the period of ownership from November 14, 2020 through August 3, 2023.

Please furnish to us, within 14 days of your receipt of this letter, a written statement from the “record” holder of the Proponent’s shares (usually a broker or a bank) and a participant in the Depository Trust Company (“DTC”) verifying that the

proponent has beneficially held the requisite number of shares of Johnson & Johnson common stock continuously for the period from November 14, 2020 through August 3, 2023. For example, the Proponent may need to obtain a letter from a previous brokerage firm, if relevant. The Proponent can confirm whether a particular broker or bank is a DTC participant by asking the broker or bank or by checking DTC's participant list, which is currently available on the Internet at: <http://www.dtcc.com/client-center/dtc-directories>.

If the Proponent's broker or bank is not on the DTC participant list, the Proponent will need to obtain a written statement from the DTC participant through which the Proponent's shares are held verifying that the Proponent beneficially owned the requisite number of Company shares continuously for at least the requisite period. The Proponent should be able to find who this DTC participant is by asking the Proponent's broker or bank. If the broker is an introducing broker, the Proponent may also be able to learn the identity and telephone number of the DTC participant through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant knows the Proponent's broker or bank's holdings, but does not know the Proponent's holdings, the Proponent can satisfy the proof of ownership requirement by obtaining and submitting two proof of ownership statements verifying that, for at least the requisite period from November 14, 2020 through August 3, 2023, the required amount of securities was continuously held – one from the Proponent's broker or bank confirming the Proponent's ownership, and the other from the DTC participant confirming the Proponent's broker or bank's ownership.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at [REDACTED]. For your convenience, a copy of the Rule is enclosed.

Once we receive any response, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Company's 2024 Annual Meeting of Shareholders. We reserve the right to seek relief from the Securities and Exchange Commission as appropriate.

In the interim, you should feel free to contact either my colleague, Laura McFalls, Assistant Corporate Secretary, at [REDACTED] or me at [REDACTED] if you wish to discuss the Proposal or have any questions or concerns that we can help to address.



Best Regards,

A handwritten signature in black ink, appearing to read "Marc Larkins". The signature is fluid and cursive, with a prominent initial "M" and a stylized "L".

Marc Larkins  
Worldwide Vice President  
Corporate Governance &  
Corporate Secretary

ML/tmk

[REDACTED]

---

**Subject:** Shareholder Proposal - National Center for Public Policy Research  
**Attachments:** ACAT Cost Basis Confirmation Letter.pdf

---

**From:** Stefan Padfield [REDACTED]  
**Sent:** Tuesday, December 5, 2023 9:45 AM  
**To:** Larkins, Marc [JJCUS] [REDACTED]  
**Cc:** Kerekgyarto, Terry [JJCUS] [REDACTED]; McFalls, Laura H. [JJCUS] [REDACTED]; Scott Shepard [REDACTED]  
**Subject:** [EXTERNAL] Re: Shareholder Proposal - National Center for Public Policy Research

Hi Marc,

NCPPR's continuous stock ownership was established via the cost-basis data that was transferred by UBS to Wells Fargo when we established our account with Wells Fargo. This information routinely transfers when assets are transferred, and the adequacy of this transfer is implicit in the proof of ownership letter from Wells Fargo because Wells Fargo would not affirm our relevant ownership without a reasonable basis for doing so. The attached letter from UBS further confirms this.

Regards,  
Stefan

Stefan J. Padfield, JD  
Deputy Director  
Free Enterprise Project  
National Center for Public Policy Research  
<https://nationalcenter.org/ncppr/staff/stefan-padfield/>



**UBS Financial Services Inc.**  
1000 Harbor Blvd  
3<sup>rd</sup> Floor  
Weehawken, NJ 07086

**Confirmation**

ubs.com/fs

National Center for Public Policy Research  
2005 Massachusetts Ave NW  
Washington, DC 20036

12/4/2023

## **Confirmation: Information regarding the account of The National Center for Public Policy Research**

Dear Sir,

Please accept this letter as a confirmation of the following facts:

- During the month of October 2023, the National Center for Public Policy Research transferred assets, including 95 individual equity positions, from UBS Financial Services account [REDACTED] to Wells Fargo account [REDACTED].
- As part of this transfer UBS Financial Services transmitted cost basis data, including purchase date and purchase price, for each of these 95 equity positions transferred to Wells Fargo.
- UBS has reviewed a copy of the October 2023 Wells Fargo statement for account [REDACTED] and has confirmed the original purchase dates and purchase prices which were transmitted by UBS Financial Services to Wells Fargo are being accurately and correctly reported on this statement.

### **Questions**

If you have any questions about this information, please contact the UBS Wealth Advice Center at [REDACTED].

Sincerely,

Evan Yeaw  
Head Wealth Advice Center Operations  
UBS Financial Services