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January 17, 2025

VIA STAFF ONLINE FORM

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

Re: Shareholder Proposal Submitted by Paul Rissman and co-filers[1]

Ladies and Gentlemen:

This letter is submitted on behalf of JPMorgan Chase & Co., a Delaware corporation (the "Company"), pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company requests that the staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") not recommend enforcement action if the Company omits from its proxy materials for the Company's 2025 Annual Meeting of Shareholders (the "2025 Annual Meeting") the shareholder proposal and supporting statement (the "Proposal") submitted by Paul Rissman (the "Proponent") and co-filers.

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

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[1] The following shareholders have co-filed the Proposal: Benedictine Sisters of Mount St Scholastica and Harrington Investments, Inc. The co-filers' submissions and related correspondence are not relevant to this no-action request and have been omitted from the exhibits hereto but may be supplementally provided upon the Staff's request.

being sent to the Proponent as notice of the Company's intent to omit the Proposal from the Company's proxy materials for the 2025 Annual Meeting.

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

Background

The Company received the Proposal via email on December 9, 2024, along with a cover letter from the Proponent. On December 11, 2024, the Company received an email from the Proponent with a copy of a letter from Sanford C. Bernstein & Co., LLC, verifying the Proponent's stock ownership in the Company. Copies of the Proposal, cover letter and related correspondence are attached hereto as Exhibit A.[2]

Summary of the Proposal

The text of the resolution contained in the Proposal follows:

> **Resolved**: Shareholders request the Board of Directors of JPMorgan Chase (JPM) issue a report disclosing whether and how the Company addresses the potential risks and opportunities related to the social impacts of JPM's transition finance efforts.

Basis for Exclusion

We hereby respectfully request that the Staff concur in the Company's view that it may exclude the Proposal from the proxy materials for the 2025 Annual Meeting pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations.

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2 Exhibit A omits correspondence between the Company and the Proponent that is irrelevant to this request, such as the aforementioned letter from Sanford C. Bernstein & Co., LLC and subsequent response. *See* the Staff's "Announcement Regarding Personally Identifiable and Other Sensitive Information in Rule 14a-8 Submissions and Related Materials" (Dec. 17, 2021), available at https://www.sec.gov/corpfin/announcement/announcement-14a-8-submissions-pii-20211217.

Analysis

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

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

The Staff has consistently agreed that shareholder proposals attempting to micromanage a company by probing too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment are excludable under Rule 14a-8(i)(7). *See* 1998 Release; *see also, e.g., Johnson & Johnson* (Mar. 1, 2024); *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023); *JPMorgan Chase & Co.* (Mar. 22, 2019); *Royal Caribbean Cruises Ltd.* (Mar. 14, 2019); *Walgreens Boots Alliance, Inc.* (Nov. 20, 2018); *RH* (May 11, 2018); *Amazon.com, Inc.* (Jan. 18, 2018, *recon. denied* Apr. 5, 2018). As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." *See* 1998 Release. In Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L"), the Staff explained that a proposal can be excluded on the basis of micromanagement based "on the level of granularity sought in the proposal and whether and to what extent it inappropriately limits discretion of the board or management."

In particular, the Staff has permitted exclusion on the basis of micromanagement of proposals that sought excessive and overly granular detail. For example, in *Air Products and Chemicals, Inc.* (Nov. 29, 2024), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that requested a report on the company's policy and procedures governing direct and indirect lobbying and grassroots lobbying communications; payments used for direct or indirect lobbying or grassroots lobbying communications, in each case including the recipient and the amount of the payment; the company's membership in and payments to any tax-exempt organization that writes and endorses model legislation; and a description of management's decision-making process and the board's oversight for making the aforementioned payments. In permitting exclusion, the Staff noted that the proposal "seeks to micromanagement the

[c]ompany." Similarly, in *JPMorgan Chase & Co.* (Mar. 29, 2024), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that requested, for each of its sectors with a 2030 target, the Company annually disclose the proportion of sector emissions attributable to clients that are not aligned with a credible Net Zero pathway, whether this proportion of unaligned clients will prevent the Company from meeting its 2030 targets, and the actions it proposes to address any such emissions reduction shortfalls, noting that the proposal "seeks to micromanagement the Company." *See also Phillips 66* (Mar. 20, 2023) (permitting exclusion on the basis of micromanagement of a proposal that requested an audited report describing the undiscounted expected value to settle obligations for the company's asset retirement obligations with indeterminate settlement dates); *Valero Energy Corp.* (Mar. 20, 2023) (same); *Deere & Co.* (Jan. 3, 2022) (permitting exclusion on the basis of micromanagement of a proposal that requested annual publication of the "written and oral content of any employee-training materials" offered to the company's employees); *GameStop Corp.* (Apr. 25, 2023) (permitting exclusion on the basis of micromanagement 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).

The Staff also has permitted exclusion on the basis of micromanagement of shareholder proposals urging the adoption of policies that impose specific methods for implementing complex policies. *See, e.g.*, *JPMorgan Chase & Co.* (Mar. 29, 2024) (permitting exclusion on the basis of micromanagement of a proposal that requested the Company to annually disclose the proportion of sector emissions attributable to clients that are not aligned with a credible Net Zero pathway, whether this proportion of unaligned clients would prevent the Company from meeting its 2030 targets, and the actions it proposes to address any such emissions reduction shortfalls); *Wells Fargo & Company* (Mar. 6, 2024) (same); *The Goldman Sachs Group, Inc.* (Mar. 4, 2024) (same); *Bank of America Corporation* (Feb. 29, 2024, *recon. denied* Apr. 15, 2024) (same). Similarly, in *Amazon.com, Inc.* (Apr. 7, 2023, *recon. denied* Apr. 20, 2023), the Staff permitted exclusion under Rule 14a-8(i)(7) of a proposal that would have required the company to adopt a particular methodology for scope 3 greenhouse gas emissions measuring and reporting that was inconsistent with the company's existing approach. In its response, the Staff noted that "the [p]roposal seeks to micromanage the [c]ompany by imposing a specific method for implementing a complex policy disclosure without affording discretion to management." *See also The Coca-Cola Co.* (Feb. 16, 2022) (permitting exclusion on the basis of micromanagement of a proposal requesting that the company submit any proposed political statement to shareholders at the next shareholder meeting for approval prior to issuing the subject statement publicly); *Rite Aid Corp.* (Apr. 23, 2021, *recon. denied* May 10, 2021) (permitting exclusion on the basis of micromanagement of a proposal requesting the board adopt a policy that would prohibit equity compensation grants to senior executives when the company common stock had a market price lower than the grant date market price of any prior equity compensation grants to such executives); *JPMorgan Chase & Co.* (Mar. 30, 2018) (permitting exclusion on the basis of micromanagement of a proposal that requested a report on the reputational, financial and climate risks associated with project and corporate lending, underwriting, advising and investing for tar sands production and transportation, noting that the proposal sought to "impose specific methods for implementing complex policies").

In this instance, the Proposal seeks to micromanage the Company by requesting overly granular detail and by imposing specific methods for implementing complex policies. Although couched as a request for disclosure, the Proposal would require the Company to analyze and assess "the potential risks and opportunities related to the social impacts of [its] transition finance efforts," which, as described below, would implicate intricate details over a wide range of topics and would limit the discretion of management by requiring the Company to modify its strategy for tracking and disclosing information related to numerous aspects of the Company's transition finance efforts. In this regard, the bulk of the supporting statement makes general claims about potential negative impacts from transition finance, touching on a wide variety of topics such as labor imbalances, potential social and political upheaval, rights of affected communities, human rights, public health and the environment. The supporting statement then asserts that "there is precious little in [the Company's] disclosures" on impacts from its transition finance efforts. The supporting statement further claims that "[the Company's] inadequate disclosure impairs investors' ability to understand how its transition finance plans safeguard shareholder returns."

If adopted, the Proposal would be unduly burdensome by requiring the Company to provide granular disclosure of "social impacts" related to its transition finance efforts. As a threshold matter, the Company would be required to determine which of its business activities constitutes "transition finance." While the supporting statement defines "transition finance" as "financial support that helps decarbonize high-emitting activities or enables the decarbonization of other economic activities," this extraordinarily broad definition, particularly the second part that relates to the "decarbonization of other economic activities," would implicate many different aspects of the Company's operations as a leading global financial services firm. Moreover, the Proposal would require the Company to report on whether and how it addresses "potential risks and opportunities" related to the "social impacts" of its business activities that provide "transition finance," all of which are broad terms that can encompass many different things. For instance, with respect to "social impacts," the supporting statement itself demonstrates the extraordinarily broad scope of the Proposal's requested disclosure by referencing the following topics as examples of social impacts from transition finance efforts: stranded human capital, human rights abuses, respect and partnership with communities, job loss/creation, unemployment, labor shortages, land use, pollution, social and political upheaval, job retraining and skill development, income support in job transitions, creating new green jobs, actively planning for economic diversification in affected communities, public health and supply chain disruption. In addition, the Proposal also would require the Company to disclose how its transition finance efforts "safeguard shareholder returns"—which, again, is a broad phrase that could encompass any number of considerations. Thus, the Proposal's request seeks excessively granular information on a wide range of considerations that relate to the Company's transition finance efforts.

In addition, decisions concerning the Company's transition finance efforts and how to address any related impacts require complex business judgments and distinct assessments by the Company's teams across various functions regarding what the Company considers to be reasonable and achievable and will serve the best interest of its business and serving its clients. Moreover, in pursuing its goal of supporting the transition to a low-carbon economy, the Company must consider a number of factors both within and outside of its control. These include, among other things, the necessity of technological advancements; data quality and availability; the evolution of consumer behavior and demand; the business decisions of the Company's clients, who are responsive to their own stakeholders; the need for thoughtful climate polices; the potential impact of legal and regulatory obligations; market conditions; and the challenge of balancing short-term targets with the need to facilitate an orderly transition and energy security. How the Company addresses the complex issue of transition finance and its related impacts, after considering the numerous factors described above, involves exactly the type of day-to-day operational decisions that the 1998 Release and SLB 14L recognized as appropriate for exclusion under Rule 14a-8(i)(7). By mandating that the Company report on the risks and opportunities related to the social impacts of the Company' transition finance efforts, the Proposal seeks to impose specific methods for implementing complex policies and, therefore, probes too deeply into matters of a complex nature upon which shareholders, as a group, are not in a position to make an informed judgment.

In addition, the Proposal would micromanage the Company because it would undermine management's discretion in determining the substance and manner of its disclosure of information related to its transition finance efforts. The Company already produces detailed disclosure on its approach to climate change and has done so since its first Climate Report in 2018. The Company's robust disclosures include its ESG and Climate reporting, Carbon Compass Methodology, regulatory filings, website, press releases and various other reports and presentations. Over time, the Company has evaluated and refined its approach to disclosure to meet changing investor information needs and regulatory disclosure requirements in various jurisdictions around the world. As discussed in more detail above, the manner in which the Company implements its transition finance efforts and considers related impacts, and how it reports to investors on these matters, necessitates a careful and complex analysis and weighing of multiple factors. By forcing the Company to report on "social impacts" of its transition finance efforts, which, as described above, implicate an extraordinarily broad range of topics, the Proposal would remove the ability of management to evaluate and make judgments regarding whether and how to communicate the Company's transition finance efforts to its investors and other stakeholders. Indeed, the Proposal's required disclosure is precisely the type of request that the Commission has determined would result in micromanagement. Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

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

Conclusion

On the basis of the foregoing, the Company respectfully requests the concurrence of the Staff that the Proposal may be excluded from the Company's proxy materials for the 2025 Annual Meeting. If you have any questions or would like any additional information regarding the foregoing, please do not hesitate to contact me at (202) 371-7180. Thank you for your prompt attention to this matter.

Very truly yours,

Brian V. Breheny

Enclosures

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

Paul Rissman

<u>EXHIBIT A</u>

(see attached)

[redacted]

From: Paul Rissman [redacted]
Sent: Monday, December 09, 2024 5:38 PM
To: Corporate Secretary
Cc: McGruder, Krista; Sanford Lewis
Subject: Re: Submission of shareholder proposal
Attachments: JPM filing letter 4.12.24.pdf; JPMorgan Shareholder Resolution Rissman 4.12.24.pdf

Categories: EXTERNAL SENDER – Review for phishing. Report if suspicious. For help visit go/phish

To whom it may concern,

Please acknowledge receipt of this shareholder proposal.

Regards,
Paul Rissman
Co-founder
Rights CoLab
www.rightscolab.org

> On Dec 4, 2024, at 11:05 AM, Paul Rissman [redacted] wrote:
>
> Dear Mr. Tribolati,
>
> Attached is a shareholder proposal intended for submission to the 2025 JPMorgan Chase & Co. Annual Meeting. Please acknowledge receipt.
>
> Sincerely,
> Paul Rissman
> Co-founder
> Rights CoLab
> www.rightscolab.org
>
>
>

December 4th, 2024

Via email

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

Re: Shareholder proposal for 2025 Annual Shareholder Meeting

Dear Mr. Tribolati,

I am submitting the attached proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8 to be included in the proxy statement of JPMorgan Chase & Co. (the "Company") for its 2025 annual meeting of shareholders. I am the lead filer for the Proposal and may be joined by other shareholders as co-filers.

I have continuously beneficially owned, for at least three years as of the date hereof, at least $2000 worth of the Company's common stock. Verification of this ownership will be sent under separate cover. I intend to continue to hold such shares through the date of the Company's 2025 annual meeting of shareholders.

I am available to meet with the Company via teleconference on December 16th or 17th at noon Eastern. Any co-filers have authorized me to conduct the initial engagement meeting, but may participate subject to their availability.

I can be contacted on [redacted] or by email at [redacted] to schedule a meeting. Please feel free to contact me with any questions.

Sincerely,
Paul Rissman

Resolved: Shareholders request the Board of Directors of JPMorgan Chase (JPM) issue a report disclosing whether and how the Company addresses the potential risks and opportunities related to the social impacts of JPM's transition finance efforts.

Supporting Statement:
Transition finance[1] — financial support that helps decarbonize high-emitting activities or enables the decarbonization of other economic activities, is an important aspect of JPM's business. JPM's Center for Carbon Transition "is a key business within J.P. Morgan's Corporate Advisory" and assists its Commercial and Investment Bank "on a wide variety of strategic sustainability-focused transactions."[2] JPM states that it has a $1 trillion Green objective, of which $242 billion has already been financed or facilitated.[3] Managing the human element of this massive climate transition appears as important as technical innovation or development of new physical infrastructure.

Stranded human capital and human rights abuses can generate public resistance to the transition; in contrast, investment in the retraining of people, and demonstrating respect and partnership with communities can ease and accelerate the transition. Whether coal miners losing their jobs in Appalachia or land use and pollution conflict in communities targeted for lithium mining, climate transition faces backlash where the human element is ignored.[4] A study of the Environmental Justice Atlas database found that one quarter of projects opposed by environmental defenders were stopped through protest, litigation and other forms of popular mobilization.[5]

According to the World Economic Forum (WEF)[6] "[t]he green transition… could concentrate job creation in already tight labour markets… deepen[ing] unemployment in some regions while causing labour shortages in others…" WEF notes that this "could fuel social and political upheaval."

Thus, part of the work of transition finance is to support finance, public policy or other provisions for worker transition such as job retraining and skill development, income support in job transitions, creating new green jobs, and actively planning for economic diversification in affected communities.

The rights of communities are also at stake, such as in regions where mining of minerals critical to the green transition threatens human rights and the environment. Transition strategies must respect human rights, public health and the environment, or they risk community resistance and supply chain disruption.

Unfortunately, there is precious little in JPM's disclosures on this topic. References to mitigating negative impacts appear in its 2023 Development Finance Institution Annual Report and Methodology, which apply to any type of emerging markets investments, but not specifically

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[1] https://www.weforum.org/stories/2023/01/davos23-transition-finance-decarbonization/
[2] https://www.jpmorgan.com/investment-banking/center-for-carbon-transition
[3] https://www.jpmorganchase.com/content/dam/jpmc/jpmorgan-chase-and-co/documents/Climate-Report-2024.pdf
[4] https://www.sciencedirect.com/science/article/abs/pii/S0301421518302301
[5] https://www.sciencedirect.com/science/article/pii/S0959378020301424?via%3Dihub
[6] https://intelligence.weforum.org/topics/a1Gb0000000pTDXEA2/key-issues/a1Gb00000015QJKEA2

to transition finance. Otherwise, disclosure concerning the social risks and opportunities of transition finance is absent in JPM's financial and sustainability reports, in contrast to its peer banks.[7] This is doubly concerning as JPM's "Green Progress" financing and facilitation has declined from 2022 to 2023.[8] JPM's inadequate disclosure impairs investors' ability to understand how its transition finance plans safeguard shareholder returns.

[7] https://www.iccr.org/wp-content/uploads/2024/11/ICCR-The-Role-of-Major-US-Banks-in-a-Just-Transition-to-a-Net-Zero-Carbon-Economy-FINAL.pdf

[8] https://www.jpmorganchase.com/content/dam/jpmc/jpmorgan-chase-and-co/documents/Climate-Report-2024.pdf