

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

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December 23, 2022

VIA EMAIL

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

Email: shareholderproposals@sec.gov

Re: Shareholder Proposal of the Service Employees International Union

Ladies and Gentlemen:

We submit this letter on behalf of Eli Lilly and Company (“Lilly” or the “Company”) to notify the Securities and Exchange Commission (the “Commission”) that the Company intends to omit from its proxy statement and form of proxy for its 2023 Annual Meeting of Shareholders (the “2023 Annual Meeting” and such materials, the “2023 Proxy Materials”) a shareholder proposal and supporting statement (the “Proposal”) submitted by the Service Employees International Union (the “Proponent”). We also request confirmation that the staff of the Division of Corporation Finance (the “Staff”) will not recommend enforcement action to the Commission if the Company omits the Proposal from the 2023 Proxy Materials for the reasons discussed below.

The Company currently anticipates filing a preliminary proxy statement with the Commission on or around February 24, 2023 due to the inclusion in the 2023 Proxy Materials of proposals to amend the Company’s Amended Articles of Incorporation and expects to file its definitive 2023 Proxy Materials on or around March 17, 2023. Accordingly, in compliance with Rule 14a-8(j) of the Securities Exchange Act of 1934, as amended, we have filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2023 Proxy Materials with the Commission. In light of the Company’s timeline for filing a preliminary proxy statement, the Company requests that the Staff respond to this letter prior to February 24, 2023 if practicable.

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

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notice of the Company's intent to omit the Proposal from the 2023 Proxy Materials. Likewise, we take this opportunity to inform the Proponent that if the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be provided concurrently to the undersigned on behalf of the Company.

THE PROPOSAL

The Proposal sets forth the following resolution to be voted on by shareholders at the 2023 Annual Meeting:

Whereas, we believe in full disclosure of Lilly's lobbying activities and expenditures to assess whether Lilly's lobbying is consistent with its expressed goals and shareholder interests.

Resolved, the shareholders of Lilly request the preparation of a report, updated annually, disclosing:

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

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

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

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The report shall be presented to the Public Policy and Compliance Committee and posted on Lilly's website.¹

BASIS FOR EXCLUSION

The Company hereby respectfully requests that the Staff concur in its view that the Company may exclude the Proposal from the 2023 Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has substantially implemented the Proposal.

ANALYSIS

The Proposal May be Excluded Under Rule 14a-8(i)(10) Because the Company Has Substantially Implemented the Proposal.

A. Background

In November 2021, the Company updated its political and policy participation website (the "*Political and Policy Participation Website*")² to disclose substantial information with respect to the direct and indirect political activities of the Company and the Company's employee-led political action committee (the "*LillyPAC*"), including without limitation, information regarding:

¹ The Proposal in full is attached hereto as Exhibit A.

² Available at <https://www.lilly.com/policies-reports/public-policy-political-participation>, and attached hereto as Exhibit B.

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- the Company’s board of directors (the “*Board*”) oversight of the Company’s political expenditures and lobbying activities;
- the Company’s political and policy participation;
- recipients of the Company’s political contributions;
- the Company’s political contributions to candidates for public office (directly from the Company and through the LillyPAC);
- the Company’s positions on healthcare policies;
- the Company’s federal and state lobbying activities (including a chart with links to Lilly’s state-by-state disclosures); and
- the Company’s trade association memberships (including those trade associations where the Company has a Board seat).

The Company also enhanced its disclosures related to the Company’s lobbying and political activities, including Board and Board committee oversight over the Company’s political expenditures and lobbying activities, in the Company’s proxy statement for the 2022 annual meeting of shareholders (the “*2022 Proxy Materials*”).³

Beyond the extensive disclosures in the Political and Policy Participation Website and the 2022 Proxy Materials described above, additional information regarding the Company’s political activities is available from numerous other public sources. The Company’s direct lobbying expenses are also available to the public on the Lobbying Disclosure page of the United States House of Representatives website⁴ and through individual state agencies.⁵ Additionally, the trade associations through which the Company conducts its indirect lobbying activities are also required to disclose their lobbying expenditures to the United States Senate under the Lobbying Act of 1995, and additional details regarding the Company’s corporate contributions, LillyPAC’s

³ Available at <https://www.sec.gov/Archives/edgar/data/59478/000005947822000099/llydef14a2022.htm>, page 32.

⁴ Available at disclosures.house.gov/ld/ldsearch.

⁵ For example, you can find the Company’s direct lobbying expenses for the state of California at <https://cal-access.sos.ca.gov/>, for the state of Indiana at <https://www.in.gov/ilrc/>, for the state of Illinois at <https://www.ilsos.gov/departments/index/lobbyist/lobintro.html>, and for the state of Pennsylvania at <https://www.dos.pa.gov/OtherServices/LobbyingDisclosure/Pages/default.aspx> (collectively referred to as the “*State Lobbying Websites*”).

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contribution data, and the Company's direct lobbying expenses are available to the public on the Federal Election Committee website⁶ and through individual state agencies.⁷

B. Rule 14a-8(i)(10) Background

Rule 14a-8(i)(10) allows a company to exclude a shareholder proposal from its proxy materials if the company has substantially implemented the proposal. The purpose of Rule 14a-8(i)(10) is “to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management.” SEC Release No. 34-12598 (Jul. 7, 1976). Importantly, Rule 14a-8(i)(10) does not require a company to implement every detail of a proposal in order for the proposal to be excluded. The Staff has maintained this interpretation of Rule 14a-8(i)(10) since 1983, when the Commission reversed its prior position of permitting exclusion of a proposal only where a company's implementation efforts had “fully” effectuated the proposal. *SEC Release No. 34-20091* (Aug. 16, 1983). The 1998 amendments to Rule 14a-8 codified this position. *See Exchange Act Release No. 40018* (May 21, 1998), at n.30 and accompanying text. Based on this revised approach, the Staff has consistently permitted exclusion under Rule 14a-8(i)(10) when a proposal has been “substantially implemented” because the company has satisfied the “essential objective” of the proposal. *See, e.g., Quest Diagnostics Inc.* (Mar. 17, 2016) where the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company adopt a proxy access by-law permitting a stockholder or a group of stockholders owning 3% of the company's stock for three years to nominate up to 25% of the board. The Staff concluded that the board had adopted a proxy access bylaw that had addressed the “essential objective” of the proposal by providing a proxy access procedure under which one or a group of stockholders who owned 3% or more of the company's stock for at least three years may include in the company's proxy statement and on the company's proxy card stockholder-nominated director candidates representing the greater of two directors or 20% of the number of directors on its board. Similarly in *PG&E Corp.* (Mar. 10, 2010), the Staff permitted exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company provide a report disclosing, among other things, the company's standards for choosing the organizations to which the company makes charitable contributions and the “business rationale and purpose for each of the charitable contributions.” In arguing that the proposal had been substantially implemented, the company referred to a website where the company had described its policies and guidelines for determining the types of grants that it makes and the types of requests that the company typically does not fund. Although the proposal appeared to contemplate disclosure of each and every charitable contribution, the Staff concluded that the company had substantially implemented the proposal. *See also, e.g., The Wendy's Co.* (Apr. 10, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report assessing human rights risks of the company's operations, including the

⁶ Available at <https://www.fec.gov/data/>.

⁷ For examples see the State Lobbying Websites.

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principles and methodology used to make the assessment, the frequency of assessment and how the company would use the assessment's results, where the company had a code of ethics and a code of conduct for suppliers and disclosed on its website the frequency and methodology of its human rights risk assessments); *MGM Resorts Int'l* (Feb. 28, 2012) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report on the company's sustainability policies and performance, including multiple objective statistical indicators, where the company published an annual sustainability report); and *The Boeing Co.* (Feb. 17, 2011) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company review its policies related to human rights and report its findings, where the company had already adopted human rights policies and provided an annual report on corporate citizenship).

The Staff has noted that "a determination that a 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). Even if a company's actions do not go as far as those requested by the stockholder proposal, they nonetheless may be deemed to "compare favorably" with the requested actions. *See also, Advance Auto Parts, Inc.* (Apr. 9, 2019) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company issue a sustainability report "in consideration of the SASB Multiline and Specialty Retailers & Distributors standard," on the basis that the company's "public disclosures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal," where the company argued that a combination of its existing disclosures sufficiently addressed the core purpose of the proposal, acknowledging that the disclosures deviated in certain respects from the SASB standard); *Applied Materials, Inc.* (Jan. 17, 2018) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that the company "improve the method to disclose the Company's executive compensation information with their actual compensation," on the basis that the company's "public disclosures compare favorably with the guidelines of the Proposal and that the Company has, therefore, substantially implemented the Proposal," where the company argued that its current disclosures follow requirements under applicable securities laws for disclosing executive compensation); *Kewaunee Scientific Corporation* (May 31, 2017) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting that nonemployee directors no longer be eligible to participate in the company's health and life insurance programs, on the basis that the company's "policies, practices and procedures compare favorably with the guidelines of the proposal and that Kewaunee...substantially implemented the proposal," where the board had adopted a policy prohibiting nonemployee directors from participating in the company's health and life insurance programs after December 31, 2017, an effective date that was later than the effective date the proponent may have envisioned); *Exxon Mobil Corp.* (Mar. 23, 2009) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting a report regarding political contributions where the company's pre-existing political contribution policies and procedures compared favorably to the proposal at issue, despite the disclosures not being as fulsome as the proponent had contemplated, and the analysis not rising

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to the level of detail that the proponent desired); *Walgreen Co.* (Sept. 26, 2013) (permitting exclusion under Rule 14a-8(i)(10) of a proposal requesting elimination of supermajority voting requirements in the company's governing documents where the company had eliminated all but one of the supermajority voting requirements); and *Johnson & Johnson* (Feb. 17, 2006) (permitting exclusion under Rule 14a-8(i)(10) of a proposal that requested the company to confirm the legitimacy of *all* current and future U.S. employees because the company had verified the legitimacy of 91% of its domestic workforce).

The Staff applied this standard to a proposal similar to the Proposal in *Exelon Corporation* (Feb. 26, 2010), where the proposal requested a semi-annual report that sought disclosure of the company's policies and procedures for political contributions, both direct and indirect, as well as a list of "[m]onetary and non-monetary contributions to political candidates, political parties, political committees and other political entities organized and operating under 26 USC Sec. 527 of the Internal Revenue Code." The company argued that it had adopted Corporate Political Contributions Guidelines and began issuing a report disclosing the company's political contributions, which substantially implemented the proposal by "giving the Company's Shareholders an up-to-date view of the Company's policies and procedures with regard to political contributions and...with up-to-date information about the Company's political contributions." The Staff concurred that Exelon's shareholders did not need to "reconsider the issue" because it "already acted favorably on an issue addressed in a shareholder proposal" in exclusion of the proposal under Rule 14a-8(i)(10). As explained below, the Company, like in *Exelon Corporation*, has already provided expansive public disclosure regarding its direct and indirect lobbying activities and expenditures, so the Proposal should be excluded so that shareholders are not forced to reconsider the issue.

We note that the Commission has proposed to amend Rule 14a-8(i)(10) to require that a company show that it has implemented the "essential elements" of the proposal in order to exclude it pursuant to the rule. The proposed amendments, if adopted, would result in a higher standard for establishing the availability of Rule 14a-8(i)(10). However, as no final rule has been adopted by the Commission, the Company expects that the Staff will apply the current rule and historical precedent, which leads to the conclusion that the Company may exclude the Proposal as substantially implemented under Rule 14a-8(i)(10).

C. The Company Has Substantially Implemented the Proposal

The Company has substantially implemented the essential elements of the Proposal, which call for the Board to prepare an annually updated report to shareholders disclosing the Company's "direct and indirect lobbying activities and expenditures to assess whether its lobbying is consistent with its expressed goals and in the best interest of shareholders." As detailed in the table below, the Company has already taken actions to address the essential elements of the Proposal by providing shareholders an up-to-date view of the Company's policies and procedures with regard

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to its lobbying activities, lobbying expenditures, trade group memberships, decision-making and system of oversight through existing disclosures in the Political and Policy Participation Website, 2022 Proxy Materials, environmental, social and governance website (the “*ESG Website*”)⁸ and other publicly available policies and procedures regarding its political activities. Section 1 of the table sets forth illustrative examples of Lilly’s already existing public disclosures of its policies and procedures governing lobbying activities; Section 2 sets forth illustrative examples of Lilly’s already existing public disclosures of its lobbying expenditures; Section 3 sets forth illustrative examples of Lilly’s already existing public disclosures of its membership in and payments to any tax-exempt organization that writes and endorses model legislation; Section 4 sets forth illustrative examples of Lilly’s already existing public disclosures of its decision making process and the Board’s oversight over lobbying activities; and Section 5 sets forth illustrative examples of Lilly’s already existing public disclosures describing how the foregoing information is updated at least annually. These disclosures collectively enable shareholders to assess whether the Company’s lobbying activities are consistent with its expressed goals and in the best interest of shareholders. Therefore, consistent with the line of precedent cited above, the Company has substantially implemented the Proposal and, accordingly, the Proposal should be excluded from the 2023 Proxy Materials pursuant to Rule 14a-8(i)(10).

For the convenience of the Staff, the following table illustrates the Company’s substantial implementation of each request in the Proposal.

<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
<p><u>Section 1: Lilly’s Policy and Procedures Governing Lobbying Activities</u></p> <p>Disclose “Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.”</p>	<p><u>General policies and procedures</u></p> <p><u>Political and Policy Participation Website:</u></p> <p><i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “As a biopharmaceutical company that develops treatment for serious diseases, we play an important role in public health. We believe it is important for our company to be a responsible participant in political and public policy debates around the world. Our engagement in the political arena helps ensure that patients have access to needed medications—leading to improved patient outcomes. Through public policy engagement, we provide a way for all our

⁸ Available at <https://esg.lilly.com>, and attached hereto as Exhibit C.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>locations globally to offer Lilly’s perspective on the political environment in a manner that supports access to innovative medicines. We also look for ways to engage on issues specific to local business environments.”</p> <ul style="list-style-type: none"> • “Our public policy efforts center on three key areas: innovation; health care delivery; and pricing and reimbursement. We disclose our lobbying activities in compliance with the Lobbying Disclosure Act. For additional information on Lilly’s positions on healthcare policies, please see: lilly.com/policies-reports/public-policy.”⁹ <p><u>Governance:</u></p> <p><u>2022 Proxy Materials:</u></p> <p><i>Governance</i></p> <ul style="list-style-type: none"> • “Our board oversees and maintains ongoing engagement with our Compensation Committee, Directors and Corporate Governance Committee, and senior executives on key political, social, and governance matters, including sustainability and human capital management.”¹⁰ <p><i>Membership and Meetings of the Board and Its Committees</i></p>

⁹ The Company’s healthcare policy positions are embedded as a link on the Political and Policy Participation Website, and attached hereto as Exhibit D.

¹⁰ 2022 Proxy Materials, page 7.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<ul style="list-style-type: none"> • “The board exercises oversight over a broad range of areas, but the board’s key responsibilities include the following (certain of which are carried out through the board’s committees):... overseeing the company’s approach to current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company [and] overseeing the company’s political expenditures and lobbying activities.”¹¹ <p style="text-align: center;"><i>Highlights of the Company’s Corporate Governance</i></p> <ul style="list-style-type: none"> • “The Directors and Corporate Governance Committee is responsible for identifying current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance, or reputation of the company.”¹² <p style="text-align: center;"><u>Directors and Corporate Governance Committee Charter (the “DCG Charter”):</u>¹³</p> <p style="text-align: center;"><i>Duties and Responsibilities</i></p> <ul style="list-style-type: none"> • “Identify and bring to the attention of the board as appropriate current and emerging environmental, social, political, and governance trends and public policy issues

¹¹ 2022 Proxy Materials, page 26.

¹² 2022 Proxy Materials, page 32.

¹³ Available at

https://assets.ctfassets.net/srys4ukjcerm/2NSXuCkISimFKZR4uEK77h/e6afe1dd3873b4127d2e43c0d64b13d0/Directors_and_Governance_Charter.pdf and attached hereto as Exhibit E.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>that may affect the business operations, performance or reputation of the company.”</p> <p><u>The Company’s Corporate Governance Guidelines (the “Guidelines”):</u>¹⁴</p> <ul style="list-style-type: none"> • The responsibilities of the board include “overseeing the company’s approach to current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.” <p><u>Political and Policy Participation Website:</u></p> <p><i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “In addition, the full Board receives regular updates at Board meetings from our Senior Vice President, Corporate Affairs and Communications, which include updates on public policy issues and the company’s political corporate activity, as needed. The full Board also receives semi-annual updates on political engagement, including information on the contributions made by LillyPAC and the company, as well as trade association memberships.” <p><u>Direct Lobbying</u></p> <p><u>Political and Policy Participation Website:</u></p>

¹⁴ Available at https://assets.ctfassets.net/srys4ukjcerm/VmwwIXnifJeBsNOygHetf/5697f8760b689641c541d1999322b8ff/Corporate_Governance_Guidelines.pdf and attached hereto as Exhibit F.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “Lilly conducts direct lobbying efforts at the federal, state, and local levels to educate policymakers on the specific implications that various legislation may have on the company, our community, and patients. Lilly’s Vice President of Global Government Affairs is responsible for the company’s lobbying activities.” • “When engaging in lobbying activities, we comply with the laws that govern such activities. Lilly employees must also comply with our global policies, core values and legal obligations, which are outlined in our written Code of Business Conduct, The Red Book.”¹⁵ • “Where permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual Report of Political Financial Support.”¹⁶

¹⁵ Available at https://assets.ctfassets.net/1o78rkh13da6/5zuwIQDPRsZ776L3SrFoXQ/0e9392b77d5b2717b56f010ad8284e94/The_Red_Book_2021_Lilly_Code_of_Business_Conduct_English.pdf.

¹⁶ Lilly’s 2021 Report of Political Financial Support is available at https://assets.ctfassets.net/srys4ukjcerm/5GoHSsayifsRIan3hqMsub/31e68f71481d831b423840dd5dd075ff/2021_Lilly_Report_of_Political_Financial_Support.pdf, and attached hereto as Exhibit G-1 and Lilly’s 2022 Mid-Year Report of Political Financial Support is available at

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><u>Indirect Lobbying</u></p> <p><u>Political and Policy Participation Website:</u></p> <p><i>Political and Policy Participation</i></p> <ul style="list-style-type: none"> • “Lilly maintains memberships in organizations that report lobbying activity to the U.S. federal government, including the Pharmaceutical Research and Manufacturers of America, the National Association of Manufacturers, the Biotechnology Innovation Organization, the U.S. Chamber of Commerce and the Business Roundtable. We support organizations that champion public policies that contribute to pharmaceutical innovation, healthy patients, and a healthy business climate.” • “Our membership in these organizations is evaluated annually by the company’s U.S. Government Affairs leaders based on these organizations’ expertise in healthcare policy and advocacy and support of key issues of importance to Lilly.” <p><u>Grassroots Lobbying Communications:</u></p> <p><i>Not Applicable</i></p> <ul style="list-style-type: none"> • The Company <u>does not</u> engage in “grassroots” lobbying communications.

https://assets.ctfassets.net/srys4ukjcerm/6hrpEELCQAMlvKxZAsKbV4/f7f446696dd191fa66f2c9c841b9224e/2022_Jan-June_Report_of_Political_Financial_Support.pdf, and attached hereto as Exhibit G-2 (together, the “*Reports of Political Financial Support*”).

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
<p><u>Section 2: Lobbying Expenditures</u></p> <p>Disclose “[p]ayments by Lilly used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.</p>	<p><u>Payments for Direct and Indirect Lobbying</u></p> <p><u>Political and Policy Participation Website:</u></p> <p><i>Federal and State Lobbying Activities</i></p> <ul style="list-style-type: none"> • “In 2021, Lilly spent \$7,015,000 on U.S. federal lobbying activities, which includes, but is not limited to, compensation and benefits for staff members, payment of external consultants, policy research funding and travel expenses.” <p><i>Political Contributions to Candidates for Public Office</i></p> <ul style="list-style-type: none"> • “Lilly has voluntarily disclosed its corporate contributions on an annual basis in the past but will disclose them on a biannual basis starting in 2022. In 2021, Lilly provided corporate contributions to state candidates and committees totaling \$248,650. For more information, please see our Reports of Political Financial Support.” • “LillyPAC has voluntarily disclosed its contributions on an annual basis in the past but will disclose them on a biannual basis starting in 2022. In 2021, LillyPAC contributions to local, state and federal candidates totaled \$751,350. For more information, please see our Reports of Political Financial Support.” <p><i>Trade Association Memberships</i></p> <ul style="list-style-type: none"> • As noted above, the Political and Policy Participation Website contains information regarding the Company’s U.S. trade

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>association memberships for which the Company pays annual dues of \$50,000 or more that also includes information regarding the percentage of dues collected by such trade association utilized for federal and state lobbying and political expenditures.</p> <p><i>Recipients of Company’s Political Contributions</i></p> <ul style="list-style-type: none"> • As noted above, “[w]here permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual Report of Political Financial Support.”¹⁷ • “Lilly has not made ‘independent expenditures,’ such as by paying for advertisements in support of or opposition to candidates running for public office and does not have plans to make such expenditures. Nor does Lilly anticipate making ‘independent expenditures’ in support of or opposition to ballot measures. Were Lilly to make an ‘independent expenditure’ in the future, it would

¹⁷ See Exhibit G-1 and Exhibit G-2. The Company has published a report of its political financial support since 2010. The Company has begun publishing its report of political financial support biannually in 2022. These reports are also available on the Political and Policy Participation Website.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>disclose this spending on its Report on Political Financial Support.”</p> <p><u>Payments for Grassroots Lobbying Communications:</u></p> <p><i>Not Applicable</i></p> <ul style="list-style-type: none"> As noted above, the Company <u>does not</u> engage in “grassroots” lobbying communications.
<p><u>Section 3: Memberships in Certain Tax-Exempt Organizations</u></p> <p>Disclose “Lilly’s membership in and payments to any tax-exempt organization that writes and endorses model legislation.”</p>	<p><u>The Political and Policy Participation Website:</u></p> <p><i>Payments to any Tax-Exempt Organizations that write and endorse model legislation</i></p> <ul style="list-style-type: none"> As noted above, the Political and Policy Participation Website contains information regarding the Company’s U.S. trade association memberships for which the Company pays annual dues of \$50,000 or more that also includes information regarding the percentage of dues collected by such trade association utilized for federal and state lobbying and political expenditures. Several of these trade associations write and endorse model legislation, however, the Company also notes that “we recognize that these organizations may engage in a broad range of other issues that extend beyond the scope of what is of primary importance to Lilly. If concerns arise about an organization’s activities or involvement, we convey our concerns to these groups. We believe there is value in making sure our positions on issues important to Lilly

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	and our industry are communicated and understood within those organizations. Lilly's membership in these groups comes with the understanding that we may not always agree with the positions of the larger organization and/or other members.”

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
<p>Section 4: Decision-Making Process and Board Oversight</p> <p>Disclose a “[d]escription of management’s decision making process and the Board’s oversight for making payments described... above.”</p>	<p><u>Political and Policy Participation Website:</u></p> <p><i>Decision-making process and the Board’s oversight for making political contributions</i></p> <ul style="list-style-type: none"> • As noted above, the “Lilly Board of Directors exercises governance oversight of our political expenditures and lobbying activities to ensure that we fulfill our commitment to stewardship of corporate funds and risk minimization with respect to such activities, as well as other environmental, social and governance matters. The Directors and Corporate Governance Committee of the Board is responsible for identifying current and emerging social, environmental, political and governance trends and public policy issues that may affect the business operations, performance, or reputation of the company. In addition, the full Board receives regular updates at Board meetings from our Senior Vice President, Corporate Affairs and Communications, which include updates on public policy issues and the company’s political corporate activity, as needed. The full Board also receives semi-annual updates on political engagement, including information on the contributions made by LillyPAC and the company, as well as trade association memberships.” • “Lilly’s Vice President of Global Government Affairs reviews and approves all corporate political contributions to ensure these contributions are consistent with the company’s guidelines and in accordance with applicable laws. The

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p>company’s General Counsel and the Chief Financial Officer, or their designees, also approve all corporate political contributions before they are made.”</p> <ul style="list-style-type: none"> • “The LillyPAC governing board is comprised of 16 U.S.-based employees who represent business areas throughout the company. The LillyPAC governing board reviews all contributions made by LillyPAC twice annually. Lilly’s Vice President, U.S. Government Affairs manages LillyPAC operations, and a member of Lilly’s Executive Committee serves as an executive sponsor and board chair of LillyPAC to ensure compliance and alignment with company priorities.” • As noted above, when engaging in lobbying activities, all of the Company’s employees must comply with the Company’s publicly disclosed Code of Business Ethics. <p><u>2022 Proxy Materials:</u></p> <p><i>Role of the Board</i></p> <ul style="list-style-type: none"> • As noted above, the entire Board exercises oversight over “current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.”¹⁸

¹⁸ 2022 Proxy Materials, page 26.

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<i>Requests Made in Proposal</i>	<i>Illustrative Implementation by the Company</i>
	<p><u>Guidelines:</u></p> <p><i>Key Board Responsibilities</i></p> <ul style="list-style-type: none"> • As noted above, a mandate of the board includes “overseeing the company’s approach to current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.” <p><u>DCG Charter:</u></p> <p><i>Duties and Responsibilities</i></p> <p>As noted above, the Directors and Corporate Governance committee of the Board’s duties and responsibilities include “identify[ing] and bring[ing] to the attention of the board as appropriate current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.”</p>
<p><u>Section 5: Annual Updates</u></p> <p>“The report shall be updated annually.”</p>	<ul style="list-style-type: none"> • The above referenced disclosures and information are already publicly available through the Company’s various websites dedicated to substantial disclosure of the Company’s lobbying activities, including the Political and Policy Participation Website, proxy materials and other publicly available policies and procedures, all of which are reviewed and updated annually.

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CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal from the 2023 Proxy Materials. Should the Staff disagree with the conclusions set forth in this letter, or should you require any additional information in support of our position, we would welcome the opportunity to discuss these matters with you as you prepare your response. Any such communication regarding this letter should be directed to me at sarkis.jebajian@kirkland.com or (212) 446-5944.

Sincerely,



Sarkis Jebejian, P.C.

cc: Anat Hakim
Executive Vice President, General Counsel and Secretary, Eli Lilly and Company

Maureen O'Brien
(as authorized representative for the SEIU Master Trust)

Exhibit A
[Copy of Proposal]

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

Resolved, the shareholders of Lilly request the preparation of a report, updated annually, disclosing:

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

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

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

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

Supporting Statement

Lilly spent \$95,877,000 from 2010 – 2021 on federal lobbying. This figure does not include state lobbying, where Lilly lobbied in at least 46 states in 2021. Lilly also lobbies abroad, spending between €900,000–999,000 on lobbying in Europe for 2021.

Lilly fails to disclose its third-party payments to trade associations and social welfare groups (SWGs), or the amounts used for lobbying, to shareholders. Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity. These groups may be spending “at least double what’s publicly reported.”¹ For example, Pharmaceutical Research and Manufacturers of America (PhRMA) has given millions to controversial “dark money” SWGs like the American Action Network.²

Lilly belongs to the Chamber of Commerce, Business Roundtable, National Association of Manufacturers (NAM) and PhRMA, which together have spent over \$2.8 billion on lobbying since 1998, and supports SWGs that lobby, like the Alliance for Patient Access (AfPA), “which claims to be pro-consumer but consistently advocates against policies to lower drug prices.”³

¹ <https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/>.

² <https://www.opensecrets.org/news/2019/11/big-pharma-bankrolled-conservative-groups-tax-returns-show/>.

³ <https://prospect.org/power/astroturf-campaign-attacks-discount-drug-program-for-poor/>.

We believe Lilly's lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Lilly states it supports more affordable medicines, yet funds PhRMA and AfPA's opposition to lower prescription drug prices.⁴ Lilly opposed Indiana voter restrictions, yet groups have asked Lilly to cut ties with the American Legislative Exchange Council (ALEC) "because of its voter restriction efforts."⁵ Lilly is also represented at ALEC by its trade associations, as the Chamber, NAM and PhRMA each sit on its Private Enterprise Advisory Council.

⁴ <https://www.opensecrets.org/news/2021/09/pharmaceutical-industry-backs-democratic-holdouts-on-drug-pricing-plan/>; <https://nonprofitquarterly.org/alliance-for-patient-access-not-even-trying-subtlety/>.

⁵ <https://www.thenation.com/article/politics/alec-corporations-democracy/>.

Exhibit B

[Copy of Political and Policy Participation Website]



Public Policy Engagement and Political Participation

Political and Policy Participation

As a biopharmaceutical company that develops treatment for serious diseases, we play an important role in public health. We believe it is important for our company to be a responsible participant in political and public policy debates around the world. Our engagement in the political arena helps ensure that patients have access to needed medications—leading to improved patient outcomes. Through public policy engagement, we provide a way for all our locations globally to offer Lilly's perspective on the political environment in a manner that supports access to innovative medicines. We also look for ways to engage on issues specific to local business environments.

Through our policy research, development and stakeholder dialogue activities, Lilly focuses on several dynamic areas that are important to our company, our industry and the people we serve.

Our public policy efforts center on three key areas: innovation; health care delivery; and pricing and reimbursement. We disclose our lobbying activities in compliance with the Lobbying Disclosure Act. For additional information on Lilly's positions on healthcare policies, please see Lilly's [public policy page](#).

Board Oversight

The Lilly Board of Directors exercises governance oversight of our political expenditures and lobbying activities to ensure that we fulfill our commitment to stewardship of corporate funds and risk minimization with respect to such activities, as well as other environmental, social and governance matters. The Directors and Corporate Governance Committee of the Board is responsible for identifying current and emerging social, environmental, political and governance trends and public policy issues that may affect the business operations, performance, or reputation of the company. In addition, the full Board receives regular updates at Board meetings from our Senior Vice President, Corporate Affairs and Communications, which include updates on public policy issues and the company's political corporate activity, as needed. The full Board also receives semi-annual updates on political engagement, including information on the contributions made by LillyPAC and the company, as well as trade association memberships.

Recipients of Company's Political Contributions

Where permitted, Lilly may make lawful political contributions in the United States to political candidate committees, political parties, political action committees, ballot measure committees, associations and other political organizations operating under section 527 of the Internal Revenue Code. Lilly will only fund other non-candidate expenditures by exception (e.g., certain ballot initiatives) and those contributions are disclosed in our annual [Report of Political Financial Support](#).

Lilly has not made “independent expenditures,” such as by paying for advertisements in support of or opposition to candidates running for public office and does not have plans to make such expenditures. Nor does Lilly anticipate making “independent expenditures” in support of or opposition to ballot measures. Were Lilly to make an “independent expenditure” in the future, it would disclose this spending on its Report on Political Financial Support.this spending on its Report on Political Financial Support.

Political Contributions to Candidates for Public Office

Our political contributions promote the interests of the company and the patients and customers we serve. They are made without regard to the partisan affiliation of the candidate or the private political preferences of our officers and directors.

LillyPAC and corporate contributions are made based on several criteria, including:

- Voting record or announced positions on issues important to Lilly.
- Demonstrated leadership on key committees of importance to our business.
- Potential for legislative leadership.
- Dedication to improving the relationship between business and government.
- Representation of a state or district where Lilly has a facility or large concentration of employees.

Corporate Political Contributions

Corporate political contributions are made to state candidates and committees, where permissible.

Lilly’s Vice President of Global Government Affairs reviews and approves all corporate political contributions to ensure these contributions are consistent with the company’s guidelines and in accordance with applicable laws. The company’s General Counsel and the Chief Financial Officer, or their designees, also approve all corporate political contributions before they are made.

Lilly has voluntarily disclosed its corporate contributions on an annual basis in the past but will disclose them on a biannual basis starting in 2022. In 2021, Lilly provided corporate contributions to state candidates and committees totaling \$248,650. For more information, please see our Reports of Political Financial Support below.

LillyPAC

Lilly’s Political Action Committee (LillyPAC) is funded solely by voluntary contributions from eligible employees and supports political candidates of all parties at the local, state and federal level who understand the policies that advance a positive environment for biopharmaceutical innovation. The LillyPAC governing board is comprised of 16 U.S.-based employees who represent business areas throughout the company. The LillyPAC governing board reviews all contributions made by LillyPAC twice annually. Lilly’s Vice President, U.S. Government Affairs manages LillyPAC operations, and a member of Lilly’s Executive Committee serves as an executive sponsor and board chair of LillyPAC to ensure compliance and alignment with company priorities.

LillyPAC has voluntarily disclosed its contributions on an annual basis in the past but will disclose them on a biannual basis starting in 2022. In 2021, LillyPAC contributions to local, state and federal candidates totaled \$751,350. For more information, please see our Reports of Political Financial Support below.

[View Reports](#)



[2022 Mid-Year Report of Political Financial Support](#)

[2021 Report of Political Financial Support](#)

[2020 Report of Political Financial Support](#)

[2019 Report of Political Financial Support](#)

[2018 Report of Political Financial Support](#)

[2017 Report of Political Financial Support](#)

[2016 Report of Political Financial Support](#)

[2015 Report of Political Financial Support](#)

[2014 Report of Political Financial Support](#)



Federal and State Lobbying Activities

Lilly conducts direct lobbying efforts at the federal, state, and local levels to educate policymakers on the specific implications that various legislation may have on the company, our community, and patients. Lilly's Vice President of Global Government Affairs is responsible for the company's lobbying activities.

When engaging in lobbying activities, we comply with the laws that govern such activities. Lilly employees must also comply with our global policies, core values and legal obligations, which are outlined in our written Code of Business Conduct, The Red Book.

Lilly complies with the Lobbying Disclosure Act and files quarterly reports that include information regarding our federal lobbying expenditures. These reports may be viewed on the U.S. Senate Lobbying Disclosure Act Database [website](#). In all states where we operate, we comply with state registration and reporting requirements. Our state reporting may be viewed on each state's lobbying disclosure website. Lilly voluntarily provides [this chart](#) for locating its disclosures on each state's website.

In 2021, Lilly spent \$7,015,000 on U.S. federal lobbying activities, which includes, but is not limited to, compensation and benefits for staff members, payment of external consultants, policy research funding and travel expenses.

Trade Association Memberships

Lilly maintains memberships in organizations that report lobbying activity to the U.S. federal government, including the Pharmaceutical Research and Manufacturers of America, the National Association of Manufacturers, the Biotechnology Innovation Organization, the U.S. Chamber of Commerce and the Business Roundtable. We support organizations that champion public policies that contribute to pharmaceutical innovation, healthy patients, and a healthy business climate.

Our membership in these organizations is evaluated annually by the company's U.S. Government Affairs leaders based on these organizations' expertise in healthcare policy and advocacy and support of key issues of importance to Lilly.

In addition to their positions on health care and business policy issues, we recognize that these organizations may engage in a broad range of other issues that extend beyond the scope of what is of primary importance to Lilly. If concerns arise about an organization's activities or involvement, we convey our concerns to these groups. We believe there is value in making sure our positions on issues important to Lilly and our industry are communicated and understood within those organizations. Lilly's membership in these groups comes with the understanding that we may not always agree with the positions of the larger organization and/or other members.

We disclose memberships in organizations to which Lilly pays annual membership dues of \$50,000 or more, and which lobby in the U.S. at the federal and state level, as well as the percentage of dues collected from member companies utilized by that organization for federal and state lobbying and political expenditures. If Lilly has a board seat in any of those organizations, the board seat is also disclosed and noted with an asterisk.

- BIOCOM California* (10%)
- Biotechnology Innovation Organization* (41%)
- Business Forward (10%)
- Business Roundtable (60%)
- California Life Sciences (22%)



- Indiana Chamber of Commerce* (9%)
- Indy Chamber* (5%)
- National Association of Manufacturers* (20%)Pharmaceutical
- Research and Manufacturers of America* (33%) U.S. Chamber of
- Commerce (25%)

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Exhibit C

[Copy of ESG Website]



Our Governance Approach

Our company was founded nearly 150 years ago on the Lilly family’s core values of integrity, excellence and respect for people, and these values continue to guide all that we do today. We are committed to upholding our high standards of corporate conduct in all business dealings around the world. We believe that a strong system of corporate governance is critical to promoting the long-term interests of our shareholders and other company stakeholders.

Governance Priorities

[Business Ethics](#)
 [Corporate Governance](#)
 [Supply Chain Management](#)

Business Ethics

SASB Disclosures Covered:

- [Business Ethics \(HC-BP-510a.2\);](#)
- [Ethical Marketing \(HC-BP-270a.2\)](#)

Business Ethics Management Approach

At Lilly, we are committed to upholding high standards of corporate conduct in our business dealings around the world. Our code of business conduct – called [The Red Book](#) – and our policies, compliance management systems, HR performance and promotion systems, training programs and communications initiatives are designed to work together to reinforce a culture of integrity and ethical behavior.

Bioethics – which focuses on the ethics of health care, biomedical research and biomedical public policy – is an integral component of corporate integrity in the pharmaceutical industry. Our bioethics program is a part of our global Ethics and Compliance organization and works to drive the integration of bioethics principles into Lilly’s standards, decisions and actions. We embrace a comprehensive approach to bioethics, providing a variety of resources and educational offerings to help employees navigate ethical scenarios and apply bioethics principles in their daily work.

A key component to our culture of ethics and integrity is transparency around how we work. Lilly collaborates with health care professionals and organizations focusing on improving the health and quality of patients’ lives. We believe being transparent about our relationships with these external groups, advocacy organizations and other stakeholders helps Lilly build trust and respect for how we work with others to benefit the people we serve.

[Respecting Privacy](#)[Bioethics](#)[Transparency, Disclosure & Political Engagement](#)

Ethics and Compliance

Our comprehensive approach to ethics and compliance includes proactive risk assessments, trainings and communications designed to prevent fraud or other violations of Lilly's policies, as well as reporting, auditing and monitoring to detect potential compliance gaps. We assess risks in our business functions and the geographies where we operate to help business leaders understand, prioritize and mitigate risks related to ethics, compliance and fraud. We have a robust investigation process, and we develop corrective and preventive action plans to address issues as appropriate. We also use available data to improve our programs to help leaders assess the risks they face.

We have aligned our anti-corruption due diligence process, privacy program and bioethics work, and we have dedicated teams supporting these programs within our Ethics and Compliance organization to reflect the evolving business and external environment in which we operate.

The senior vice president of enterprise risk management and chief ethics and compliance officer oversees this work and is responsible for developing and operating our ethics and compliance program, managing a diverse organization that works across the business in all geographies. This individual reports to the CEO and provides regular updates to the Ethics and Compliance Committee of the Board of Directors, and each year the full Board reviews the company's overall state of compliance.

Our Code of Conduct, Policies and Procedures

Our code of conduct, policies and procedures are designed to reinforce our [core values](#) and provide guidance on how we expect business to be conducted. They include processes for interacting with health care providers, government officials and others, and they are designed to be consistent with codes issued by other relevant organizations, including the International Federation of Pharmaceutical Manufacturers & Associations (IFPMA), the Pharmaceutical Research and Manufacturers of America (PhRMA), European Federation of Pharmaceutical Industry Associations (EFPIA), and the Japan Pharmaceutical Manufacturers Association (JPMA).

Our global procedures and processes support the ethical marketing and promotion of our products and require the review and approval of this content by relevant subject matter experts. We investigate potential violations of these procedures and, when appropriate, take corrective and preventive actions including reporting to regulatory authorities as appropriate.

In 2019 and 2020, we received no warning letters or untitled letters from the Office of Prescription Drug Promotion (OPDP), U.S. Food and Drug Administration (U.S. FDA) Center for Drug Evaluation and Research (CDER) or the Advertising and Promotional Labeling Branch (APLB) U.S. FDA Center for Biologics Evaluation and Research. In 2021, we received one untitled letter from the Office of Prescription Drug Promotion regarding an Emgality campaign.

We regularly update and disseminate our compliance-related expectations through [The Red Book](#), our code of business conduct. Available in 20 languages, this document and associated training are designed to support a judgment-based approach emphasizing the company's values and the importance of ethical decision-making. The code of conduct and associated training includes our

[11 corporate policies:](#)

- Our Ethical Foundation
- Conducting Research and Development
- Respecting People
- Assuring Quality
- Ethical Interactions: Communicating Honestly
- Ethical Interactions: Preventing Corruption
- Maintaining Financial Integrity
- Respecting Personal Information and Privacy
- Managing and Protecting Information
- Protecting People, the Environment and Our Assets
- Speaking Up: No Retaliation.

We recognize the impact of people and the role of human behavior on our organization's culture, and we aim to integrate these elements into our ethics and compliance program as part of our strategy to promote ethical behavior and decision-making. We believe all employees can play a role in the success of our ethics and compliance program, so we consider training, development and communications to be essential components of nurturing a culture of integrity and ethics throughout our business.

Training and Development

Each year, we require our employees to complete training in ethical business practices. This includes requiring all Lilly employees and key contractors to complete training on [The Red Book](#) and certify they have read, understood and will abide by its requirements. More than 99 percent of employees completed this annual training in 2021. Most employees also receive additional targeted ethics and compliance training related to their specific role. Employees who do not complete required ethics and compliance training receive HR discipline as appropriate. Additionally, each year senior leaders are required to confirm their organizations are compliant with the code of business conduct and applicable policies and procedures.

As part of our focus on nurturing a culture of integrity, we supplement our ethics and compliance training with case studies and behavioral ethics research. Our goal is to help our leaders and employees understand the role pressure can play in rationalizing poor decisions and techniques they can use to mitigate this risk for themselves and within their teams. Additionally, we share details of real situations to reinforce with employees the behaviors and best practices that have led to ethical decision-making as well as the lessons learned from past missteps. We want to help employees apply our principles, policies and procedures in their day-to-day work.

We also regularly provide high-potential employees with development assignments within the Ethics and Compliance function. We gain valuable insights from these participants, and we believe they return to their roles in the business with a renewed understanding of our commitment to integrity and the programs in place to support it.

Communications

We further strengthen our culture with robust communications to help ensure employees are aware of their responsibilities under our policies, know where to find resources to help them do their jobs, and understand lessons we have learned as an organization. We provide leaders with additional resources designed to help them recognize their vital role in creating an environment that encourages ethical behavior. We also regularly publish articles on our internal website to communicate and support our commitment to integrity, as well as ethical decision-making and interactions.

For the past several years, we've been on a journey to build and nurture a culture where people notice and speak up about mistakes or concerns, ask questions when they don't know the right course of action to take and listen when someone raises a concern or question. Our Speaking Up: No Retaliation policy supports this effort, and we've created a comprehensive set of resources to help employees understand how we define retaliation, why we do not tolerate it in any form and the channels available to them to support speaking up.

Tracking Our Progress

We track our progress in many ways, including reviewing the results of our annual employee survey. Results from the 2021 survey show that approximately 96% of survey respondents say they would report a suspected ethical violation if observed, and they know how to access the proper channels to make a report.

Reporting, Monitoring and Auditing



To help identify possible compliance issues, we maintain an internal disclosure system that includes a mechanism for anonymous reporting (where permitted by local law). We also review business actions through a system of monitoring and audits.

- **Internal Reporting** – Lilly employees are required to report known or suspected violations of the law, [The Red Book](#), company policies or official orders or decrees applicable to our business. We recognize speaking up is our right and responsibility, and we encourage employees to report any ethical concerns or issues, including harassment and discrimination. The Lilly Ethics and Compliance Hotline is staffed by an independent firm, 24 hours a day, seven days a week and is available [online](#) to employees and the public globally (subject to local law) or [via email](#). The hotline [website](#) also lists up-to-date local toll-free phone numbers for most countries, where available. Translation services are available, if needed, and reports may be made anonymously (subject to local law). Employees are actively encouraged to bring concerns to supervisors, leaders and representatives of ethics and compliance, legal and human resources. As our Speaking Up: No Retaliation policy states – we share concerns openly and honestly, knowing that Lilly will not tolerate acts of retaliation.

- **Monitoring** – We maintain a risk-based ethics and compliance monitoring program. Key components of the program include a global monitoring strategy, risk assessments, monitoring plans and standardized tools and processes for reporting metrics to our business and functional leaders.
- **Corporate Auditing** – Our internal corporate auditing functions conduct financial, nonfinancial and quality audits of Lilly affiliates, functions, manufacturing, research and certain third parties to evaluate compliance with our policies and procedures. These audits include reviews of our anti-corruption program, privacy and other policies related to ethical

Investigations and Corrective Actions

We take seriously reports of known or suspected violations of company policies and procedures, and we investigate claims of potential wrongdoing that are brought to our attention. We seek to identify and address inappropriate conduct as early as possible and to prevent future recurrences. Our global investigation team receives specialized training and conducts investigations according to a standardized process designed to satisfy applicable global and local procedural and privacy requirements.

Listed below are statistics on high-risk allegations brought to our attention in 2021 and evaluated through a consistent process. These statistics concern allegations determined to be of the highest risk to the company and include potential violations of policies and procedures related to finance, sales, marketing, manufacturing, quality and conduct.

- In 2021, we investigated and closed 319 high-risk allegations*, and confirmed that a violation had occurred 64.9% of the time. Outcomes related to violations are listed below:
 - Individuals disciplined, up to and including termination, 45.9%
 - Individuals received corrective feedback or other outcome, 54.1%

**One allegation equals one individual. If a situation involves more than one individual, that matter may be recorded as multiple allegations. Statistics calculated as of March 2022.*

During investigations of high-risk matters, our team works to identify the root cause of the issue. Following the investigation, we help business area owners identify and implement corrective and preventive actions designed to address the issue as well as prevent a recurrence. We monitor the effectiveness of these actions, adjust as needed and track and report our progress.

Anti-Corruption Compliance

Lilly's commitment to operating with high ethical standards includes complying with applicable anti-bribery and anti-corruption (ABAC) laws and regulations, and it extends to business relationships, dealings and activities all over the world. Our global policies prohibit bribery, fraud and other acts of dishonesty, including that we do not offer, provide, authorize or accept anything of value – or give the appearance that we do – to inappropriately influence a decision or gain an unfair advantage. This also extends to our work with third parties. We use a risk-based anti-corruption due diligence process to evaluate certain third parties, as appropriate, before engaging them, including the following:

- third parties who may be authorized by Lilly to interact with health care providers or government officials on the company's behalf
- prospective recipients of grants and donations
- prospective business development partners.

When appropriate, as determined through our risk evaluation process, third parties are required to follow anti-corruption policy and procedure requirements and participate in anti-corruption training. As part of our ongoing monitoring efforts, we conduct independent ABAC assessments of certain third parties, which often includes site visits and transaction testing. We also conduct an annual global anti-corruption risk assessment to identify potential risks and develop appropriate risk mitigation plans.

In addition, employees who are in positions most likely to interact with third parties are required to complete additional scenario-based training above and beyond our code of conduct training each year. This training, which includes anti-corruption training, is designed to reinforce our policies, procedures and processes that promote ethical interactions. In 2021, more than 99 percent of required employees completed this additional training. Employees who do not complete required ethics and compliance training receive HR discipline as appropriate.

Privacy is a top priority for Lilly, as reflected by our longstanding global privacy program. At its core, our privacy program reflects our commitment to being open and honest about how we collect, manage, use and disclose personal information. We are intentional about protecting personal information and strive to use the minimum amount necessary to do our work. We share personal information with those who are authorized and have a legitimate business need to see it, and we insist our suppliers and third parties to handle personal information in accordance with our privacy expectations and applicable laws and regulations.

At Lilly, we expect our employees, suppliers and anyone working on our behalf to work responsibly and protect the personal information that is entrusted to us. These expectations are stated in our global Respecting Personal Information and Privacy policy, as well as Respecting Privacy procedure, and are emphasized in enterprise-wide training on the responsible use of personal information.

Privacy Governance

The Global Privacy Office oversees the privacy program for our operations around the world and is led by our chief privacy officer, working with a team of global privacy experts. The chief privacy officer reports directly to the senior vice president, enterprise risk management and chief ethics and compliance officer, reflecting a governance structure emphasizing the ethical use of personal information and data. As the volume of data grows exponentially and as comprehensive data privacy laws proliferate in the U.S. and worldwide, privacy has become a Board-level priority. The privacy team regularly conducts risk assessments to appropriately focus resources to mitigate risk and informs leadership about new laws, related risks and potential impacts of noncompliance, as appropriate. The privacy team also partners with the corporate audit team to stay abreast of developing privacy requirements and identify key privacy risks.

Bioethics

Our investment in bioethics capabilities reflects our company values and purpose to improve people's lives and communities around the world. We were one of the first pharmaceutical companies to establish a standing bioethics committee in 1999. Our [bioethics program](#) is designed to address the increasingly complex and fast-paced ethical challenges of global pharmaceutical research, development and commercialization. Our focus is to protect and advocate for the rights and well-being of research participants and patients as well as the integrity of the scientific process and its applications for health care.

Our bioethics program provides Lilly employees with resources including the [Lilly Bioethics Framework for Human Biomedical Research](#), position papers on major bioethical issues, information on how to request a bioethics consultation, and bioethics education and training opportunities. In 2021, we introduced a new global procedure that consolidated the ethics requirements from multiple documents and includes the principles we follow to help ensure that we conduct medical research in an ethical manner. The procedure applies to all employees engaged in medical research. We also sponsor an annual bioethics lecture. Additionally, our staff and the Bioethics Advisory Committee provide input into policy decisions that have bioethical implications, and we collaborate externally to establish best practices in applying bioethics across the industry.

Governance of Bioethics

Our bioethics program reports into the senior vice president, enterprise risk management and chief ethics and compliance officer and works closely with the office of the chief medical officer. Our bioethics staff, which has specialized training and expertise, provides education and training for the cross-functional Bioethics Advisory Committee, which includes external bioethics experts. This committee serves as a resource for Lilly employees and is a place where they can seek guidance on bioethics considerations, discuss potential alternative courses of action and receive recommendations on potential paths forward. Throughout these interactions, by applying the principles in the Lilly Bioethics Framework, bioethics contributes to our research study design, informed consent processes and content, selection of countries for clinical trial sites, requests for access to investigational treatments outside of clinical trials, animal care and use, engagement of special populations (e.g., pediatrics), as well as timing and content of research publications, among other matters. [Learn more](#) about our broader governance of ESG issues.

Bioethics Program

Our bioethics program has four core activities: consultation, education and training, development of bioethics positions, and collaboration.

Bioethics Consultations – Our bioethics staff provides consultations for employees seeking advice regarding bioethics and research ethics issues. These consultations are intended to increase awareness about bioethics, empower employees to raise concerns and help them reason through challenging issues.

Bioethics Leadership Academy – The Bioethics Leadership Academy (BELA) provides Lilly employees with a specialized curriculum in bioethics. Employees who are selected to participate in BELA dedicate a portion of their working time to developing skills in bioethics, focusing on building basic bioethics awareness, applying bioethics principles and participating in ongoing bioethics activities and consultations.

Lilly's Bioethics Framework and Positions – Our [Bioethics Framework for Human Biomedical Research](#) and our [Principles of Medical Research](#) provide a bioethics foundation for the company's biomedical research, promoting alignment with broadly accepted ethics principles and Lilly's core values of integrity, excellence and respect for people. The framework, which consists of four basic principles and 13 essential elements for conducting ethical human biomedical research, guides the development of bioethics position statements and informs advice provided by our bioethics committee and staff.

Fostering Industry Collaboration in Bioethics – Externally, our bioethics program aims to work with other companies to establish best practices and to bring an industry perspective to bioethics discussions. We are a founding member and were a driving force behind the establishment of the Biopharmaceutical Industry Bioethics (BIB) Forum, established in 2016. The BIB Forum promotes collegial, non-competitive discussions regarding the application of bioethics concepts in the biopharmaceutical industry and the sharing of best practices. We are also a co-leader of the Bioethics Working Group created in 2020 by IFPMA as part of its Ethics and Business Integrity Committee (eBIC). This group focuses on developing industrywide positions on bioethics topics to establish common principles for behaviors intended to protect patients and research participants. Lilly is also a sponsor of the Multi-Regional Clinical Trials (MRCT) Bioethics Collaborative organized by the MRCT Center of Brigham and Women's Hospital and Harvard.

Protecting Research Subjects' Rights in Clinical Trials

Our bioethics program advocates for the rights and well-being of research subjects and patients who use our medicines. Lilly applies a single global standard to the conduct of medical trials involving human subjects. This standard is based on well-respected ethics guidance and other requirements including:

- The World Medical Association's [Declaration of Helsinki](#)
- The Council for International Organizations of Medical Sciences' [International Ethical Guidelines for Biomedical Research Involving Human Subjects](#)
- The International Conference on Harmonisation's [Guideline for Good Clinical Practice](#)
- The Pharmaceutical Research and Manufacturers of America's [Principles on Conduct of Clinical Trials](#)
- Applicable laws and regulations of the country or countries in which a study is conducted.

Lilly conducts clinical studies in countries or communities in which the benefits of research can be made reasonably available for research participants and the host country or community. Sometimes an investigational medicine is not locally commercially available at the conclusion of a clinical study and as a result, clinical study patients who are benefiting from an investigational medicine are not able to access the treatment. Therefore, under certain conditions Lilly may offer continued access to an investigational medicine after a patient's participation in a clinical study has ended. Learn more about our approach to [continued access to investigational medicine](#) and [multinational clinical studies](#).

Transparency, Disclosure and Political Engagement

We support various transparency initiatives globally, provided that such initiatives:

- are respectful of local laws related to intellectual property, trade secrets, competition and privacy
- disclosure of information does not undermine our ability to compete effectively
- information is communicated with appropriate context in an easily understood manner.

We seek to collaborate with policy makers, industry colleagues and key stakeholders to align on approaches that achieve these objectives.

Clinical Trials Data Transparency

Lilly has a history of commitment to the transparency of our clinical studies and we recognize that responsible sharing of clinical study data can enhance public health. Since 2014, Lilly has enhanced our transparency initiatives in alignment with the [PhRMA/EFPIA Principles for Responsible Clinical Trial Data Sharing](#). Currently, Lilly registers and posts results of clinical trials on [clinicaltrials.gov](#) in addition to any legally required clinical trial registries. For Phase 2 and 3 trials that completed after 2019, Lilly submits results to [clinicaltrials.gov](#) one year after the completion of the trial regardless of the medicine's approval status.

Lilly makes anonymized patient-level data available from Lilly-sponsored trials on marketed drugs for approved uses following acceptance for publication. Lilly is one of several companies that provide this access through the website [vivli.org](#). Qualified researchers can submit research proposals and request anonymized data to test new hypotheses.

In 2013, Lilly began conducting pilot projects creating summaries of Phase 2 and 3 clinical trial results in patient-friendly language using simple, everyday terms. In 2021, Lilly continued creating plain language summaries of Phase 2-4 clinical trial results and making English versions available to study sites. Lilly is developing a translation process to enable the posting of plain language summaries to the European Union Clinical Trial Information System (EU CTIS). For the EU CTIS, the summaries will be translated into the local language(s) where the studies took place.

Payments to Physicians and Healthcare Organizations

Read about [our approach](#) to payments to health care professionals and health care organizations.

Political and Policy Participation

Read about [our disclosures](#) on political and policy participation.

[Download Our 2021 ESG Data](#)

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Exhibit D

[Published Healthcare Policy Positions]

Changes in the U.S. health care system have created greater consumer cost-sharing and a growing number of patients exposed to a medicine's full retail price – effectively shifting the burden onto the sick to subsidize the healthy. Broader systemic change is needed, which requires action by all relevant stakeholders.

We need to restructure the financial incentives of the entire pharmaceutical supply chain to ensure patients benefit with access to safe and affordable medicines.

Lilly is actively working with other key stakeholders to seek long-term policy solutions to address the gaps in our current health care system. We remain committed to finding solutions – both legislative and non-legislative – that will help people with chronic diseases have affordable access to their medicine.

To learn more about the U.S. health care system and Lilly's positions, view the resources below.

- [Driving Innovation in Employer Health Benefit Design White Paper](#)
- Lilly's [2018 Integrated Summary Report](#)
- [Trends in Health Care: High Deductible Health Plans](#)
- [Trends in Health Care: First Dollar Coverage](#)
- Dave Ricks' *USA Today* [opinion column](#) about rebate reform, "Rebate rule would help make prescriptions more affordable for more patients"
- [PhRMA's Response](#) to U.S. Health and Human Services Department on the Blueprint to Lower Drug Prices and Reduce Out-of-Pocket Costs

Exhibit E

[Copy of Directors and Corporate Governance Committee Charter]

Directors and Corporate Governance Committee Charter

Purpose

The directors and corporate governance committee, together with the lead independent director, shall identify and recommend to the board candidates for membership on the board and board committees, develop and recommend criteria and policies relating to service and tenure of directors, and monitor and report to the board on environmental, social, political, and governance matters.

Composition and Term

The committee shall consist of no fewer than three non-employee directors, each of whom shall meet the applicable independence tests of the New York Stock Exchange and any applicable Securities and Exchange Commission rules or regulations. The committee shall recommend to the board whether a particular director satisfies the requirements for membership on the committee. The committee recommends that the lead independent director serve concurrently as a member of the committee.

The committee members shall be appointed by the board on the recommendation of the committee for one-year terms, and shall serve such terms as the board may determine, or until their earlier resignation or death. The chair shall be designated by the board.

Administrative Matters

The committee shall meet at least once per year and at such other times as it determines to be necessary or appropriate and shall report to the board following each committee meeting. The committee may, in its discretion, delegate all or a portion of its duties and responsibilities to the chair or a subcommittee of the committee. The committee may request any officer or employee of the company or the company's outside counsel to attend committee meetings or meet with committee members or the committee's advisors.

External Resources

The committee shall have the sole authority to retain and/or terminate any outside advisors it deems necessary to assist it in fulfilling its duties, including any search firm used to identify and

evaluate director candidates, and to approve the fees and other retention terms of any such advisors.

Supporting Corporate Staff

Office of the corporate secretary
Global compensation and benefits

Duties and Responsibilities

The committee shall have the following duties and responsibilities:

1. Review and recommend to the board the size and composition of the board and its committees.
2. Develop criteria for the selection of directors, including procedures for soliciting and reviewing potential nominees from directors and shareholders and management and for advising those who suggest nominees of the outcome of such review.
3. Review recommendations for nominees for the board of directors and consider any director candidates recommended by the company's shareholders pursuant to the procedures set forth in the company's bylaws and described in the company's proxy statement.
4. Submit to the board candidates for director (i) to be nominated by the board for election by the shareholders and (ii) to be elected by the board to fill vacancies in connection with board expansions and director resignations or retirements.
5. Submit to the board annually director candidates for membership on board committees, for chair of each committee, and for lead independent director.
6. Annually review and make recommendations to the board regarding the independence of directors.



7. Monitor and make recommendations to the board on matters of board policies and practices, including policies on director service and tenure, and corporate governance.
8. Annually review and make recommendations to the board regarding the company's Corporate Governance Guidelines.
9. Conduct an annual assessment of the performance of the board, board committees and board processes and review with the board the results of these assessments.
10. Assess the contributions of individual directors at least every three years (or more frequently if appropriate) when considering whether to recommend nominating a director to a new term.
11. Provide oversight over director education and new director orientation, as needed.
12. Identify and bring to the attention of the board as appropriate current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company.
13. Review and make recommendations to the board regarding the company's proposals to shareholders and proposals of shareholders that relate to matters overseen by the committee.
14. Review and make recommendations to the board regarding the compensation of non-employee directors.
15. Annually review and approve the functions and charters of each board committee.
16. Annually review and assess the effectiveness of the committee and the adequacy of reporting and information flows it is receiving, and make such changes as are required to maintain and enhance the committee's effectiveness, including recommending any changes to the committee's charter or membership.
17. Review, propose changes to the board, or develop, as needed, the company's Certificate of Incorporation, Bylaws, Code of Ethics (in consultation with the audit committee and the ethics and compliance committee), and other corporate governance policies.

The committee shall also undertake such additional activities within the scope of its primary functions as the committee may from time to time determine.

Exhibit F

[Copy of Corporate Governance Guidelines]

Corporate Governance Guidelines

These guidelines establish the basic principles of corporate governance by which Eli Lilly and Company operates. The company believes that a strong system of corporate governance is critical to creating long-term shareholder value. In pursuit of this objective, the interests of all the corporation's principal constituents are considered: shareholders, patients, health care professionals and payers, employees, partners and suppliers, and local communities. It is important to balance the interests of the corporation's many divergent constituents, as there can be no long-term shareholder value creation without fair treatment of all those who touch or are touched by the corporation.

These guidelines are approved and amended by the board of directors. The Directors and Corporate Governance Committee reviews the guidelines annually and recommends to the board any amendments to these guidelines.

Role of the Board

The directors of Eli Lilly and Company are elected by the company's shareholders to oversee the actions and results of the company's management. Their responsibilities include:

- providing general oversight of the business;
- approving corporate strategy;
- approving major management initiatives;
- overseeing capital allocation;
- selecting, compensating, evaluating, and, when necessary, replacing the CEO, and compensating other senior executives;
- ensuring that an effective succession plan is in place for all key senior leadership positions and reviewing the company's

broader talent management process, including human capital management strategies, overall corporate culture, and diversity, equity, and inclusion programs;

- overseeing the company's ethics and compliance program and management of significant business risks;
- selecting, compensating, and evaluating directors;
- evaluating board processes and performance;
- overseeing the company's enterprise risk management program;
- overseeing the company's approach to current and emerging environmental, social, political, and governance trends and public policy issues that may affect the business operations, performance or reputation of the company; and
- overseeing the company's political expenditures and lobbying activities.

Composition of the Board

Board Size

The board believes that its appropriate size is 10-13 directors. However, it may be expedient to increase the size of the board temporarily from time to time in anticipation of retirements or to take advantage of the availability of outstanding director candidates.

Mix of Officer-Directors and Independent Directors

There should always be a substantial majority (75 percent or more) of independent directors. The chief executive officer should be a board member, but no officer, other than the chief executive officer, should expect to be elected to the board by virtue of his or her position in the company.



Criteria to Qualify as an Independent Director

The board annually determines and discloses the independence of directors. Based on the company's Standards for Director Independence, the Directors and Corporate Governance Committee reviews the independence of each director annually and makes recommendations to the board.

No director is considered independent unless the board, considering all relevant facts and circumstances, affirmatively determines that the director has no material relationship with the company, either directly or as a partner, shareholder, or officer of an organization that has a material relationship with the company. In assessing whether a director has no material relationship with Lilly, the board also considers any persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, among others.

To evaluate the materiality of any such relationship, the board has adopted the categorical independence standards for directors consistent with the New York Stock Exchange listing standards.

In addition, members of the Audit, Compensation, and Directors and Corporate Governance committees must meet all applicable independence tests of the New York Stock Exchange and any additional standards imposed under U.S. securities laws and the rules and regulations of the Securities and Exchange Commission.

Selection of Director Candidates

The board is responsible for selecting candidates for board membership and for establishing the general criteria to be used in identifying potential candidates. The Directors and Corporate Governance Committee, together with the lead independent director, leads the director succession planning process. The committee makes

recommendations to the board for nominations, identifies and screens potential new candidates and, with input from all other board members, assesses the contributions of incumbent directors whose terms are expiring.

The committee maintains a continuing program of director succession planning. The committee considers recommendations from other board members, management, and shareholders as to potential new director candidates, and may retain search firms to assist in identifying and screening candidates.

The board selects director candidates who represent a mix of backgrounds and experiences that will enhance the quality of the board's deliberations and decisions. Such candidates shall have substantial experience with one or more publicly traded national or multinational companies or shall have achieved a high level of distinction in their chosen field. Board membership should reflect diversity in its broadest sense, including persons diverse in geography, gender, and ethnicity. The board is particularly interested in maintaining a mix that includes, but is not necessarily limited to, the following backgrounds:

- active or retired chief executive officers and senior executives, particularly those with experience in operations and strategy, finance, accounting, banking, digital and technology, and marketing and sales;
- international business;
- medicine and science;
- government and public policy; and
- health care systems (public or private).

Board members should display the personal attributes necessary to be an effective director: unquestioned integrity, sound judgment, independence in fact and mindset, ability to operate collaboratively,



and commitment to the company, its shareholders and its other constituencies.

The Directors and Corporate Governance Committee periodically reviews with the board the criteria for the selection of directors.

Process for Extending the Invitation to a Potential New Director

After the Directors and Corporate Governance Committee selects a new candidate for board membership, the committee presents its recommendation to the board for approval. Upon approval by the board, the invitation to join the board is extended to the candidate by the chair of the board.

Director Tenure and Retirement Policy

The board comprises three classes of directors, with approximately one-third of the directors assigned to each class. The members of each class are elected for a term of three years. There is no limit on the number of terms for which a director may be elected.

Subject to the company's charter documents, the following are the board's expectations for director tenure:

- A company officer-director, including the chief executive officer, will resign from the board at the time such officer-director retires or otherwise ceases to be an active employee of the company;
- Non-employee directors will retire from the board not later than the annual meeting of shareholders that follows their seventy-second birthday. The board may make exceptions to this policy on the recommendation of the Directors and Corporate Governance Committee;
- Directors may stand for reelection even though the board's retirement policy would prevent them from completing a full three-year term; and

- A non-employee director who retires or changes principal job responsibilities will offer to resign from the board. The Directors and Corporate Governance Committee will assess the situation and recommend to the board whether to accept the resignation.

Other Board Service

In general, no director may serve on more than three other public company boards. No director that is an executive officer of a public company may serve on more than two public company boards (inclusive of Lilly). The Directors and Corporate Governance Committee or the chair of that committee may approve exceptions to these limits upon a determination that such additional service will not impair the director's effectiveness on the Lilly board. No director serving on the audit committee shall serve simultaneously on the audit committee of more than two other public companies without the prior approval of the board.

Board Confidentiality Policy

The board has adopted a Board Confidentiality Policy, which requires directors to agree to hold in confidence all information obtained in their roles as directors, except under certain limited circumstances set forth within the Board Confidentiality Policy.

Voting for Directors

In an uncontested election, directors are elected by a majority of the votes cast. Under the Bylaws, any incumbent nominee for director who does not receive the favorable vote of a majority of the votes cast in his or her election shall promptly tender a resignation following certification of the shareholder vote.

The Directors and Corporate Governance Committee will consider the resignation offer and recommend to the board whether to accept it. The board will act on the recommendation within 90 days following the certification of the results of the shareholder meeting. Board action on



the matter will require the approval of a majority of the independent directors.

The company will disclose the board's decision on a Form 8-K furnished or filed with the Securities and Exchange Commission within four business days after the decision, including an explanation of the process by which the decision was reached and, if applicable, the reasons why the board rejected the directors' resignation. If the resignation is accepted, the Directors and Corporate Governance Committee will recommend to the board whether to fill the vacancy or reduce the size of the board.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the committee or board deliberations regarding whether to accept the resignation offer.

If all members of the Directors and Corporate Governance Committee received a majority of "against" votes at the same election, then the independent directors who did not receive a majority of "against" votes shall appoint a committee amongst themselves to consider the resignation offers and recommend to the board whether to accept them.

Compensation of Board Members

Director Compensation Philosophy

The company targets the overall value of its non-employee director pay to the median of comparable premier U.S. companies, with consideration of both the pharmaceutical industry and selected leading U.S. companies in other industries. The form and amount of director compensation should give due regard to the interests of the directors, the company, and the shareholders, and the board has approved a cap to director compensation.

Director Equity Ownership

Directors should hold meaningful equity ownership positions in the company. Accordingly, a significant portion of director compensation is made in the form of company equity. Annual stock awards are made in the form of deferred share units that may not be sold by the director until his or her service as a director ends. As a result, directors build a substantial long-term ownership interest in the company over time. Non-employee directors are expected to hold Lilly stock, either directly or through company plans, valued at not less than five times their annual cash board retainer. New directors are given five years to reach this ownership level. Directors are prohibited from hedging their Lilly stock and from pledging, or using as collateral, their Lilly stock.

Approval Process

Director compensation is reviewed annually by the board on the recommendation of the Directors and Corporate Governance Committee. Assisted by an independent consultant, company management reports annually to the committee concerning the status of the board compensation program relative to those of other comparable U.S. corporations.

Key Board Responsibilities

Leadership Structure

The board currently combines the role of chair of the board with the role of chief executive officer, and designates a strong, independent, and clearly defined lead independent director to further strengthen the governance structure. The board believes this provides an efficient and effective leadership model for the company. Combining the chair and CEO roles fosters clear accountability, effective decision-making, and alignment on corporate strategy. To assure effective independent oversight, the board has adopted a number of governance practices, including:



- executive sessions of the independent directors after every regular board meeting and presided over by the lead independent director;
- annual performance evaluation of the CEO by the independent directors;
- a strong, independent, clearly defined lead independent director role; and
- director access to management and independent advisors.

However, no single leadership model is right for all companies and at all times. Depending on the circumstances, other leadership models, such as a separate independent chair of the board, might be appropriate. Accordingly, the board periodically reviews its leadership structure.

The lead independent director recommends to the board an appropriate process by which a new chair and CEO will be selected. The board has no required procedure for executing this responsibility because it believes that the most appropriate process will depend on the circumstances surrounding each such decision.

Evaluation of the Chief Executive Officer

The lead independent director is responsible for leading the independent directors in executive session to assess the performance of the chief executive officer at least annually. The results of this assessment are reviewed with the chief executive officer and considered by the Compensation Committee and independent directors in establishing the CEO's compensation for the next year.

Succession Management

A key responsibility of the CEO, Compensation Committee, and the board is ensuring that an effective process is in place to provide continuity of leadership over the long term. Each year, succession planning reviews culminate in a detailed review of top leadership talent by the Compensation Committee and a summary review by the

independent directors as a whole. During this review, the CEO and independent directors discuss future candidates for senior leadership positions, succession timing, and development plans for the strongest candidates. The independent directors also meet without the CEO to discuss CEO succession planning.

Consistent with the succession management plan, the CEO recommends to the board candidates for the company's principal corporate offices.

In addition, the CEO maintains at all times and reviews with the independent directors a confidential plan for the timely and efficient transfer of his or her responsibilities in the event of an emergency or his or her sudden departure, incapacity, or death.

Corporate Strategy

Each year, the board and executive management closely examine the company's strategy, including key risks and decisions facing the company. Decisions reached in this session are updated throughout the year, including as the board discusses the company's financial performance, the performance of its business units, and progress in the product pipeline. These strategy sessions also provide the board an opportunity to interact extensively with the company's senior leadership team. This assists the board in its succession management responsibilities.

Throughout the year, significant corporate strategy decisions are brought to the board in a timely way for its consideration.

Code of Ethics

The board approves the company's code of ethics, which is set out in:

- *The Red Book*, a comprehensive code of ethical and legal business conduct applicable to all employees worldwide and to the board; and



- *Code of Ethical Conduct for Lilly Financial Management*, a supplemental code for the CEO and all members of financial management, in recognition of the unique responsibilities of those individuals to ensure proper accounting, financial reporting, internal controls, and financial stewardship.

The board reviews the company's overall state of compliance at least annually. The Audit Committee and the Ethics and Compliance Committee assist in the board's oversight of compliance programs with respect to matters covered in the code of ethics.

Enterprise Risk Management

Once each year, the board reviews a summary of the company's assessment of and approach to enterprise level risks. Throughout the year, significant areas of risk are brought to the board, or the appropriate committee, for consideration. The Audit Committee oversees the process by which the company identifies and creates mitigation plans for enterprise level risks.

Environmental, Social, and Governance

The board oversees environmental, social, and governance matters, supported by its committees. The Directors and Corporate Governance Committee is responsible for identifying current and emerging social, environmental, political and governance trends and public policy issues that may affect the business operations, performance or reputation of the company. The Compensation Committee is responsible for oversight of human capital management matters, including diversity, equity, and inclusion. The board receives regular updates on these topics, as well as directly oversees the company's environmental and sustainability efforts and political expenditures and lobbying activities.

Functioning of the Board

Executive Sessions of Directors

At every regular board meeting, the independent directors meet in executive session without any members of management present and also meet in executive session with the CEO.

Lead Independent Director

The board annually appoints a lead independent director from among the independent directors. The board has no set policy for rotation of the lead independent director role but believes that periodic rotation is appropriate. The lead independent director's responsibilities include:

- leading the board's processes for selecting the CEO;
- overseeing the independent director's annual performance evaluation of the chair and CEO;
- serving as a liaison between the chair and the independent directors;
- presiding at all meetings of the board at which the chair is not present;
- presiding at executive sessions of the independent directors;
- calling meetings of the independent directors, as appropriate;
- approving meeting agendas and schedules and reviewing information to be provided to the board;
- being available for consultation and direct communication with shareholders, as appropriate;
- together with the chair and the chair of the Directors and Corporate Governance Committee, conducting the annual board assessment process;
- together with the Directors and Corporate Governance Committee, leading the director succession planning process; and
- retaining advisors for the independent directors, as appropriate.

Conflicts of Interest

Occasionally a director's business or personal relationships may give rise to an interest that conflicts, or appears to conflict, with the interests of the company. A director must disclose to the company all relationships that create a conflict or appearance of a conflict. The board, after consultation with counsel, takes appropriate steps to identify actual or apparent conflicts and to ensure that all directors voting on an issue are disinterested with respect to that issue. A director will be excused from discussions on the issue, as appropriate.

In addition, a director's relationship with Lilly may give rise to an interest that conflicts, or appears to conflict, with the interests of another company, institution, or other stakeholder. A director must disclose his or her relationship with Lilly in connection with any scientific publication, using the International Committee of Medical Journal Editors (ICMJE) conflict of interest form for this purpose when possible. Each director must disclose his or her service on the board to his or her employer and any other organization with which the director has a relationship of trust and where the relationship with the company is relevant. In addition, directors must follow the internal conflict of interest policies and procedures of each such organization.

Conflicts of Interest Unique to Officer-Directors

Board decisions on certain matters of corporate governance are made solely by the independent directors. These include executive compensation and the selection, evaluation, and removal of the chief executive officer.

Orientation of New Directors; Director Education

An orientation process is in place for all new directors and includes comprehensive background briefings by the chair and CEO, other company leaders, and the corporate secretary. The orientation program is the responsibility of the chair and is administered by the corporate secretary, with oversight from the Directors and Corporate Governance Committee as needed. The orientation includes reviews of

the pharmaceutical industry and business environment, the company's strategy and operations, compliance and risk management, and corporate governance.

The company provides ongoing education to directors in a number of ways, including:

- financial and operational updates at each board meeting;
- an extensive strategic review at the annual corporate strategy meeting as noted above under "Key Board Responsibilities";
- periodic news articles regarding the company, the pharmaceutical industry, the political environment, and corporate governance;
- a formal financial education program for the Audit Committee, to which all directors are invited; and
- regular board education on topics relevant to the board, including periodic presentations to the board by internal and external experts on governance and board fiduciary duties.

The company also affords directors the opportunity to attend external director education programs.

Assessment of Board Processes and Performance

The Directors and Corporate Governance Committee, in partnership with the lead independent director, is responsible for annually conducting an assessment of the performance of the board, board committees, and board processes, as well as for reviewing with the board the results of these assessments.

Frequency of Board Meetings

The board holds regularly scheduled meetings five times annually. The board may hold additional meetings from time to time as determined by the needs of the business.



Director Attendance

Each director is expected to attend all meetings of the board and board committees of which the director is a member as well as the annual meeting of shareholders. The board recognizes that occasional meetings may need to be scheduled on short notice when the participation of a director is not possible and that conflicts may arise from time to time that will prevent a director from attending or participating in a regularly scheduled meeting. However, the board expects that each director will make every possible effort to keep such absences to a minimum.

Selection of Agenda Items for Board Meetings

The chair of the board establishes the agenda for each board meeting, subject to the approval of the lead independent director. All directors are encouraged to discuss with the chair, lead independent director, or corporate secretary any additional items they believe should be considered for the agenda. Each director may raise at any regular board meeting subjects for discussion that are not on the meeting's formal agenda.

Information that is important to the board's understanding of the business of the company is distributed to the board prior to each board meeting and periodically, as appropriate, between board meetings.

Regular Attendance of Nondirectors at Board Meetings

The chair, at his or her discretion, may invite executive officers of the company to attend all the nonexecutive sessions of board meetings. The chair, at his or her discretion, may also invite other members of management to attend all or part of specific board meetings.

Director Access to Management and Independent Advisors

Independent directors have direct access to members of management whenever they deem it necessary. Independent directors and board committees are also free to retain and terminate their own independent advisors, at company expense, whenever they feel it

would be desirable to do so. All committees have sole authority to retain, establish compensation and oversee the work of independent advisors to their respective committees.

Board's Interaction with Institutional Investors, the Press, Customers, and Other Constituencies of the Corporation

The board believes that management should speak for the company. If comments from the board are appropriate, they should ordinarily come from the chair or from the board's designated spokesperson.

However, shareholders or other interested parties may communicate directly with members of the board, including independent directors. Such communications should be directed in writing to the board of directors in care of the company's general counsel and secretary.

Board Committees

Number, Structure, and Independence of Committees

The board has established the following committees:

- Audit Committee;
- Compensation Committee;
- Directors and Corporate Governance Committee;
- Ethics and Compliance Committee; and
- Science and Technology Committee.

Only independent directors may serve on the committees.

The charter of each committee is reviewed and approved annually by the respective committee and by the Directors and Corporate Governance Committee. The charters and these guidelines are publicly available on the company's website. The board has the flexibility to form a new committee or to disband an existing committee (except the Audit, Compensation, and Directors and Corporate Governance committees) as it deems appropriate. The chair of each committee



reports to the full board, following each committee meeting, with respect to those matters addressed by the committee. Each committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to the chair or one of its subcommittee, as it deems appropriate in its sole discretion.

Committee Meetings

Each committee chair, in consultation with committee members, determines the frequency of the meetings of the committee, subject to any minimums that may be specified in the committee charter. Each committee prepares minutes of its meetings.

The chair of each committee, in consultation with the appropriate members of management, develops the committee's agenda.

Each committee member may suggest the inclusion of additional items on the agenda. Each committee member may raise at any regular committee meeting subjects for discussion that are not on the meeting's formal agenda.

Management assigns an officer to provide and coordinate staff support for each committee. Each committee chair may invite members of management, as appropriate, to attend sessions of committee meetings.

Assignment and Rotation of Committee Members

Each year the Directors and Corporate Governance Committee recommends to the board assignments to committees and the appointment of committee chairs, after consultation with the chair of the board and after giving due consideration to the backgrounds, skills, and desires of individual directors. The board has no set policy for the regular rotation of committee members or committee chairs but annually reviews and approves committee memberships and chair

positions, seeking the best blend of continuity and fresh perspectives on the committees.



Exhibit G-1

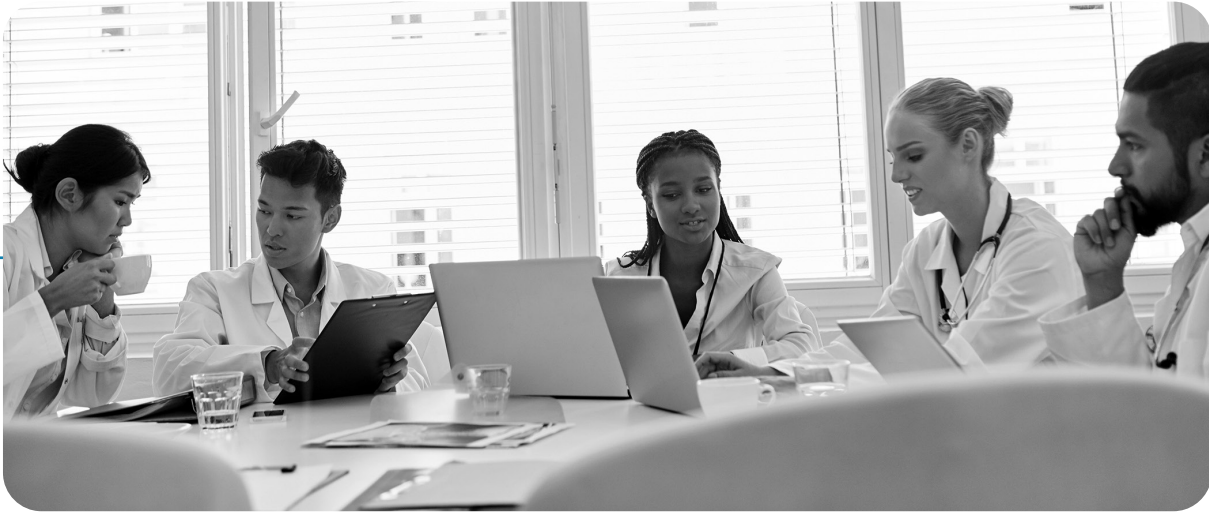
[Copy of 2021 Report of Political Financial Support]



Advancing Science and Hope
for Patients



REPORT OF
POLITICAL
FINANCIAL
SUPPORT
2021



2021 FINANCIAL SUMMARY

LillyPAC

Cash on Hand (1/1/2021)

LillyPAC

\$ 836,215.41

NY State PAC

\$ 7,205.71

Revenue

Donations from eligible Lilly Employees \$1,057,866.02 \$ 34,045.98

Other (Interest, etc.) \$ 844.16 \$ 75.76

\$1,058,710.18 \$ 34,121.74

Disbursements

Contributions to Candidates \$ 731,350.00 \$ 37,500.00

Federal Operating Expenses \$ 1,875.95 \$ 0.00

\$ 733,325.95 \$ 37,500.00

Ending Balance (12/31/2021)

\$ 1,161,599.64

\$ 10,327.45

LillyPAC Contributions to Federal Candidates

Alabama	
Rep. Gary Palmer (R)	\$1,000
Arizona	
Rep. Tom O'Halleran (D)	\$1,500
Sen. Kyrsten Sinema (D)	\$2,500
California	
Rep. Nanette Barragan (D)	\$1,500
Rep. Ami Bera (D)	\$2,500
Rep. Tony Cardenas (D)	\$2,500
Rep. J. Luis Correa (D)	\$3,500
Rep. Anna Eshoo (D)	\$1,000
Rep. Kevin McCarthy (R)	\$2,500
Rep. Devin Nunes (R)	\$2,500
Rep. Scott Peters (D)	\$5,000
Rep. Raul Ruiz (D)	\$1,000
Rep. Linda Sanchez (D)	\$2,000
Rep. Eric Swalwell (D)	\$1,500
Delaware	
Sen. Thomas Carper (D)	\$2,500
Florida	
Rep. Neal Dunn (R)	\$1,000
Rep. Stephanie Murphy (D)	\$5,000
Sen. Marco Rubio (R)	\$1,500
Rep. Darren Soto (D)	\$1,000
Georgia	
Rep. Buddy Carter (R)	\$2,500
Rep. A. Drew Ferguson (R)	\$1,500
Hawaii	
Sen. Mazie Hirono (D)	\$1,000
Idaho	
Sen. Mike Crapo (R)	\$2,500
Illinois	
Sen. Tammy Duckworth (D)	\$1,000
Rep. Robin Kelly (D)	\$2,500
Rep. Adam Kinzinger (R)	\$1,000
Rep. Darin LaHood (R)	\$5,000
Rep. Bradley Schneider (D)	\$2,500

Indiana	
Rep. James Baird PhD (R)	\$2,500
Sen. Mike Braun (R)	\$1,000
Sen. Mike Braun (R) - 2020 Check Voided	(\$1,000)
Rep. Larry Bucshon (R)	\$5,000
Rep. André Carson (D)	\$5,000
Rep. Trey Hollingsworth (R)	\$4,000
Rep. Frank Mrvan (D)	\$3,500
Rep. Gregory Pence (R)	\$2,500
Rep. Victoria Spartz (R)	\$2,500
Rep. Jackie Walorski (R)	\$5,000
Sen. Todd Young (R)	\$5,000
Kansas	
Sen. Jerry Moran (R)	\$1,500
Kentucky	
Rep. Brett Guthrie (R)	\$1,500
Massachusetts	
Rep. Katherine Clark (D)	\$2,500
Michigan	
Sen. Gary Peters (D)	\$2,500
Missouri	
Rep. Jason Smith (R)	\$1,000
Montana	
Sen. Jon Tester (D)	\$1,000
Nebraska	
Rep. Adrian Smith (R)	\$2,000
Nevada	
Rep. Steven Horsford (D)	\$1,500
Sen. Catherine Cortez Masto (D)	\$6,000
Sen. Jacklyn Rosen (D)	\$3,500
New Hampshire	
Rep. Ann Kuster (D)	\$1,000
New Jersey	
Rep. Joshua Gottheimer (D)	\$1,000
Sen. Robert Menendez (D)	\$1,000
Rep. William Pascrell Jr. (D)	\$1,000
Rep. Rebecca Sherrill (D)	\$3,000

LillyPAC Contributions to Federal Candidates

Rep. Bonnie Watson Coleman (D)	\$1,000
New Mexico	
Sen. Martin Heinrich (D)	\$4,000
New York	
Rep. Brian Higgins (D)	\$2,500
Sen. Charles Schumer (D)	\$5,000
North Carolina	
Rep. G. K. Butterfield (D)	\$1,000
Rep. Richard Hudson Jr. (R)	\$3,000
Rep. Patrick McHenry (R)	\$2,000
Rep. Deborah Ross (D)	\$1,000
North Dakota	
Sen. John Hoeven (R)	\$2,500
Ohio	
Rep. Joyce Beatty (D)	\$1,000
Rep. Bob Latta (R)	\$1,000
Rep. Brad Wenstrup (R)	\$3,000
Oklahoma	
Sen. James Lankford (R)	\$2,000
Rep. Markwayne Mullin (R)	\$1,000
Oregon	
Rep. Kurt Schrader (D)	\$3,500
Sen. Ron Wyden (D)	\$1,000
Pennsylvania	
Rep. Brendan Boyle (D)	\$1,000
Rep. Chrissy Houlahan (D)	\$2,000
Rep. Mike Kelly (R)	\$2,500
Rep. Mary Scanlon (D)	\$1,000
Rep. Lloyd Smucker (R)	\$2,500
Texas	
Rep. Jodey Arrington (R)	\$1,000
Rep. Daniel Crenshaw (R)	\$2,000
Rep. Marc Veasey (D)	\$3,500

Utah	
Rep. John Curtis (R)	\$1,000
Vermont	
Sen. Patrick Leahy (D)	\$1,000
Virginia	
Sen. Mark Warner (D)	\$1,900
Washington	
Rep. Suzan DelBene (D)	\$2,500
Rep. Derek Kilmer (D)	\$3,500
Rep. Cathy McMorris Rodgers (R)	\$2,500
Sen. Patty Murray (D)	\$2,000
West Virginia	
Sen. Joe Manchin III (D)	\$2,000

LillyPAC Contributions to Federal PACs and Party Committees

ORGANIZATION	AMOUNT
Across the Aisle PAC	\$5,000
Blue Dog PAC	\$5,000
Blue Hen PAC	\$3,500
Bluegrass Committee	\$5,000
CHC Bold PAC	\$5,000
Common Ground PAC	\$2,500
Common Values PAC	\$5,000
Congressional Black Caucus PAC (CBC PAC)	\$5,000
Democratic Congressional Campaign Committee (DCCC)	\$15,000
Democratic Senatorial Campaign Committee (DSCC)	\$15,000
Eye of the Tiger Political Action Committee	\$5,000
First State PAC	\$2,500
Forward Together PAC	\$1,000
Freedom Fund	\$5,000
Freedom Fund - 2020 Check Voided	(\$2,500)
Getting Stuff Done PAC (GSD-PAC)	\$2,500
HeartDocPAC	\$5,000
IMPACT	\$5,000
Jump into Action for Conservatives to Keep Our Ideas Elevated PAC	\$5,000
Keystone America PAC	\$2,500
LOBO PAC	\$1,000
Madison PAC, The	\$5,000
Majority Committee PAC - MC PAC	\$5,000
Moderate Democrats PAC	\$5,000
M-PAC	\$5,000
National Republican Congressional Committee (NRCC)	\$15,000
National Republican Senatorial Committee (NRSC)	\$15,000
New Democrat Coalition Action Fund	\$5,000
New Millennium PAC	\$5,000
Oorah! Political Action Committee	\$5,000
Republican Governance Group/Tuesday Group PAC	\$5,000
Sensible American Solutions Supporting Everyone PAC	\$2,500
Supporting House Problem Solvers - SHP PAC	\$5,000
Together Holding Our Majority PAC	\$5,000
Tomorrow Is Meaningful PAC	\$2,500
Treasure State PAC	\$2,500
LillyPAC Federal Contributions Total	\$377,900



Federal Contribution Limits

\$5,000 per primary and general election to a federal candidate's campaign committee.

\$15,000 per calendar year to each national party committee, such as the Democratic and Republican national, senatorial and congressional campaign committees.

\$5,000 per year to a federal incumbent's leadership PAC. Leadership PACs may be sponsored by members of Congress to support other candidates from their political party. These are separate from a member's campaign committee.

\$5,000 per year to a state or local party committee.

Contribution limits vary by state.

To learn more, visit [Lilly's Public Policy and Political Participation](#).

LillyPAC Contributions to State Candidates and Committees

Alabama	
Sen. James Chesteen (R)	\$1,000
Rep. Steve Clouse (R)	\$1,000
Rep. Paul Lee (R)	\$1,000
Rep. Rhett Marques (R)	\$1,000
Arizona	
Republican Legislative Victory Fund	\$1,500
Arkansas	
Rep. Karilyn Brown (R)	\$400
Rep. Cameron Cooper (R)	\$400
Rep. Bruce Cozart (R)	\$400
Sen. Ben Gilmore (R) - 2020 Check Voided	(\$300)
Rep. Justin Gonzales (R)	\$400
Rep. Austin McCollum (R)	\$400
Rep. Tippi McCullough (D)	\$400
Rep. Clint Penzo (R)	\$400
Rep. Matthew Shepherd (R)	\$400
Sen. James Sturch (R)	\$400
Rep. Danny Watson (R)	\$400
California	
Assm. Cecilia Aguiar-Curry (D)	\$1,500
Assm. Joaquin Arambula (D)	\$1,000
Sen. Toni Atkins (D) - 2026 Lt. Gov. Candidate	\$3,500
Sen. Josh Becker (D)	\$1,000
Assm. Steve Bennett (D)	\$1,000
Assm. Franklin Bigelow (R)	\$1,500
Assm. Autumn Burke (D)	\$1,500
Sen. Anna Caballero (D)	\$1,000
Assm. Lisa Calderon (D)	\$1,000
Assm. Jim Cooper (D)	\$2,000
Assm. Jordan Cunningham (R)	\$1,000
Sen. Brian Dahle (R)	\$1,000
Assm. Tom Daly (D)	\$4,900
Sen. Bill Dodd (D) - 2026 Lt. Gov. Candidate	\$1,500
Sen. Susan Eggman (D)	\$1,000
Assm. Heath Flora (R)	\$1,000
Sen. Steven Glazer (D) - 2026 Lt. Gov. Candidate	\$1,500
Assm. Lorena Gonzalez (D)	\$1,000
Assm. Adam Gray (D)	\$1,500
Assm. Tim Grayson (D)	\$1,300
Sen. Melissa Hurtado (D)	\$1,000
Sen. Monique Limon (D)	\$1,000
Assm. Evan Low (D)	\$1,500

Assm. Brian Maienschein (D)	\$1,000
Assm. Chad Mayes (I)	\$1,500
Sen. Dave Min (D)	\$1,000
Assm. Adrin Nazarian (D)	\$2,500
Sen. Josh Newman (D)	\$1,000
Assm. Patrick O'Donnell (D)	\$2,500
Sen. Richard Pan (D)	\$1,000
Sen. Anthony Portantino (D) - 2026 Superintendent of Public Instruction Candidate	\$2,500
Assm. Sharon Quirk-Silva (D)	\$1,000
Assm. James Ramos (D)	\$1,500
Assm. Anthony Rendon (D)	\$1,500
Assm. Robert Rivas (D)	\$1,000
Assm. Freddie Rodriguez (D)	\$1,500
Assm. Blanca Rubio (D)	\$2,000
Sen. Susan Rubio (D)	\$2,000
Assm. Rudy Salas Jr. (D)	\$1,500
Assm. Suzette Valladares (R)	\$1,000
Assm. Carlos Villapudua (D)	\$1,000
Assm. Christopher Ward (D)	\$1,500
Assm. Akilah Weber (D)	\$2,000
Colorado	
Senate Majority Fund	\$3,000
Delaware	
Rep. Melissa Minor-Brown (D)	\$100
District of Columbia	
Council Chair Phil Mendelson (D)	\$500
Georgia	
Lt. Gov. Geoff Duncan Jr. (R) - 2020 Check Voided	(\$2,000)
Sen. Burt Jones (R) - 2020 Check Voided	(\$1,000)
Illinois	
Rep. Jaime Andrade Jr. (D)	\$500
Sen. Omar Aquino (D)	\$1,000
Rep. Dagmara Avelar (D)	\$500
Sen. Christopher Belt (D)	\$500
Sen. Scott Bennett (D)	\$500
Rep. Avery Bourne (R)	\$500
Rep. Kambium Buckner (D)	\$1,000
Rep. Kelly Burke (D) - 2020 Check Voided	(\$500)
Rep. Kelly Burke (D)	\$500
Sen. Cristina Castro (D)	\$500
Rep. Dan Caulkins (R)	\$500
Rep. Deborah Conroy (D)	\$500

LillyPAC Contributions to State Candidates and Committees

Rep. Fred Crespo (D)	\$500
Sen. Rachele Crowe (D)	\$1,000
Sen. John Curran (R)	\$500
Rep. William Davis (D)	\$500
Rep. Eva Delgado (D)	\$500
Sen. Donald DeWitte (R)	\$500
Sen. Laura Ellman (D)	\$500
Rep. Mary Flowers (D)	\$500
Sen. Ann Gillespie (D)	\$500
Sen. Suzanne Glowiak Hilton (D)	\$500
Rep. Jehan Gordon-Booth (D)	\$1,500
Rep. LaToya Greenwood (D)	\$500
Rep. Jackie Haas (R)	\$500
Rep. Norine Hammond (R)	\$500
Sen. Michael Hastings (D)	\$2,000
Sen. Mattie Hunter (D)	\$1,000
Rep. Frances Hurley (D)	\$500
Sen. Patrick Joyce (D)	\$1,000
Sen. Andy Manar (D) - 2020 Check Voided/Candidate Withdrew	(\$500)
Rep. Natalie Manley (D)	\$500
Rep. Tony McCombie (R)	\$500
Rep. Martin McLaughlin (R)	\$500
Sen. Julie Morrison (D)	\$500
Sen. Antonio 'Tony' Munoz (D)	\$2,000
Sen. Laura Murphy (D)	\$500
Sen. Kwame Raoul (D) - 2020 Check Voided	(\$2,500)
Sen. Sue Rezin (R)	\$1,000
Rep. Lamont Robinson Jr. (D)	\$500
Sen. Chapin Rose (R)	\$1,000
Sen. Elgie Sims (D)	\$1,000
Rep. Ryan Spain (R)	\$500
Sen. Win Stoller (R)	\$500
Rep. Andre Thapedi (D) - 2020 Check Voided	(\$500)
Sen. Karina Villa (D)	\$500
Rep. Emanuel Welch (D)	\$5,000
Rep. Keith Wheeler (R)	\$500
Rep. Blaine Wilhour (R)	\$500
Rep. Kathleen Willis (D)	\$500
Indiana	
Sen. Ron Alting (R)	\$1,000
Rep. Bradford Barrett (R)	\$1,000
Rep. Vaneta Becker (R)	\$1,000

Rep. Robert Behning (R)	\$1,000
Sen. Rodric Bray (R)	\$5,000
Sen. Jean Breaux (D)	\$1,000
Sen. Justin Busch (R)	\$1,000
Sen. Ed Charbonneau (R)	\$1,000
Rep. Robert Cherry (R)	\$500
Rep. Ed Clere (R)	\$500
Sen. Michael Crider (R)	\$1,000
Lt. Gov. Suzanne Crouch (R)	\$1,000
Rep. Edward DeLaney (D)	\$500
Sheriff Kerry Forestal (D)	\$500
Rep. Carey Hamilton (D)	\$1,000
Rep. Bob Heaton (R)	\$1,000
Mayor Joe Hogsett (D)	\$3,000
Sen. Travis Holdman (R)	\$1,000
Rep. Todd Huston (R)	\$5,000
Indiana Democratic Party	\$5,000
Indiana Republican State Committee, Inc.	\$2,000
Rep. Blake Johnson (D)	\$1,000
Rep. Matt Lehman (R)	\$1,000
City Cllr. Maggie Lewis (D)	\$500
Sen. Mark Messmer (R)	\$2,000
Sen. Ryan Mishler (R)	\$1,000
Rep. Justin Moed (D)	\$500
Rep. Cherrish Pryor (D)	\$1,000
Rep. Tom Saunders (R)	\$500
Rep. Tom Saunders (R) - 2021 Check Voided/Candidate Withdrew	(\$500)
Rep. Robin Shackelford (D)	\$1,000
Rep. Greg Steuerwald (R)	\$1,000
Rep. Vanessa Summers (D)	\$500
Sen. Greg Taylor (D)	\$1,000
Sen. Kyle Walker (R)	\$500
Sen. Andy Zay (R)	\$1,000
Iowa	
Sen. Jake Chapman (R)	\$1,000
Rep. Pat Grassley (R)	\$1,000
Rep. Ann Meyer (R)	\$500
Sen. Jason Schultz (R)	\$500
Sen. Jack Whitver (R)	\$1,000
Rep. Matt Windschitl (R)	\$1,000
Kansas	
Rep. Daniel Hawkins (R)	\$500

LillyPAC Contributions to State Candidates and Committees

Rep. Brenda Landwehr (R)	\$500
Sen. Ty Masterson (R)	\$500
Rep. Ronald Ryckman Jr. (R)	\$500
Kentucky	
Kentucky State Democratic Executive Committee	\$3,000
Kentucky State Republican Executive Committee	\$1,000
Louisiana	
Bagley Leadership PAC	\$500
Sen. Louie Bernard (R)	\$500
Sen. Gerald Boudreaux (D)	\$500
Sen. Stewart Cathey (R)	\$500
Sen. Heather Cloud (R)	\$500
Rep. Paula Davis (R)	\$500
Sen. Jay Luneau (D)	\$500
Sen. Jay Luneau (D) - 2020 Check Voided	(\$500)
Sen. Barry Milligan (R)	\$500
Maine	
Fecteau for Leadership	\$500
Fecteau for Leadership - 2020 Check Voided	(\$250)
House Democratic Campaign Committee	\$750
House Republican Fund	\$500
Maine Senate Republican Majority	\$750
Still Fed Up with Taxes	\$500
Taking Care of Maine Business	\$500
Maryland	
Sen. Malcolm Augustine (D)	\$250
Sen. Pamela Beidle (D)	\$250
Del. Nick Charles (D)	\$100
Del. Bonnie Cullison (D)	\$250
Sen. Brian Feldman (D)	\$250
Sen. William Ferguson IV (D)	\$500
Sen. William Ferguson IV (D) - 2020 Check Voided	(\$500)
Sen. Antonio Hayes (D)	\$250
Del. Adrienne Jones (D)	\$500
Del. Nicholas Kipke (R)	\$250
Del. Robbyn Lewis (D)	\$100
Del. Kathy Szeliga (R)	\$250
Michigan	
Rep. Julie Alexander (R)	\$250
Sen. John Bizon (R)	\$1,000
Rep. Graham Filler (R)	\$500
Rep. Ben Frederick (R)	\$500
Rep. Phil Green (R)	\$500

Rep. Roger Hauck (R)	\$500
Sen. Curtis Hertel Jr. (D)	\$500
Rep. Bronna Kahle (R)	\$1,500
Sen. Dan Lauwers (R)	\$1,000
Sen. Curt VanderWall (R)	\$2,000
Rep. Jason Wentworth (R)	\$1,000
Rep. Mary Whiteford (R)	\$1,500
Rep. Angela Witwer (D)	\$500
Mississippi	
Forward Mississippi PAC	\$1,000
Lt. Gov. Delbert Hosemann (R)	\$1,000
Sen. Dean Kirby (R)	\$1,000
Gov. Tate Reeves (R)	\$1,000
Rep. Jason White (R)	\$1,000
Montana	
Montana Republican Legislative Campaign Committee - 2020 Check Voided	(\$1,000)
Nebraska	
Jim Pillen (R) - Gov. Candidate	\$1,000
New Hampshire	
Gov. Chris Sununu (R)	\$1,000
New Mexico	
Rep. Brian Egolf Jr. (D)	\$2,000
North Carolina	
Sen. Philip Berger (R)	\$5,600
Rep. Jon Hardister (R)	\$1,000
Sen. Kathy Harrington (R)	\$1,000
Rep. Zack Hawkins (D)	\$1,000
Sen. Brent Jackson (R)	\$1,000
Sen. Joyce Krawiec (R)	\$1,000
Rep. Donny Lambeth (R)	\$1,000
Rep. Tim Moore (D)	\$2,900
Sen. Paul Newton (R)	\$1,000
Sen. Jim Perry (R)	\$1,000
Sen. Bill Rabon (R)	\$1,000
Rep. Robert Reives II (D)	\$1,000
Rep. Jason Saine (R)	\$1,000
Rep. Wayne Sasser (R)	\$1,000
Rep. Donna White (R)	\$1,000
Sen. Mike Woodard (D)	\$1,000
Ohio	
Rep. Rick Carfagna (R)	\$1,500
Rep. Robert Cupp (R)	\$3,000

LillyPAC Contributions to State Candidates and Committees

Sen. Matt Dolan (R)	\$1,000
Rep. Tim Ginter (R)	\$1,500
Sen. Jay Hottinger (R)	\$1,500
Sen. Matt Huffman (D)	\$4,000
Sen. Stephen Huffman (R)	\$1,000
Rep. Scott Lipps (R)	\$1,000
Sen. Robert McColley (R)	\$1,500
Rep. Scott Oelslager (R)	\$1,000
Ohio Chamber of Commerce PAC	\$5,000
Rep. Bill Roemer (R)	\$500
Rep. William Seitz (R)	\$1,500
Rep. William Seitz (R) - 2021 Check Voided/Candidate Withdrew	(\$1,500)
Oklahoma	
Gov. Kevin Stitt (R)	\$1,000
Oregon	
Rep. Christine Drazan (R)	\$4,000
Rep. Suzanne Weber (R)	\$1,000
Pennsylvania	
Sen. David Argall (D)	\$500
Sen. Ryan Aument (R)	\$500
Rep. Matthew Bradford (D)	\$1,000
Sen. Michele Brooks (R)	\$500
Sen. Patrick Browne (R)	\$1,000
Sen. Maria Collett (D)	\$500
Sen. John DiSanto (R)	\$500
Sen. John Gordner (R)	\$750
Rep. Jordan Harris (D) - 2020 Check Voided	(\$500)
House Republican Campaign Committee	\$9,000
House Republican Campaign Committee - 2020 Check Voided	(\$4,000)
Sen. Vincent Hughes (D)	\$1,000
Rep. Leanne Krueger (D)	\$500
Rep. Carrie Lewis DelRosso (R)	\$250
Rep. Mark Longietti (D)	\$500
Rep. Donna Oberlander (R)	\$1,000
Rep. Timothy O'Neal (R)	\$250
PA Legislative Victory PAC	\$2,500
Rep. Kathy Rapp (R)	\$500
Rep. Greg Rothman (R)	\$250
Rep. Stanley Saylor (R)	\$1,000
Rep. Michael Schlossberg (D)	\$500
Senate Republican Campaign Committee	\$1,000

Rep. Jesse Topper (R)	\$500
Sen. Kim Ward (R)	\$1,000
Rep. Martina White (R)	\$500
Rep. David Zimmerman (R)	\$250
Tennessee	
Rep. Raumesh Akbari (D)	\$1,000
Rep. Karen Camper (D)	\$500
Rep. Vincent Dixie (D)	\$1,000
Rep. David Hawk (R)	\$1,000
Rep. Esther Helton (R)	\$500
Rep. Gary Hicks (R)	\$500
Rep. Sabi Kumar (R)	\$1,000
Rep. Pat Marsh (R)	\$500
Sen. Shane Reeves (R)	\$1,500
Rep. Iris Rudder (R)	\$500
Rep. Cameron Sexton (R)	\$1,500
Rep. Cameron Sexton (R) - 2020 Check Voided	(\$1,000)
Rep. Bryan Terry (R)	\$1,000
Sen. Bo Watson (D)	\$1,000
Sen. Ken Yager (R)	\$1,000
Texas	
Gov. Greg Abbott (R)	\$5,000
Rep. Steve Allison (R)	\$500
Sen. Carol Alvarado (D)	\$1,000
Rep. Rafael Anchia (D)	\$1,000
Rep. Cesar Blanco (D)	\$1,000
Rep. James Bonnen (R)	\$2,500
Rep. Dustin Burrows (R)	\$2,000
Sen. Donna Campbell (D)	\$1,000
Rep. Giovanni Capriglione (R)	\$2,000
Rep. Nicole Collier (D)	\$1,000
Rep. Brandon Creighton (R)	\$1,000
Rep. Sarah Davis (R) - 2020 Check Voided	(\$1,000)
Rep. Mary Gonzalez (D)	\$500
Rep. Ryan Guillen (D)	\$500
Rep. Cody Harris (R)	\$1,000
Sen. Joan Huffman (R)	\$2,500
Rep. Jacey Jetton (R)	\$500
Rep. Ann Johnson (D)	\$500
Sen. Nathan Johnson (D)	\$1,000
Rep. Stephanie Klick (R)	\$2,000
Sen. Lois Kolkhorst (R)	\$2,500

LillyPAC Contributions to State Candidates and Committees

Rep. J. M. Lozano (D) - 2020 Check Voided	(\$500)
Sen. Eddie Lucio Jr. (D)	\$1,000
Rep. Will Metcalf (R)	\$500
Rep. Joseph Moody (D)	\$1,000
Sen. Robert Nichols (R)	\$500
Rep. Tom Oliverson (R)	\$2,500
Rep. Tan Parker (R)	\$1,000
Lt. Gov. Dan Patrick (R)	\$2,500
Rep. Dennis Paul (R)	\$500
Sen. Charles Perry (R)	\$1,000
Rep. Dade Phelan (R)	\$2,500
Rep. Walter Price (R)	\$1,000
Rep. Richard Raymond (D)	\$1,000
Rep. Ramon Romero Jr. (D)	\$1,000
Rep. Toni Rose (D)	\$1,000
Rep. Charles Schwertner (R)	\$2,500
Rep. Chris Turner (D)	\$1,000
Rep. Armando Walle (D)	\$500
Rep. Erin Zwiener (D)	\$500
Utah	
Gov. Spencer Cox (R)	\$1,500
Utah House Republican Election Committee - 2020 Check Voided	(\$750)
Utah Republican Senate Campaign Committee - 2020 Check Voided	(\$750)
Virginia	
Del. Lamont Bagby (D)	\$1,000
Sen. George Barker (D)	\$1,250
Kirk Cox (R) - Gov. Candidate	\$1,000
Del. Eileen Filler-Corn (D)	\$1,000
Del. C. Todd Gilbert (R)	\$1,000
GOPAC	\$2,500
Del. Charniele Herring (D)	\$1,000
Del. Charniele Herring (D) - 2020 Check Voided	(\$1,000)
Del. Terry Kilgore (R)	\$1,500
Sen. Thomas Norment Jr. (R)	\$1,000
Sen. Richard Saslaw (D)	\$1,000
Del. Mark Sickles (D)	\$1,000
Del. Luke Torian (D)	\$1,000
Del. Roslyn Tyler (D)	\$500

Wisconsin	
Committee to Elect a Republican Senate	\$4,000
Sen. Dale Kooyenga (R)	\$1,000
Sen. Devin LeMahieu (R)	\$1,000
Sen. Howard Marklein (R)	\$1,000
Republican Assembly Campaign Committee (RACC)	\$5,000
Republican Party of Wisconsin - State Account	\$2,500
Sen. Patrick Testin (R)	\$1,000
LillyPAC State Contributions Total	\$353,450

New York PAC Contributions to New York State Candidates and Committees

New York	
Assm. William Barclay (R)	\$500
Assm. Michael Benedetto (D) - 2020 Check Voided	(\$1,000)
Sen. Samra Brouk (D) - 2020 Check Voided	(\$1,000)
Sen. Jeremy Cooney (D)	\$1,000
Assm. Maritza Davila (D)	\$500
Assm. Erik Dilan (D)	\$500
Sen. Patrick Gullivan (R)	\$500
Sen. James Gaughran (D)	\$500
Sen. Mike Gianaris (D)	\$2,000
Sen. Peter Harckham (D) - 2020 Check Voided	(\$1,000)
Assm. Carl Heastie (D)	\$2,500
Sen. Michelle Hinchey (D)	\$1,000
Assm. Pamela Hunter (D)	\$500
Assm. Ellen Jaffee (D) - 2020 Check Voided	(\$500)
Assm. Latoya Joyner (D)	\$1,000
Sen. Anna Kaplan (D)	\$1,000
Sen. Timothy Kennedy (D)	\$1,000
Sen. John Mannion (D)	\$1,000
Sen. John Mannion (D) - 2020 Check Voided	(\$1,000)
Assm. John McDonald III (D)	\$500
NYS Democratic Senate Campaign Committee - 2020 Check Voided	(\$1,500)
NYS Democratic Senate Campaign Committee - 2020 Check Voided	(\$5,000)
Sen. Robert Ortt (R)	\$500
Assm. Steve Otis (D)	\$500
Assm. Crystal Peoples-Stokes (D)	\$2,000
Assm. Stacey Pheffer Amato (D)	\$500
Assm. Edward Ra (R)	\$500
Sen. Jessica Ramos (D)	\$1,000
Sen. Jessica Ramos (D) - 2020 Check Voided	(\$1,000)
Republican Assembly Campaign Committee (RACC)	\$1,500
Assm. Karines Reyes (D)	\$500
Assm. Jonathan Rivera (D)	\$500
Sen. Sean Ryan (D)	\$2,000
Sen. Sean Ryan (D) - 2020 Check Voided	(\$1,000)
Sen. Julia Salazar (D)	\$500
Assm. James Skoufis (D)	\$1,000
Supvr. Matt Slater (R)	\$1,300
Assm. Michaelle Solages (D)	\$500
Sen. Andrea Stewart-Cousins (D)	\$2,500

Assm. Alfred Taylor (D)	\$500
Assm. Mark Walczyk (R)	\$1,200
Sen. Myrie Zellnor (D)	\$500
New York PAC Contributions Total	\$20,000

Corporate Contributions to State Candidates and Committees

California	
Assm. Tasha Boerner Horvath (D)	\$1,000
Assm. Wendy Carrillo (D)	\$1,000
Assm. Vince Fong (R)	\$1,000
Assm. Jim Frazier (D)	\$1,000
Assm. Mike Gipson (D)	\$1,000
Assm. Kevin Mullin (D)	\$1,000
Assm. Janet Nguyen (R)	\$1,000
Sen. Rosilicie Ochoa Bogh (R)	\$1,000
Assm. Marie Waldron (R)	\$1,000
Assm. Jim Wood (D)	\$1,000
Colorado	
Restore Colorado Leadership	\$2,000
District of Columbia	
GOPAC	\$5,000
Republican Governors Association	\$5,000
Republican Legislative Campaign Committee	\$5,000
Republican State Leadership Committee	\$5,000
Florida	
Sen. Ben Albritton (R)	\$1,000
Sen. Lori Berman (D)	\$1,000
Sen. Jason Brodeur (R)	\$1,000
Sen. Colleen Burton (R)	\$1,000
Rep. Chuck Clemons (R)	\$1,000
Sen. Manny Diaz Jr. (R)	\$1,000
Rep. Wyman Duggan (R)	\$1,000
Rep. Sam Garrison (R)	\$1,000
Rep. Lawrence McClure (R)	\$1,000
Rep. Lauren Melo (R)	\$1,000
Rep. Daniel A. Perez (R)	\$1,000
Republican Party of Florida - House Majority	\$2,500
Rep. Will Robinson (R)	\$1,000
Rep. Kelly Skidmore (D)	\$1,000
Illinois	
Rep. Dan Brady (R)	\$1,000
Rep. Melinda Bush (D)	\$1,000
Rep. Christina Castro (D)	\$500
Sen. Bill Cunningham (D)	\$1,500
Rep. John D'Amico (D)	\$1,000
Rep. Anthony DeLuca (D)	\$1,000
Rep. Tom Demmer (R)	\$1,500
Rep. Jim Durkin (R)	\$5,000

Sen. Laura Fine (D)	\$1,000
Rep. Robyn Gabel (D)	\$500
Sen. Don Harmon (D)	\$5,000
Rep. Greg Harris (D)	\$1,500
Sen. Napoleon Harris (D)	\$1,500
Rep. Barbara Hernandez (D)	\$500
Rep. Elizabeth Hernandez (D)	\$1,000
Rep. Jay C. Hoffman (D)	\$1,000
Rep. Thaddeus Jones (D)	\$1,500
Sen. Kimberly Lightford (D)	\$1,000
Rep. Rita Mayfield (D)	\$1,000
Rep. Deanne Mazzochi (R)	\$1,000
Sen. Dan McConchie (R)	\$2,500
Rep. Delia Ramirez (D)	\$750
Rep. Bob Rita (D)	\$1,000
Rep. Nicholas Smith (D)	\$1,000
Rep. Larry Walsh Jr. (D)	\$1,000
Indiana	
Rep. Phil GiaQuinta (D)	\$2,000
Imagine Indiana Inc.	\$5,000
Kansas	
Rep. Will Carpenter (R)	\$250
Rep. John Eplee (R)	\$250
Sen. Renee Erickson (R)	\$500
Rep. Jim Gartner (D)	\$250
Sen. Beverl Gossage (R)	\$250
Rep. Jim Kelly (R)	\$250
Rep. Megan Lynn (R)	\$250
Rep. Louis Ruiz (D)	\$250
Rep. Adam Smith (R)	\$250
Sen. Dinah Sykes (R)	\$250
Rep. Sean Tarwater (R)	\$250
Louisiana	
Sen. Mark Abraham (R)	\$500
Sen. Page Cortez (R)	\$1,000
Rep. Daryl A. Deshotel (R)	\$250
Rep. Mary DuBuisson (R)	\$250
Rep. Michael Echols (R)	\$250
Rep. Larry Frieman (R)	\$250
Rep. Kyle Green (D)	\$250
Rep. Jason Hughes (D)	\$250
Rep. John Illg Jr. (R)	\$250

Corporate Contributions to State Candidates and Committees

Rep. C. Travis Johnson (D)	\$250
Rep. Tanner Magee (R)	\$250
Rep. Scott McKnight (R)	\$250
Sen. Patrick McMath (R)	\$1,000
Rep. Bob Owen (R)	\$250
Rep. Thomas Pressly (R)	\$250
Sen. Mike Reese (R)	\$500
Rep. Clay Schexnayder (R)	\$250
Rep. John Stefanski (R)	\$250
Sen. Kirk Talbot (R)	\$1,000
Rep. Chris Turner (R)	\$250
Nebraska	
Sen. John Arch (N/A)	\$500
Sen. Eliot Bostar (N/A)	\$250
Sen. Tom Brandt (N/A)	\$250
Sen. Rob Clements (N/A)	\$500
Sen. Myron Dorn (N/A)	\$250
Sen. Mike Flood (N/A)	\$250
Sen. Ben Hansen (N/A)	\$500
Sen. Mike Hilgers (N/A)	\$500
Sen. Dave Murman (N/A)	\$500
Sen. Rich Pahls (N/A)	\$250
Sen. Julie Slama (N/A)	\$250
Nevada	
Assm. Heidi Kasama (R)	\$500
Assm. Glen Leavitt (R)	\$500
Sen. Dina Neal (D)	\$500
Assm. Rochelle Nguyen (D)	\$500
Republican Assembly Caucus PAC	\$1,000
Senate Republican Leadership Conference	\$1,000
New Jersey	
Assm. Jon Bramnick (R)	\$500
Assm. John Burzichelli (D)	\$500
Assm. Craig Coughlin (D)	\$1,000
Assm. Christopher DePhillips (R)	\$500
Assm. John DiMaio (R)	\$250
Assm. Roy Freiman (D)	\$1,600
Assm. Louis Greenwald (D)	\$1,000
Sen. Thomas Kean Jr. (R)	\$500
Assm. Pamela Lampitt (D)	\$800
Assm. Eliana Pintor Marin (D)	\$500
Assm. Nancy Munoz (R)	\$250

Gov. Phil Murphy (D)	\$3,000
Assm. Annette Quijano (D)	\$250
Senate Republican Majority	\$1,000
Sen. Stephen Sweeny (D)	\$2,500
Sen. Andrew Zwicker (D)	\$1,000
New Mexico	
Rep. Phelps Anderson (I)	\$250
Rep. Gail Armstrong (R)	\$250
Sen. Gregory Baca (R)	\$1,000
Sen. Craig Brandt (R)	\$500
Rep. Ambrose Castellano (D)	\$500
Rep. Jack Chatfield (R)	\$250
Rep. Doreen Gallegos (D)	\$500
Rep. Harry Garcia (D)	\$250
Sen. Daniel Ivey Soto (D)	\$1,000
Gov. Michelle Lujan Grisham (D)	\$10,000
Rep. Patricia Lundstrom (D)	\$750
Sen. George Munoz (D)	\$1,000
Rep. James Townsend (R)	\$750
Sen. Peter Wirth (D)	\$1,000
New York	
Democratic Assembly Campaign Committee - Housekeeping	\$10,000
Democratic Senate Campaign Committee - Housekeeping	\$10,000
Oregon	
Rep. Daniel Bonham (R)	\$1,000
Sen. Brian Boquist (R)	\$1,000
Rep. Janelle Bynum (R)	\$2,500
Rep. Paul Evans (D)	\$2,000
Sen. Lew Frederick (D)	\$1,000
Sen. Fred Girod (R)	\$5,000
Rep. Cedric Hayden (R)	\$5,000
Rep. Paul Holvey (D)	\$1,000
Sen. Betsy Johnson (D)	\$1,500
Sen. Tim Knopp (R)	\$3,000
Sen. Kate Lieber (D)	\$1,000
Rep. Mark Meek (D)	\$500
Rep. Raquel Moore-Green (R)	\$2,000
Rep. Nancy Nathanson (D)	\$1,000
Rep. Dan Rayfield (D)	\$3,500
Rep. Greg Smith (R)	\$2,000
Sen. Kim Thatcher (R)	\$2,000

Corporate Contributions to State Candidates and Committees

Virginia	
Lt. Gov. Halla Ayala (D)	\$500
Del. Eileen Filler-Corn (D)	\$500
Washington	
Rep. Jessica Bateman (D)	\$500
Rep. April Berg (D)	\$500
Sen. Andy Billig (D)	\$1,000
Sen. John Braun (R)	\$1,000
Rep. Daniel Bronoske (D)	\$250
Sen. Sharon Brown (R)	\$500
Rep. Michelle Caldier (R)	\$500
Rep. Bruce Chandler (R)	\$500
Rep. Frank Chopp (D)	\$500
Sen. Annette Cleveland (D)	\$1,000
Rep. Eileen Cody (D)	\$1,000
Sen. Steve Conway (D)	\$500
Rep. Chris Corry (R)	\$500
Rep. Lauren Davis (D)	\$250
Sen. Manka Dhingra (D)	\$500
Rep. Debra Entenman (D)	\$250
Sen. David Frockt (D)	\$1,000
Rep. Roger Goodman (D)	\$500
Rep. David Hackney (D)	\$250
Rep. Paul Harris (R)	\$1,000
Sen. Steve Hobbs (D)	\$1,000
Sen. Jeff Holy (R)	\$250
Sen. Jim Honeyford (R)	\$250
Sen. Sam Hunt (D)	\$250
Jackson Legacy Fund	\$3,000
Rep. Laurie Jenkins (D)	\$1,000
The Kennedy Fund	\$2,500
Sen. Curtis King (R)	\$1,000
Rep. Joel Kretz (R)	\$500
The Leadership Council	\$2,000
Rep. John Lovick (D)	\$250
Rep. Nicole Macri (D)	\$500
Rep. Jacquelin Maycumber (R)	\$500
Sen. Mark Mullet (D)	\$1,000
Sen. Ron Muzzall (R)	\$1,000
Sen. Joe Nguyen (D)	\$250
Sen. T'wina Nobles (D)	\$500

Rep. Timm Ormsby (D)	\$500
Rep. Lillian Ortiz-Self (D)	\$250
Rep. Tina Orwall (D)	\$1,000
Sen. Mike Padden (R)	\$250
Sen. Emily Randall (D)	\$500
Reagan Fund	\$2,000
Rep. Marcus Riccelli (D)	\$500
Sen. Ann Rivers (R)	\$1,000
Sen. Christine Rolfes (D)	\$1,000
Rep. Skylar Rude (R)	\$250
Rep. Cindy Ryu (D)	\$250
Rep. Sharon Tomiko Santos (D)	\$250
Rep. Joe Schmick (R)	\$1,000
Sen. Mark Schoesler (R)	\$1,000
Rep. Tarra Simmons (D)	\$250
Rep. Vandana Slatter (D)	\$1,000
Rep. Monica Stonier (D)	\$500
Rep. Pat Sullivan (D)	\$500
Rep. Steve Tharinger (D)	\$750
Truman Fund	\$3,000
Rep. Javier Valdez (D)	\$250
Sen. Kevin Van De Wege (D)	\$250
Sen. Judy Warnick (R)	\$250
Rep. J. T. Wilcox (R)	\$1,000
Rep. Alex Ybarra (R)	\$750
Wisconsin	
Committee to Elect a Republican Senate	\$2,500
Republican Assembly Campaign Committee	\$2,500
Lilly Corporate Contributions Total	\$248,650

Exhibit G-2

[Copy of 2022 Mid-Year Report of Political Financial Support]



Advancing Science and Hope
for Patients



REPORT OF
POLITICAL
FINANCIAL
SUPPORT

2022
JAN - JUN



LILLYPAC MISSION

LillyPAC brings us together with a united voice to financially support candidates of both parties who understand the importance of a positive environment for pharmaceutical innovation. LillyPAC helps elevate Lilly's profile in Washington D.C. and in state capitols, supporting the work of our government affairs teams as they inform federal, state, and local public policymakers about Lilly's business issues and the public policies that allow us to innovate and Make Life Better.

LillyPAC Contributions to Federal Candidates

Alabama	
Rep. Terri Sewell (D)	\$2,500
Arizona	
Sen. Kyrsten Sinema (D)	\$1,500
California	
Rep. Pete Aguilar (D)	\$1,000
Rep. Nanette Barragan (D)	\$1,000
Rep. Ami Bera (D)	\$2,500
Rep. Jimmy Gomez (D)	\$1,000
Rep. Kevin McCarthy (R)	\$5,000
Rep. Devin Nunes (R) - 2021 Check Voided	(\$2,500)
Rep. Scott Peters (D)	\$5,000
Rep. Raul Ruiz (D)	\$5,000
Rep. Linda Sanchez (D)	\$2,000
Rep. Eric Swalwell (D)	\$1,500
Connecticut	
Rep. John Larson (D)	\$1,500
Delaware	
Rep. Lisa Blunt Rochester (D)	\$2,500
Sen. Thomas Carper (D)	\$2,500
Florida	
Rep. Gus Bilirakis (R)	\$2,500
Rep. Vern Buchanan (R)	\$2,500
Sen. Marco Rubio (R)	\$2,000
Rep. Greg Steube (R)	\$1,000
Rep. Debbie Wasserman-Schultz (D)	\$1,500
Rep. Debbie Wasserman-Schultz (D) - 2022 Check Voided	(\$1,500)
Georgia	
Rep. Sanford Bishop Jr. (D)	\$1,000
Rep. Buddy Carter (R)	\$3,500
Idaho	
Sen. Mike Crapo (R)	\$2,500
Illinois	
Rep. Rodney Davis (R)	\$1,000
Rep. Bill Foster (D)	\$1,500
Rep. Darin LaHood (R)	\$5,000
Rep. Bradley Schneider (D)	\$2,500

Indiana	
Rep. James Baird (R)	\$1,500
Rep. James Banks (R)	\$2,500
Rep. Larry Bucshon (R)	\$3,500
Rep. André Carson (D)	\$5,000
Erin Houchin (R) - House Candidate	\$1,000
Rep. Frank Mrvan (D)	\$5,000
Rep. Victoria Spartz (R)	\$1,000
Iowa	
Sen. Joni Ernst (R)	\$1,500
Kansas	
Rep. Ron Estes (R)	\$1,000
Sen. Jerry Moran (R)	\$2,500
Kentucky	
Rep. Brett Guthrie (R)	\$7,500
Sen. Mitch McConnell (R)	\$3,000
Louisiana	
Sen. Bill Cassidy (R)	\$2,500
Rep. Steve Scalise (R)	\$10,000
Massachusetts	
Rep. Richard Neal (D)	\$1,000
Michigan	
Sen. Gary Peters (D)	\$2,500
Montana	
Sen. Jon Tester (D)	\$2,500
Nebraska	
Rep. Adrian Smith (R)	\$2,500
Nevada	
Rep. Steven Horsford (D)	\$2,500
Sen. Catherine Cortez Masto (D)	\$4,000
New Jersey	
Rep. Joshua Gottheimer (D)	\$1,000
Robert Menendez Jr. (D) - House Candidate	\$1,000
Sen. Robert Menendez Sr. (D)	\$2,500
Rep. Donald Payne Jr. (D)	\$1,000
Rep. Rebecca Sherrill (D)	\$2,000
Rep. Rebecca Sherrill (D) - 2021 Check Voided	(\$2,000)

LillyPAC Contributions to Federal Candidates

Rep. Bonnie Watson Coleman (D)	\$5,000
New Mexico	
Sen. Martin Heinrich (D)	\$2,500
New York	
Rep. Yvette Clarke (D)	\$2,500
North Carolina	
Rep. Patrick McHenry (R)	\$1,000
Ohio	
Rep. Brad Wenstrup (R)	\$2,500
Oklahoma	
Sen. James Lankford (R)	\$1,000
Oregon	
Rep. Kurt Schrader (D)	\$5,000
Sen. Ron Wyden (D)	\$5,000
Pennsylvania	
Rep. Chrissy Houlahan (D)	\$1,500
Rep. John Joyce (R)	\$1,000
South Dakota	
Sen. John Thune (R)	\$5,000
Texas	
Rep. Daniel Crenshaw (R)	\$1,000
Rep. Henry Cuellar (D)	\$2,500
Rep. Henry Cuellar (D) - 2022 Check Voided	(\$2,500)
Virginia	
Rep. Gerald Connolly (D)	\$1,000
Sen. Tim Kaine (D)	\$2,500
Rep. Elaine Luria (D)	\$4,000
Rep. A. Donald McEachin (D)	\$1,000
Washington	
Rep. Derek Kilmer (D)	\$5,000
Rep. Derek Kilmer (D) - 2021 Check Voided	(\$2,500)
Rep. Rick Larsen (D)	\$2,000
Sen. Patty Murray (D)	\$2,000
Wyoming	
Sen. John Barrasso (R)	\$2,500

LillyPAC Contributions to Federal PACs and Party Committees

ORGANIZATION	AMOUNT
Across the Aisle PAC	\$5,000
Blue Dog PAC	\$5,000
Blue Hen Federal PAC	\$5,000
Bluegrass Committee	\$5,000
CHC Bold PAC	\$5,000
Common Ground PAC	\$2,500
Common Values PAC	\$5,000
Congressional Black Caucus PAC (CBC PAC)	\$5,000
Democratic Congressional Campaign Committee (DCCC)	\$15,000
Democratic Senatorial Campaign Committee (DSCC)	\$15,000
Democrats Reshaping America PAC (DREAMPAC)	\$5,000
Equality PAC	\$2,500
Equality PAC - 2022 Check Voided	(\$2,500)
First State PAC	\$5,000
Future Forum PAC	\$5,000
Getting Stuff Done PAC (GSD-PAC)	\$2,000
House Conservatives Fund	\$5,000
Moderate Democrats PAC	\$5,000
M-PAC	\$5,000
National Republican Congressional Committee (NRCC)	\$15,000
National Republican Senatorial Committee (NRSC)	\$15,000
New Democrat Coalition Action Fund	\$5,000
Oorah! Political Action Committee	\$2,500
Republican Governance Group/Tuesday Group PAC	\$5,000
Smart Solutions PAC	\$2,500
Sunshine Organization for Tremendous Opportunities PAC (SOTO PAC)	\$1,000
Supporting House Problem Solvers PAC (SHP PAC)	\$5,000
Treasure State PAC	\$5,000
LillyPAC Federal Contributions Total	\$329,000



Federal Contribution Limits

\$5,000 per primary and general election to a federal candidate's campaign committee.

\$15,000 per calendar year to each national party committee, such as the Democratic and Republican national, senatorial and congressional campaign committees.

\$5,000 per year to a federal incumbent's leadership PAC. Leadership PACs may be sponsored by members of Congress to support other candidates from their political party. These are separate from a member's campaign committee.

\$5,000 per year to a state or local party committee.

Contribution limits vary by state.

LillyPAC Contributions to State Candidates and Committees

Arkansas	
Rep. Tippi McCullough (D) - 2021 Check Voided	(\$400)
California	
Angelique Ashby (D) - Sen. Candidate	\$1,000
Assm. Marc Berman (D)	\$2,500
Assm. Tasha Boerner Horvath (D)	\$1,500
Assm. Wendy Carrillo (D)	\$1,500
Assm. Megan Dahle (R)	\$1,000
Assm. Tim Grayson (D)	\$1,000
Assm. Chris Holden (D)	\$1,500
Assm. Brian Maienschein (D)	\$2,000
Sen. Josh Newman (D)	\$1,000
Assm. Janet Nguyen (D) - Sen. Candidate	\$2,000
Diane Papan (D) - Assm. Candidate	\$1,000
Assm. James Ramos (D)	\$1,500
Assm. Robert Rivas (D)	\$1,500
Assm. Christopher Ward (D)	\$1,500
Assm. Akilah Weber (D)	\$1,500
Delaware	
Rep. Melissa Minor-Brown (D) - 2021 Check Voided	(\$100)
District of Columbia	
Democratic Governors Association	\$10,000
Republican Governors Association	\$10,000
Illinois	
Sen. Christopher Belt (D)	\$500
Sen. Scott Bennett (D) - 2021 Check Voided	(\$500)
Rep. Kambium Buckner (D)	\$1,000
Rep. Tim Butler (R)	\$500
Sen. Bill Cunningham (D)	\$2,500
Rep. William Davis (D) - 2021 Check Voided	(\$500)
Rep. James Durkin (R)	\$5,000
Sen. Laura Fine (D)	\$1,000
Rep. Robyn Gabel (D)	\$1,000
Sen. Ann Gillespie (D)	\$500
Rep. Jehan Gordon-Booth (D)	\$1,000
Rep. Jackie Haas (R)	\$1,000
Rep. Norine Hammond (R)	\$500
Sen. Napoleon Harris III (D)	\$2,000
Sen. Michael Hastings (D)	\$2,000
Rep. Elizabeth Hernandez (D)	\$1,000
Rep. Jay Hoffman (D)	\$1,000
Rep. Frances Hurley (D)	\$500
Rep. Thaddeus Jones (D)	\$1,000

Rep. Natalie Manley (D)	\$500
Rep. Rita Mayfield (D)	\$1,000
Rep. Deanne Mazzochi (R)	\$1,000
Rep. Tony McCombie (R)	\$500
Rep. Nicholas Smith (D)	\$1,000
Sen. Karina Villa (D) - 2021 Check Voided	(\$500)
Indiana	
Rep. Robert Cherry (R)	\$500
Rep. Ed Clere (R)	\$500
Lt. Gov. Suzanne Crouch (R)	\$1,000
Rep. Phil GiaQuinta (D)	\$2,000
Mayor Joe Hogsett (D)	\$3,000
Gov. Eric Holcomb (R)	\$5,000
Sen. Travis Holdman (R)	\$1,000
Rep. Todd Huston (R)	\$5,000
Indiana Democratic Party	\$5,000
Rep. Blake Johnson (D)	\$1,000
City Cllr. Maggie Lewis (D) - 2021 Check Voided	(\$500)
Sen. Mark Messmer (R)	\$2,000
Rep. Justin Moed (D)	\$1,000
City Cllr. Vop Osili (D)	\$1,000
Rep. Greg Porter (D)	\$1,000
Rep. Cherrish Pryor (D)	\$1,000
Rep. Robin Shackelford (D)	\$1,000
Rep. Vanessa Summers (D)	\$1,000
Rep. Vanessa Summers (D) - 2021 Check Voided	(\$500)
Rep. Ann Vermilion (R)	\$500
Sen. Andy Zay (R)	\$1,000
Kentucky	
Kentucky State Democratic Executive Committee - 2021 Check Voided	(\$3,000)
Maryland	
Sen. Malcolm Augustine (D)	\$250
Sen. Pamela Beidle (D)	\$500
Sen. William Ferguson IV (D)	\$1,000
Del. Steve Johnson (D)	\$250
Del. Adrienne Jones (D)	\$1,000
Del. Ken Kerr (D)	\$250
Del. Nicholas Kipke (R)	\$250
Michigan	
Rep. Andrew Beeler (R)	\$250
Sen. John Bizon (R)	\$1,000
Sen. John Bizon (R) - 2022 Check Voided	(\$1,000)

LillyPAC Contributions to State Candidates and Committees

Rep. Graham Filler (R)	\$250
Rep. Andrew Fink (R)	\$250
Rep. Phil Green (R)	\$1,000
Rep. Matt Hall (R)	\$1,000
Rep. Roger Hauck (R) - Sen. Candidate	\$500
Sen. Dan Lauwers (R)	\$500
Rep. Luke Meerman (R)	\$250
Rep. Mike Mueller (R)	\$250
Sen. Aric Nesbitt (R)	\$1,000
Rep. John Roth (R)	\$250
Rep. Mark Tisdell (R)	\$250
Sen. Curt VanderWall (R)	\$1,000
Sen. Curt VanderWall (R) - 2022 Check Voided	(\$1,000)
Sen. Curt Vanderwall (R) - Rep. Candidate	\$1,000
Wentworth Majority Fund	\$1,000
Rep. Angela Witwer (D)	\$500
Ohio	
Rep. Cindy Abrams (R)	\$500
Rep. Brian Baldrige (R)	\$500
Rep. Robert Cupp (R)	\$1,000
Gov. Michael Dewine (R)	\$5,000
Sen. Bob Hackett (R)	\$1,000
Sen. Matt Huffman (D)	\$2,000
Sen. Stephen Huffman (R)	\$1,000
Rep. Jeff LaRe (R)	\$500
Rep. Susan Manchester (R)	\$1,000
Sen. Robert McColley (R)	\$1,500
Rep. Phil Plummer (R)	\$500
Rep. Jason Stephens (R)	\$500
Oregon	
Rep. Suzanne Weber (R) - 2021 Check Voided	(\$1,000)
Pennsylvania	
Sen. David Argall (D)	\$500
Rep. Kerry Benninghoff (R)	\$1,000
Rep. Matthew Bradford (D)	\$1,000
Rep. Tim Briggs (D)	\$500
Sen. Patrick Browne (R)	\$1,000
Sen. Maria Collett (D)	\$300
Sen. Jay Costa (D)	\$500
Rep. Gary Day (R)	\$300
Sen. John DiSanto (R)	\$500
Rep. Valerie Gaydos (R)	\$250
Sen. Vincent Hughes (D)	\$500

Rep. Leanne Krueger (D)	\$500
Rep. Joanna McClinton (D)	\$1,000
Rep. Donna Oberlander (R)	\$1,000
Sen. Joe Pittman (R)	\$500
Rep. Kathy Rapp (R)	\$500
Rep. Stanley Saylor (R)	\$500
Senate Republican Campaign Committee	\$5,000
Atty. Gen. Josh Shapiro (D) - Gub. Candidate	\$5,000
Sen. Kim Ward (R)	\$1,500
Rep. Martina White (R)	\$500
Tennessee	
Rep. Raumesh Akbari (D) - 2021 Check Voided	(\$1,000)
Texas	
Sen. Nathan Johnson (D)	(\$1,000)
Sen. Eddie Lucio Jr. (D) - 2021 Check Voided	(\$1,000)
Sen. Charles Perry (R) - 2021 Check Voided	(\$1,000)
Utah	
Gov. Spencer Cox (R)	\$1,500
Utah House Republican Election Committee - 2020 Check Voided	(\$750)
Utah Republican Senate Campaign Committee - 2020 Check Voided	(\$750)
Virginia	
Del. Lamont Bagby (D)	\$1,000
Sen. George Barker (D)	\$1,250
Kirk Cox (R) - Gub. Candidate	\$1,000
Del. Eileen Filler-Corn (D)	\$1,000
Del. C. Todd Gilbert (R)	\$1,000
GOPAC	\$2,500
Del. Charniele Herring (D)	\$1,000
Del. Charniele Herring (D) - 2020 Check Voided	(\$1,000)
Del. Terry Kilgore (R)	\$1,500
Sen. Thomas Norment Jr. (R)	\$1,000
Sen. Richard Saslaw (D)	\$1,000
Del. Mark Sickles (D)	\$1,000
Del. Luke Torian (D)	\$1,000
Del. Roslyn Tyler (D)	\$500
Wisconsin	
Rep. Tyler August (R)	\$500
Rep. Mark Born (R)	\$500
Committee to Elect a Republican Senate	\$3,000
Rep. Mary Felzkowski (R)	\$1,000
Sen. Devin LeMahieu (R)	\$500
Sen. Howard Marklein (R)	\$1,000

LillyPAC Contributions to State Candidates and Committees

Republican Assembly Campaign Committee (RACC)	\$1,500
Republican Party of Wisconsin - State Account	\$1,000
Rep. Robin Vos (R)	\$1,000
LillyPAC State Contributions Total	\$149,600

New York PAC Contributions to New York State Candidates and Committees

New York	
Sen. Patrick Gullivan (R) - 2021 Check Voided	(\$500)
Sen. Mike Gianaris (D) - 2021 Check Voided	(\$2,000)
Assm. Carl Heastie (D) - 2021 Check Voided	(\$2,500)
Gov. Kathy Hochul (D)	\$10,000
Assm. Pamela Hunter (D) - 2021 Check Voided	(\$500)
Assm. Latoya Joyner (D) - 2021 Check Voided	(\$1,000)
Sen. Robert Ortz (R) - 2021 Check Voided	(\$500)
Assm. Karines Reyes (D) - 2021 Check Voided	(\$500)
Sen. Julia Salazar (D) - 2021 Check Voided	(\$500)
Assm. Michaelle Solages (D) - 2021 Check Voided	(\$500)
New York PAC Contributions Total	\$1,500

Corporate Contributions to State Candidates and Committees

Nevada	
Gov. Steve Sisolak (D)	\$2,500
New Jersey	
Assm. Daniel Benson (D)	\$500
Assm. Craig Coughlin (D)	\$1,000
Democratic Assembly Campaign Committee	\$1,500
Assm. John DiMaio (R)	\$1,000
Assm. Roy Freiman (D)	\$800
Assm. Louis Greenwald (D)	\$1,000
Assm. Pamela Lampitt (D)	\$300
Assm. John McKeon (D)	\$500
Sen. Steven Oroho (R)	\$1,000
New Mexico	
Rep. Patricia Lundstrom (D)	\$2,500
Oregon	
Rep. Vicki Breese-Iverson (R)	\$2,500
Sen. Tim Knopp (R)	\$2,500
Rep. Lily Morgan (R)	\$1,000
Washington	
Rep. Peter Abbarno (R)	\$250
Rep. April Berg (D)	\$500
Sen. Andy Billig (D)	\$1,000
Sen. John Braun (R)	\$1,000
Rep. Michelle Caldier (R)	\$500
Rep. Frank Chopp (D)	\$250
Sen. Annette Cleveland (D)	\$1,000
Rep. Chris Corry (R)	\$1,000
Rep. Debra Entenman (D)	\$250
Rep. Jake Fey (D)	\$500
Rep. Greg Gilday (R)	\$250
Carmen Goers (R) - House candidate	\$500
Rep. Roger Goodman (D)	\$500
Rep. Mia Gregerson (D)	\$250
Rep. Dan Griffey (R)	\$500
Rep. Mark Harmsworth (R)	\$250
Rep. Paul Harris (R)	\$750
Sen. Jeff Holy (R)	\$500
Sen. Jim Honeyford (R)	\$250
House Democratic Campaign Committee	\$1,000
House Republican Organization Committee	\$1,000
The Jackson Legacy Fund	\$3,000

Rep. Laurie Jenkins (D)	\$500
The Kennedy Fund	\$2,000
Sen. Curtis King (R)	\$500
The Leadership Council	\$5,000
Rep. Mari Leavitt (D)	\$250
Sen. Marko Liias (D)	\$500
Sen. John Lovick (D)	\$750
Rep. Nicole Macri (D)	\$1,000
Rep. Jacquelin Maycumber (R)	\$500
Sen. Ron Muzzall (R)	\$1,000
Rep. Timm Ormsby (D)	\$500
Rep. Lillian Ortiz-Self (D)	\$250
Rep. Tina Orwall (D)	\$500
The Reagan Fund	\$3,500
Rep. Kristine Reeves (D)	\$1,000
Rep. Marcus Riccelli (D)	\$1,000
Rep. Eric Robertson (R)	\$500
Sen. Christine Rolfes (D)	\$1,000
Rep. Skyler Rude (R)	\$500
Rep. Cindy Ryu (D)	\$250
Sen. Rebecca Saldana (D)	\$250
Rep. Joe Schmick (R)	\$1,000
Sen. Mark Schoesler (R)	\$500
Sen. Simon Sefzik (R)	\$250
Senate Democratic Campaign Committee	\$1,000
Senate Republican Campaign Committee	\$1,000
Rep. Tana Senn (D)	\$250
Rep. Vandana Slatter (D)	\$1,000
Rep. Larry Springer (D)	\$500
Rep. Drew Stokesbary (R)	\$1,000
Rep. Monica Stonier (D)	\$1,000
Rep. Jamila Taylor (D)	\$500
Rep. Steve Tharinger (D)	\$1,000
The Harry Truman Fund	\$2,000
Rep. Javier Valdez (D) - Sen. Candidate	\$750
Rep. Amy Walen (D)	\$1,000
Sen. Judy Warnick (R)	\$500
Rep. JT Wilcox (R)	\$1,000
Rep. Alex Ybarra (R)	\$500
Lilly Corporate Contributions Total	\$69,600