

## **Regulatory Compliance Committee Charter (Adopted 2019)**

### **Purpose of the Committee**

As a broadly-based diversified healthcare company, Johnson & Johnson is subject to a specialized regulatory framework of comprehensive laws and regulations on a global basis. The Regulatory Compliance Committee (the “Committee”) shall report to and assist the Board of Directors (“Board”) of Johnson & Johnson (the “Company”) by providing oversight of management’s efforts to operate within and comply with this specialized regulatory environment, in particular with respect to healthcare compliance and product quality and safety, as described in this Charter or otherwise directed by the Board. The Quality & Compliance Core Objective will also inform the Committee’s work.

### **Membership of the Committee**

1. The Committee shall be comprised of not less than three members of the Board.
2. All members of the Committee shall be independent directors, as independence is defined in accordance with the rules, regulations and standards of the New York Stock Exchange and the Company’s Standards of Independence for the Board of Directors of Johnson & Johnson, and as determined in the business judgment of the Board.
3. Members of the Committee shall be appointed and may be removed by resolution of a majority of the non-employee directors of the Board.
4. Members of the Committee shall be informed, or shall become informed, within a reasonable period of time after appointment to the Committee, with respect to matters of legal, regulatory and quality compliance that are within the Committee’s oversight responsibilities.

### **Committee Chairman**

The Board shall designate one member of the Committee to act as the Chairman of the Committee. The Committee member so designated shall (a) chair all meetings of the Committee; and (b) perform such other activities as from time to time are requested by the other Committee members or as circumstances indicate.

## Meetings of the Committee

1. The Committee will meet at least four times each year and will report to the Board following each such Committee meeting. The Committee will hold at least two executive sessions each year without members of management present.
2. The Committee will hold separate private meetings at least semi-annually with each of the General Counsel, the Chief Compliance Officer and the Chief Quality Officer, and at least annually with the Chief Medical Officer.

## Duties and Responsibilities

Management is responsible for the Company's compliance with the specialized regulatory framework of comprehensive laws and regulations to which the Company is subject. The Committee is responsible for oversight of management's performance of these responsibilities. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's regulatory or legal compliance. Moreover, the Committee does not have oversight of areas of financial compliance, which are the responsibility of the Audit Committee.

In carrying out its oversight responsibilities, the Committee shall perform the following functions:

1. **Healthcare Compliance:** The Committee shall review and discuss with management the implementation and enforcement of policies, standards, procedures and risk management programs, and compliance with applicable laws and regulations, in the areas of healthcare compliance and anti-corruption. In furtherance of this responsibility:
  - Twice each year, the Chief Compliance Officer shall discuss with the Committee specific substantive critical healthcare compliance risks and issues, as well as trends in healthcare compliance and the Company's plans to address them; and
  - At least annually, the Committee shall review with the Chief Compliance Officer (a) the implementation and effectiveness of the Company's healthcare compliance programs, (b) the adequacy of the resources for those programs, (c) organizational talent and process improvements and (d) the healthcare compliance programs of newly acquired companies.
  - The Committee shall review and discuss with management the implementation and enforcement of policies, standards, procedures and risk management programs, and compliance with applicable laws and regulations, related to the U.S. Foreign Corrupt Practices Act (FCPA) and other anti-corruption laws.
2. **Product Quality & Safety:** The Committee shall review and discuss with management the implementation and enforcement of policies, standards, procedures and risk

management programs, and compliance with applicable laws and regulations, related to the manufacture and supply of products consistent with applicable high-quality and medical product safety standards. In furtherance of this responsibility:

- Twice each year, the Chief Quality Officer shall discuss with the Committee specific substantive critical quality compliance risks and issues, as well as trends in quality compliance and the Company's plans to address them;
- Twice each year, the Chief Medical Officer shall discuss with the Committee specific substantive critical medical product safety risks, issues and trends and the Company's plans to address them; and.
- At least annually, the Committee shall review with the Chief Quality Officer and Chief Medical Officer (a) the implementation and effectiveness of the Company's quality compliance programs and medical product safety programs, respectively, (b) the adequacy of the resources for those programs, (c) organizational talent and process improvements and (d) the quality compliance and medical product safety programs of newly acquired companies.

3. **Other Areas of Regulatory Compliance:** At least annually, the Committee shall review and discuss with relevant management the implementation and effectiveness of risk management programs in the areas listed below. These annual reviews for each such area should focus on specific substantive critical regulatory compliance issues, risk management issues, and trends in enforcement and compliance and how the Company plans to address them.

- Supply Chain
- Environmental regulations
- Employee health and safety
- Privacy
- Cybersecurity
- Political expenditures and lobbying activities

4. **General Counsel:** The Committee shall review with the General Counsel all significant litigation and internal and government investigations, as well as all significant complaints raised through the Company's compliance reporting mechanisms, involving healthcare compliance, FCPA and anti-corruption and product quality compliance. At least annually, the General Counsel should discuss with the Committee organizational process improvements, resources and talent in the Legal organization.

5. **Government Agreements:** The Committee shall receive updates on compliance with any ongoing Corporate Integrity Agreements or similar significant undertakings by the Company with the U.S. Department of Health and Human Services, U.S. Department of Justice, U.S. Securities and Exchange Commission, U.S. Food and Drug Administration, or any other government agency.

6. **Informal Discussions:** In furtherance of its responsibilities as set forth above, the Committee shall engage in informal discussions once each year as part of its scheduled meetings with selected senior members from the Quality, Legal, Health Care Compliance and Medical Safety organizations.

### **Oversight of Committee Matters**

1. The Committee shall report regularly to the Board on its meetings and discussions and review with the Board significant issues or concerns that arise at Committee meetings.
2. The Chairman or any one or more members of the Committee, as designated by the Committee, may act on behalf of the Committee.
3. The Committee may form and delegate authority to subcommittees when appropriate.
4. The Committee shall have authority and appropriate funds to retain, consult with and compensate outside counsel and other advisors as the Committee may deem appropriate.
5. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter and shall assess the adequacy of the reporting and information provided by management to support the Committee's oversight responsibilities.
6. The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.