



April 27, 2023

## RULES OF ORDER FOR CONDUCT OF SHAREHOLDER MEETING

The By-Laws of the Company provide that the Chairman of the Board of Directors shall preside at all meetings of shareholders and shall establish and apply such rules of order as may be advisable in his discretion. The following have been established by the Chairman as rules of order for the conduct of the 2023 annual meeting of shareholders. These rules shall be subject to application by the Chairman and to such further rulings by the Chairman as are necessary and advisable in his opinion for the orderly transaction of business at the meeting. In the interest of an orderly meeting, we require you to honor these rules of order for conduct.

1. The Agenda indicates the order in which matters will be presented at the meeting. When an item on the Agenda is before the meeting for consideration, questions should be confined to that item.
2. The only business to be conducted at the meeting are the matters set forth in the Notice of Annual Meeting and Proxy Statement dated March 15, 2023.
3. Only shareholders of record or their proxy holders may submit questions and vote at the meeting, unless the Chairman permits an exception.
4. A Question and Answer Period will be held during which we intend to answer questions submitted before and during the meeting in accordance with these rules, as time permits. If you wish to submit a question before or during the meeting, type your question into the "Enter Question" field and click "Submit" on the Ask a Question section of the website [www.virtualshareholdermeeting.com/JNJ2023](http://www.virtualshareholdermeeting.com/JNJ2023).
5. Questions from all shareholders are welcome. However, the purpose of the meeting will be observed, and we will not answer questions that are:
  - a. not pertinent to meeting matters or the business of the Company;
  - b. related to material non-public information of the Company;
  - c. related to personal grievances;
  - d. derogatory references to individuals or that are otherwise in bad taste;
  - e. repetitious of statements made by another shareholder;
  - f. related to pending or threatened litigation; or
  - g. related to personnel matters such as layoff, termination, demotion, retirement or requests for employment, complaints about individual Company products or financial services, or suggestions for product and service innovations.
6. Questions and answers will be grouped by topic and substantially similar questions will be grouped and answered at once.
7. The Chairman, in his discretion, shall decide which matters are appropriate for consideration at the meeting.
8. While a matter is under consideration, persons recognized by the Chairman shall address themselves only to that matter.

## **RULES OF ORDER FOR CONDUCT OF SHAREHOLDER MEETING, CONT.**

9. The Chairman may, in his discretion, limit the time and extent of any discussion and the time and extent to which any person or persons may be heard. Presentation of each Shareholder Proposal among the Items of Business for this Meeting will be given a maximum time of 2 minutes. The presenter should restrict his or her comments to the shareholder proposal being presented.
10. After a vote has been taken on a matter, no person may speak further thereon unless permitted by the Chairman, and no matter may be proposed that is substantially the same as a matter on which a vote has already been taken.
11. If the Chairman decides that the meeting has become disorderly, a technical malfunction occurs or other significant problem arises that disrupts the meeting, he may, in his discretion, either terminate discussion on the matter giving rise to the disorder, call for a vote thereon or, if appropriate, adjourn the meeting.
12. All questions raised as to the procedure being followed at the meeting shall be decided by the Chairman. The Chairman may consult with such persons as he deems appropriate in arriving at decisions regarding conduct of the meeting.
13. The Chairman shall have the authority at any time, and from time to time, during the meeting to delegate the chairmanship of the meeting temporarily, or for the balance of the meeting, to such alternates as he deems appropriate.
14. Recording of the meeting is prohibited. A replay of the meeting will be available on our website for approximately one year from the date of the meeting.



Marc Larkins  
Worldwide Vice President  
Corporate Governance &  
Corporate Secretary



**QUESTIONS & ANSWERS:  
VIRTUAL ANNUAL MEETING OF SHAREHOLDERS**

**HOW CAN I PARTICIPATE IN THE ANNUAL MEETING?**

This year's annual meeting will be conducted via live webcast. All holders of our common stock as of the close of business on the record date (February 28, 2023), and persons holding valid proxies from these shareholders may submit questions and vote at our annual meeting, unless the Chairman permits an exception.

Join the annual meeting at [www.virtualshareholdermeeting.com/JNJ2023](http://www.virtualshareholdermeeting.com/JNJ2023). You must enter the 16-digit control number found in the email or on the Notice of Internet Availability of Proxy Materials previously provided to notify you of the availability of our proxy materials, or on your proxy card or voting instruction form provided with our proxy materials.

The annual meeting is scheduled to begin at 10:00 a.m. Eastern Time on Thursday, April 27, 2023. Online access will begin at 9:45 a.m. Eastern Time; we encourage you to access the meeting webcast prior to the start time. Recording of the meeting is prohibited. A replay of the meeting will be posted on our Investor Relations website at <https://www.investor.jnj.com> following the meeting for approximately one year from the date of the meeting.

**HOW CAN I ASK QUESTIONS?**

A live Question and Answer Period will be held during which we intend to answer all questions submitted during the meeting in accordance with the Rules of Order for Conduct of Shareholder Meeting (Rules of Order), as time permits. If you wish to submit a question during the meeting, type your question into the "Enter a Question" field and click "Submit" on the Ask a Question section of the website [www.virtualshareholdermeeting.com/JNJ2023](http://www.virtualshareholdermeeting.com/JNJ2023). You must first join the meeting with your 16-digit control number as described above in "How can I participate in the annual meeting?"

**WHAT QUESTIONS WILL NOT BE ALLOWED?**

We will not answer questions that are:

- (a) not pertinent to meeting matters or the business of the Company;
- (b) related to material non-public information of the Company;
- (c) related to personal grievances;
- (d) derogatory references to individuals or that are otherwise in bad taste;
- (e) repetitious of statements made by another shareholder;
- (f) related to pending or threatened litigation; or
- (g) related to personnel matters such as layoff, termination, demotion, retirement or requests for employment, complaints about individual Company products or financial services, or suggestions for product and service innovations.

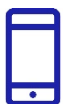
**WILL I BE ABLE TO VOTE MY SHARES DURING THE ANNUAL MEETING?**

You will be able to vote your shares electronically during the annual meeting. If you hold shares in a Johnson & Johnson company employee savings plan, voting instructions for those shares must be submitted by April 25, 2023, at 5:00 p.m., Eastern Time. Please see page 138 of our Proxy Statement for additional information on voting. As always, we encourage you to vote your shares prior to the annual meeting.

**Registered Shareholders:** Shareholders who hold their shares directly with our stock registrar, Computershare, can vote any one of four ways:



To vote VIA THE INTERNET prior to the meeting, go to the website listed on your proxy card or notice.



To vote BY PHONE, call the telephone number specified on your proxy card or on the website listed on your notice.



If you vote via the Internet or buy telephone, your voting instructions may be transmitted up until 11:59 p.m. Eastern Time on April 26, 2023, except with respect to shares held in a Johnson & Johnson employee savings plan, which must be submitted by 5:00 p.m. Eastern Time on April 25, 2023. See “Johnson & Johnson Employee Savings Plans” on page 140 of our Proxy Statement for voting instructions regarding shares held under our savings plans.



If you received paper copies of your proxy materials, mark, sign, date and return your proxy card in the postage-paid envelope provided to vote BY MAIL.

To vote during the virtual meeting, visit [www.virtualshareholdermeeting.com/JNJ2023](http://www.virtualshareholdermeeting.com/JNJ2023) and use your 16-digit control number.

Whether or not you plan to attend the annual meeting, we urge you to vote and submit your proxy in advance of the meeting by using one of the methods described above.

**Beneficial Shareholders:** Shareholders who hold their shares beneficially through an institutional holder of record, such as a bank or broker (sometimes referred to as holding shares “in street name”), will receive voting instructions from that holder of record. If you wish to vote in person at the annual meeting, you must obtain a legal proxy from the holder of record of your shares and present it at the annual meeting.

#### **HOW CAN I REVIEW THE LIST OF REGISTERED SHAREHOLDERS?**

A list of registered holders entitled to vote at our annual meeting will be available for inspection during our annual meeting at [www.virtualshareholdermeeting.com/JNJ2023](http://www.virtualshareholdermeeting.com/JNJ2023) using the 16-digit control number as described above, for a purpose germane to the annual meeting.

#### **WHAT IF I HAVE TECHNICAL DIFFICULTIES OR TROUBLE ACCESSING THE ANNUAL MEETING WEBCAST?**

If you encounter difficulties joining the annual meeting webcast during check-in at the meeting time, please call the technical support number posted on the annual meeting webcast login page.

Information addressing technical difficulties occurring before or during the meeting will also be addressed in the Rules of Order for the annual meeting.

#### **WHAT WILL BE DISCUSSED AT THE ANNUAL MEETING?**

The Agenda indicates the order in which matters will be presented at the meeting. When an item on the Agenda is before the meeting for consideration, questions should be confined to that item.

The only business to be conducted at the meeting are the matters set forth in the Notice of Annual Meeting and Proxy Statement dated March 15, 2023.

#### **WHAT ARE THE RULES OF ORDER FOR THE ANNUAL MEETING?**

The Rules of Order for the annual meeting begin at the first page of this document.