



A Message from Our Lead Director

Dear fellow shareholders,

Last year we witnessed significant global challenges, among them increased inflation and interest rates, ongoing supply chain challenges and global unrest. In such times Johnson & Johnson relies on the lessons it has learned in well over a century of leadership, innovation and service to patients and consumers. Among these are an unwavering commitment to a diversified product portfolio, a strong balance sheet, and thoughtful leadership succession.

These foundational priorities were on my mind as I redoubled my focus this year on feedback from you, our shareholders, to better understand your priorities for the next chapter of Johnson & Johnson. Our Board of Directors firmly believes that shareholder engagement is a cornerstone of our oversight of the world's most diversified healthcare company – your insights make the Company a more resilient and successful company to the ultimate benefit of patients around the world.

Delivering value to shareholders while investing for tomorrow.

The Company has always prioritized a strong balance sheet, which affords the Company the ability to weather – even thrive – despite external challenges in any given year. This was particularly evident this year, as the Company delivered on all four of its capital allocation priorities: investment in R&D, increasing its dividend, value creating acquisitions, and share repurchases when capital allocation permits.

From its founding in 1886, scientific advancement has been the engine of innovation for the Company and the wellspring of new products for what would become each of its three sectors: Pharmaceuticals, MedTech, and Consumer Health. The Company's commitment to innovation has led to the introduction of countless products for patients and consumers around the world. Investment in our internal pipeline and R&D was a top financial priority in 2022, and the Company invested approximately 15% of sales into R&D. Many of our products originate with external innovation, and acquisitions therefore remain a priority as we continually seek out the most innovative technologies and value-accretive product lines. As we look to the future of the new Johnson & Johnson, we remain focused on the successful completion of the planned Consumer Health separation and ensuring that the legacy of innovation continues to flourish at both companies.

Further, as memorialized in Our Credo, it is foundational that we not only invest in our business but also share our financial returns with our shareholders. The Company's continued investment in innovation combined with its disciplined capital allocation strategies yielded more than \$14 billion being returned to our shareholders in 2022.

Shareholder feedback is critical to Board oversight.

We believe in the power of understanding and internalizing our shareholders' perspectives – your feedback helps inform how we oversee the Company in very concrete ways. In 2022, the management team has had dozens of meetings with investors and stakeholder groups, many of which I personally participated in, often joined by another Board member. This has been invaluable to understanding our shareholders' views on the risks and opportunities facing the Company. These discussions elicited a few salient topics, among them (1) executive compensation and its relationship to the management of litigation risk and (2) the nature of our oversight of environmental, social and governance (ESG) matters.

First, in my message last year, I emphasized how the Board has incorporated shareholder feedback on our executive compensation program, and this vigilance continues. Our executive compensation program is carefully designed to align management incentives with shareholder outcomes, and the Board continues to review and

engage on that structure, remaining steadfastly focused on driving management to prioritize robust growth without compromising long-term value. The management team remains focused on responsibly addressing the litigation challenges facing the Company, while always adhering to Our Credo values and remaining focused on the well-being of patients. The Board's Compensation & Benefits Committee maintains the discretion to modify compensation of executives, and we consistently heard from shareholders that this discretion is fundamental to our responsibility to ensure that incentives and compensation are appropriately aligned with financial performance and Our Credo. I encourage you to review our enhanced executive compensation disclosure at page 59, which describes in detail our process improvements, including formalized collaboration between the Compensation & Benefits Committee and the Audit Committee.

Second, our oversight of ESG matters continues to evolve as these issues become increasingly important to our stakeholders, including our regulators. During our annual review of how the Board evaluates and mitigates risk, we concluded that our revamped Regulatory Compliance & Sustainability Committee is best positioned to oversee certain ESG matters alongside other complementary compliance matters. In turn, the Science & Technology Committee now oversees medical safety and devotes even greater attention to the Company's product pipeline and evaluation of innovative technologies. We believe this restructuring helps ensure that our governance structure reflects the most important issues and opportunities facing the Company.

Gratitude for departing directors and enthusiasm for the future.

This year marks the retirement of Alex Gorsky, who served with great distinction as our CEO and Chairman of the Board. Alex has been a transformational leader for the Company, always guided by Our Credo while driving us forward. Johnson & Johnson – and Kenvue – will benefit from his leadership and vision long into the future, and the Board sincerely thanks him for his service and the legacy he leaves.

We also celebrate the retirement of our long-serving directors Ian Davis and A. Eugene Washington. Their steady hands have made Johnson & Johnson a stronger company, and they will be missed personally and professionally.

On February 14, we welcomed Paula Johnson, President of Wellesley College, to our Board. She is an impressive leader, physician-scientist, and educator, with expertise in improving health outcomes for patients around the globe and we look forward to her contributions.

These changes bring a new era for the Company, as the Board recognizes that strong talent development and succession planning is critical to the growth and evolution of the Company. The beginning of 2023 marked Joaquin Duato's appointment as our Chairman in addition to his role as CEO. The Board of Directors takes very seriously its responsibility for succession planning and Board refreshment, and we engaged in a thorough review in reaching this decision. Our current Board structure – with an independent Lead Director and main Committees comprising entirely independent directors – provides robust independent leadership and oversight. We have the utmost confidence in Joaquin and believe that in this circumstance combined CEO and Chairman roles provides the best foundation for the long-term success of the Company.

Your vote matters.

2023 will be a year of great change at the Company, perhaps more than any year in its storied history. Yet amidst great change, much remains the same – we are a company dedicated to our patients, loyal to our employees, responsible to our communities, and in the service of our shareholders. And I have never been more excited for our future.

Your vote is important, and on behalf of the full Board, I encourage you to review the voting recommendations in this Proxy Statement and I welcome your perspectives throughout the year.

Sincerely,

Anne Mulcahy
Lead Director