

Consumer Health Special Committee Charter

This Charter of the Consumer Health Special Committee (the “Committee”) of the Board of Directors (the “Board”) of Johnson & Johnson, a New Jersey corporation (the “Company”), is adopted by the Committee as of December 2, 2021.

Purpose

The Committee was established by the Board for the purpose of assisting the Board in reviewing and evaluating the potential separation of the Company’s Consumer Health Business from its Pharmaceuticals and Medical Devices Businesses (the “Separation Transaction”).

The Committee was established to facilitate the efficient review and evaluation of, and preparation for, the Separation Transaction, and not as a result of or in contemplation of any actual or perceived conflict of interests of any director.

Composition

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The Committee will initially be composed of four directors, Ms. Anne Mulcahy, Messrs. Scott Davis, Hubert Joly and Mark Weinberger. The Board may designate additional members or replacement members of the Committee from time to time from among the other members of the Board. Committee members may be removed from the Committee, with or without cause, by the Board. The Committee shall remain in existence until such time as the Board shall dissolve the Committee.

Chairman

The Chairman of the Committee (the “Chairman”) shall be Ms. Anne Mulcahy. In the event of a vacancy in the Chairman’s role, the Committee may designate a Chairman by majority vote of the Committee membership.

Resignation

A member of the Committee may resign from the Committee at any time upon notice to the Board and the Committee. Resignation as a member of the Committee shall not constitute resignation as a member of the Board.

Committee Operations

Meetings

The Committee shall meet as often as it deems appropriate to carry out its responsibilities. The Committee may meet in person, by video conference or by conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other. Action may be taken at meetings of the Committee or by written consent in accordance with Section 14A:6-7.1(5) of the New Jersey Business Corporations.

A quorum of the Committee will consist of a majority of the members of the Committee at the time of any meeting, and the vote of a majority of the members of the Committee present at any meeting at which a quorum is present will be the act of the Committee.

Meetings of the Committee may be called by any member. Notice of any meeting of the Committee may be delivered via telephone, facsimile, electronic mail or any other electronic means or orally in person and that such notice shall include the location, date and time of the meeting. A waiver of notice by a member, whether given before or after the meeting or by his or her presence at the meeting, shall be deemed equivalent to notice.

The Committee may include in its meetings members of the Board, Company's management, any of its advisors or any other person whose presence the Board or the Committee believes to be desirable and appropriate.

Records

Actions taken at a meeting of the Committee and reports summarizing significant topics and events as presented at any such meeting shall be provided to the Board at its next meeting following such Committee meeting.

Duties and Responsibilities

To fulfill its duties and responsibilities, the Committee may:

- review and evaluate the Separation Transaction and the terms and conditions thereof, including evaluating individual candidates to hold the positions of Chairman of the Board of the new Consumer Health Business, members of its Board, the Chief Executive Officer and other members of the management leadership team of the of the new Consumer Health Business;
- oversee the Company's management and advisors with respect to their review and evaluation of the Separation Transaction and their preparation of materials and presentations for the Board in connection with its review and evaluation of the Separation Transaction;
- receive updates from, and provide guidance to, the Company's management, personnel and other resources of the Company, including the Company's legal counsel, financial advisors, accounting firms, consultants, agents and similar advisors in connection with the Separation Transaction;
- provide periodic reports to the Board and other standing Board committee(s), as appropriate, to keep the Board and Board committee(s) informed with respect to material developments relating to the Separation Transaction;

- make such recommendations to the Board with respect to the Separation Transaction as the Committee determines to be advisable;
- perform any other responsibilities delegated to the Committee by the Board from time to time; and
- do all things that may, in the judgment of its members, be deemed necessary or appropriate to assist the Committee in carrying out its responsibilities with respect to the Separation Transaction.

Committee members shall be authorized and empowered to meet with members of management and other members of the Board at such times and as to such matters as the Committee may deem necessary or appropriate to obtain relevant information and to properly perform and exercise the responsibilities and powers of the Committee.

All officers, employees and agents of the Company shall supply any information and take all appropriate actions as reasonably requested by the Committee and to otherwise assist the Committee in carrying out its duties pursuant to this Charter.

The Committee shall report its recommendations to the Board.

Charter Modification.

The Committee may consider and approve supplements or amendments to the scope and substance of this Charter, and may request formal confirmation from the Board of the delegation of any powers as the Committee from time to time may deem appropriate.

Adopted: February 2022