



**Director who deserves against votes:**

**Juan Luciano, Chair of the Eli Lilly (LLY) Governance Committee**

Eli Lilly (LLY) can be called a Hall of Shame Company for taking advantage of the new Securities and Exchange Commission procedure, adopted without an SEC rule making process, where a company can unilaterally exclude a shareholder proposal by simply notifying the SEC of the exclusion.

The proposal that LLY announced for exclusion was the innovative 2026 proposal for LLY shareholders to cast an advisory vote on the LLY directors who do not stand for election each year.

It is important for LLY shareholders to have an advisory annual vote on directors who do not stand for election each year because it impossible for LLY to have annual election of each director due to the 4 reasons below.

The innovative 2026 proposal could have been an important step for LLY shareholders because LLY is apparently totally committed to not allowing each director to stand for election each year due to the 4 reasons below.

LLY plays games with its annual meeting proxy year after year by putting forth a doomed to fail LLY proposal for annual election of each director.

Four factors cement the doomed to fail nature of the year after year LLY declassify the Board proposal:

1=Approval requires an 80% affirmative vote based on all LLY shares

outstanding, not simply an 80%-vote from the LLY shares that do vote.  
2=Lilly Endowment Inc. controls 10% of the vote and Lilly Endowment is opposed to annual election of each director.  
3=More than 10% of LLY shares do not vote.  
4=LLY is apparently committed to not make any meaningful effort to get more LLY shares to vote.

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#### Notice of Exempt Solicitation

Name of Registrant: Eli Lilly and Company (LLY)

Title: Oppose Director Luciano

Meeting Date: May 4, 2026

Name of person relying on exemption: John Chevedden, LLY  
Shareholder since 2017

Address of persons relying on exemption: POB 2673, Redondo Beach,  
CA 90278

These written materials are shared pursuant to an exemption provided for in Rule 14a-2 promulgated under the Securities Exchange Act of 1934. John Chevedden does not beneficially own more than \$5 million of the class of subject securities, and this notice of exempt solicitation is therefore being provided on a voluntary basis.

This is not a solicitation of authority to vote your proxy.

Please DO NOT send me your proxy card; the shareholder is not able to vote your proxies, nor does this communication contemplate such an event.

The shareholder asks all shareholders to vote by following the procedural instructions provided in the proxy materials.