

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**ELI LILLY AND COMPANY**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
- Fee paid previously with preliminary materials
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



ELI LILLY AND COMPANY  
LILLY CORPORATE CENTER  
C/O GENERAL COUNSEL AND SECRETARY  
INDIANAPOLIS, IN 46285

# Your **Vote** Counts!

ELI LILLY AND COMPANY

2023 Annual Meeting

Vote by April 30, 2023

11:59 PM ET



D97731-P81011-283609

## You invested in ELI LILLY AND COMPANY and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting of Shareholders. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on May 1, 2023.**

### Get informed before you vote

View the Annual Report, Notice of 2023 Annual Meeting of Shareholders and Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 17, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

May 1, 2023  
8:30 a.m. EDT

Virtually at:  
[www.virtualshareholdermeeting.com/LLY2023](http://www.virtualshareholdermeeting.com/LLY2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of the following directors, each to serve a three-year term.	
1a. William G. Kaelin, Jr.	✔ For
1b. David A. Ricks	✔ For
1c. Marschall S. Runge	✔ For
1d. Karen Walker	✔ For
2. Approval, on an advisory basis, of the compensation paid to the company's named executive officers.	✔ For
3. Advisory vote on frequency of future advisory votes on named executive officer compensation.	1 Year
4. Ratification of the appointment of Ernst & Young LLP as the independent auditor for 2023.	✔ For
5. Approval of amendments to the company's Articles of Incorporation to eliminate the classified board structure.	✔ For
6. Approval of amendments to the company's Articles of Incorporation to eliminate supermajority voting provisions.	✔ For
7. Shareholder proposal to publish an annual report disclosing lobbying activities.	✘ Against
8. Shareholder proposal to eliminate supermajority voting requirements.	✘ Against
9. Shareholder proposal to establish and report on a process by which the impact of extended patent exclusivities on product access would be considered in deciding whether to apply for secondary and tertiary patents.	✘ Against
10. Shareholder proposal to report on risks of supporting abortion.	✘ Against
11. Shareholder proposal to disclose lobbying activities and alignment with public policy positions and statements.	✘ Against
12. Shareholder proposal to report on effectiveness of the company's diversity, equity, and inclusion efforts.	✘ Against
13. Shareholder proposal to adopt a policy to require certain third-party organizations to annually report expenditures for political activities before Lilly contributes to an organization.	✘ Against

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".



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LILLY CORPORATE CENTER  
C/O GENERAL COUNSEL AND SECRETARY  
INDIANAPOLIS, IN 46285

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