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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 2020 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 11, 2020.
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 live Question and Answer Period will be held during which we intend to answer all questions submitted during the meeting in accordance with these rules, as time permits. If you wish to submit a question during the meeting, type your question into the "Ask a Question" field and click "Submit" on the website www.virtualshareholdermeeting.com/JNJ2020.
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 personal matters such as layoff, termination, demotion, retirement or requests for employment, complaints about individual

RULES OF ORDER FOR CONDUCT OF SHAREHOLDER MEETING (continued)

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.
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.



Matthew Orlando

