
Talent and Compensation Committee Charter

Purpose

The talent and compensation committee shall act on behalf of the board of directors to establish the compensation of executive officers of the company and to provide oversight of the company's global compensation philosophy and human capital management, including inclusion efforts. The committee shall also act as the oversight committee with respect to the company's deferred compensation plans, management stock plans, and other management incentive and benefit programs.

Composition and Term

The committee shall consist of no fewer than three directors, each of whom must be independent as determined by the board in accordance with its guidelines, applicable New York Stock Exchange listing requirements and applicable Securities and Exchange Commission rules or regulations. Committee members shall also be "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act"). No committee member shall be a former officer or employee of the company.

The committee members shall be appointed by the board on the recommendation of the directors and corporate governance committee for one-year terms and shall serve such terms as the board may determine, or until their earlier removal, resignation, or death. The chair shall be designated by the board.

Administrative Matters

The committee shall meet at least once per year and at such other times as it determines to be necessary or appropriate. The committee shall meet in executive session at least once per year in connection with the assessment of the performance and compensation of the chief executive officer (CEO) and in connection with oversight of succession management and may meet in executive session at any other time it deems appropriate.

The committee shall report to the board following the committee meeting.

The committee or its chair may request any officer or employee of the company, the company's outside counsel, or representatives of the company's independent auditor to attend a meeting of the committee or to meet with any members of, or advisors to, the committee.

The committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to the chair or one or more subcommittees as the committee may deem appropriate in its sole discretion.

The committee may exercise sole authority to retain and terminate consulting firms and other advisors (at the company's expense) to assist the committee in carrying out its duties, including sole authority to establish the relationship and roles and responsibilities, approve the advisors' fees and other retention terms, and assess the advisors' independence.

Duties and Responsibilities

The committee shall have the following duties and responsibilities:

1. In consultation with the other independent directors, review and approve goals and objectives relevant to the performance of the CEO and evaluate the CEO's performance in light of those goals and objectives; then, based on that evaluation, exercise sole responsibility to determine the CEO's total compensation.
2. Oversee the performance evaluation and review and approve the compensation of each other executive officer of the company. The committee's responsibilities in connection with establishing

the total compensation of the CEO and other executive officers shall include:

- Approving the company's statement of total compensation philosophy and strategy;
 - Approving the selection of peer companies to monitor the company's compensation competitiveness;
 - Approving any special benefits or perquisites provided to executive officers;
 - Approving any special employment, termination or retirement contracts, agreements or terms applicable to executive officers; and
 - Approving any change-in-control compensation and benefit arrangements applicable to executive officers and other employees.
3. Act as the oversight committee with respect to the company's annual incentive plans covering senior management, the deferred compensation plans available to senior management, and the company's management stock plans (including approving employees eligible to participate and the level of participation of each such employee, establishing the performance metrics for incentive plans, and approving company results relative to the metrics). The committee may delegate authority with respect to these plans to members of senior management, except that no authority may be delegated with respect to (i) any element of the compensation of executive officers or (ii) the equity compensation of officers subject to Section 16(b) of the Exchange Act.
 4. In accordance with applicable rules and regulations, submit a committee report on executive compensation for the proxy statement, and review and discuss with management the annual Compensation Discussion and Analysis and recommend to the board its inclusion in the proxy statement.
 5. Periodically review Lilly stock ownership of executive officers and, if appropriate, establish, review, and oversee stock ownership and/or retention guidelines for executive officers.
 6. Establish and oversee the company's executive compensation recovery policy.
 7. Make recommendations to the board with respect to incentive compensation plans, equity-based plans and other executive compensation matters coming before the board, including periodic assessments of whether compensation programs are appropriately aligned with the company's management of enterprise risks.
 8. Oversee employee benefit plan investment policies, results, and funding.
 9. Oversee the company's engagement with shareholders regarding executive compensation matters, including reviewing and evaluating the results of advisory votes on executive compensation. Review and make recommendations to the board regarding the company's proposals to shareholders and proposals by shareholders that relate to matters overseen by the committee.
 10. Oversee and advise management and the board on other human capital management and inclusion efforts, and employee compensation and benefits matters as requested by the board chair, the CEO or the senior human resources officer.
 11. Annually review and report to the board on the succession plans and leadership development for the CEO position and other executive officer positions, including a broad review of the company's succession management and inclusion efforts.
 12. Annually review and assess the effectiveness of the committee and the adequacy of reporting and information flows it is receiving, and make such changes as are required to maintain and enhance the committee's effectiveness, including recommending to the directors and corporate governance committee any changes to the committee's charter or membership.

The committee shall also undertake such additional activities within the scope of its primary functions as the board or the committee may from time to time determine.