



**WHEREAS:** Our Company's Chairman and Chief Executive Officer (CEO) Brian Tyler, in August 2019, signed the Business Roundtable (BRT) "Statement on the Purpose of a Corporation," (Statement) committing our Company to serve *all* stakeholders including employees, customers, supply chain, communities where we operate, and shareholders. In addition, McKesson proclaims to adhere to the corporate principles "Integrity, Customer-First, Accountability, Respect and Excellence" (ICARE).

Shareholders assume that Company policies and practices are aligned with the Statement and ICARE.

However, McKesson has engaged in various practices that appear to contradict these principles including, since 1995: being sued in 39 cases of misconduct, resulting in over \$2.2 billion in legal settlements; [allegedly being negligent towards customers and excessively distributing controlled substances to communities](#) that are deeply affected by the opioid crisis; [allegedly, knowingly and intentionally placing cancer patients at serious risk](#) by selling defective oncology drugs; [allegedly inflating the price of prescription drugs and overcharging the Department of Defense](#) medical treatment facilities costing customers billions; displaying [unfair labor](#) practices [related to union organizing](#), [racial discrimination](#), and [sexual and retaliatory harassment](#); and [fraudulently inflating Company net income and revenue](#), misleading their *shareholders*.

**BE IT RESOLVED:** Shareholders request our Board review the BRT Statement of the Purpose of a Corporation, signed by our Chairman and Chief Executive Officer, and prepare a report discussing options as to how our Company's governance and management systems can be altered to better align with the Statement of Purpose. The report may include the Board's perspective on benefits and drawbacks of the options considered, as well as the board's recommendations.

**SUPPORTING STATEMENT:** Pertinent information, in the board's discretion, may include any actions to amend the bylaws or articles of incorporation to integrate the new "Purpose;" any metrics being considered, including linkage to executive or board compensation; or any other actions providing for representation of stakeholders in governance or recommendations to shareholders regarding plans for implementation.