ELI LILLY AND COMPANY
ANNUAL MEETING OF SHAREHOLDERS
RULES OF CONDUCT AND PROCEDURES
MAY 4, 2026

Welcome to the Annual Meeting of Shareholders (the "Annual Meeting") of Eli Lilly and Company (the "Company"). It is our desire to conduct a fair and informative Annual Meeting. Kindly observe the following Rules of Conduct and Procedures.

1. Our Company's bylaws describe requirements for meetings of our shareholders and the Chair of the Annual Meeting will conduct the meeting consistent with those requirements.
2. The only business matters expected to be conducted at the Annual Meeting are the matters set forth in the Notice of 2026 Annual Meeting of Shareholders and Proxy Statement dated March 20, 2026.
3. Only shareholders of record at the close of business on February 25, 2026, or their duly authorized proxies are entitled to vote, submit questions, or view the shareholder list during the Annual Meeting. Please log in as a shareholder by entering the 16-digit control number found on the proxy card, voting instruction form, or notice you received to vote, ask questions, or view the shareholder list.
    - If you voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company's inspector of elections and there is no need to vote those shares during the Annual Meeting unless you wish to revoke or change your vote.
    - If you submitted a question in advance of the Annual Meeting at proxyvote.com, your question has been received and you do not need to resubmit it during the Annual Meeting.
4. Following adjournment of the formal business of the Annual Meeting, there will be a brief presentation about the Company's business.
5. Time remaining after agenda items are addressed will be available for shareholder questions.
    - In order to provide an opportunity to as many shareholders as possible who wish to ask a question, each shareholder will be limited to one question. Shareholders may ask a second question if all other shareholders have had an opportunity to ask a question and if time allows.
    - We will alternate between questions received before the Annual Meeting and questions submitted during the meeting.
    - We reserve the right to edit profanity or other inappropriate language and to exclude questions regarding topics that are not pertinent to meeting matters or company business.
    - If we receive substantially similar questions, we may group such questions together and provide a single response to avoid repetition.
    - Responses to questions relevant to meeting matters that we do not have time to respond to during the meeting will be posted to our website following the meeting.

- Questions regarding topics that are not pertinent to meeting matters or company business will not be answered. The Company does not intend to address questions that are, among other things:
    - irrelevant to the business of the Company or to the business of the Annual Meeting;
    - related to proposals or director nominations that were not previously submitted properly under securities laws or in accordance with the Company's bylaws;
    - related to material non-public information of the Company;
    - related to personal grievances;
    - derogatory references to individuals or that are otherwise in bad taste;
    - repetitive statements or questions already made by another shareholder;
    - in furtherance of the shareholder's personal or business interests; or
    - out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or General Counsel and Secretary in their reasonable judgment.

6. Recording or taking screenshots or photographs of the Annual Meeting is prohibited. A webcast playback of the Annual Meeting will be available after the completion of the Annual Meeting at *virtualshareholdermeeting.com*.

7. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair may adjourn, recess, or expedite the Annual Meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.

Technical assistance will be available to all meeting attendees beginning 15 minutes prior to the start of and through the duration of the meeting. If you have difficulty accessing the Annual Meeting, please call the technical support number posted on the virtual meeting website.

Thank you for your cooperation and for joining the Company at the Annual Meeting.