

Whereas, we believe in full disclosure of Biogen's direct and indirect lobbying activities and expenditures to assess whether Biogen's lobbying is consistent with its expressed goals and in stockholder interests.

Resolved, stockholders request the preparation of a report, updated annually, disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Biogen used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Biogen's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's decision-making process and the Board's oversight for making payments described in section 2 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Biogen is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Corporate Governance Committee and posted on Biogen's website.

Supporting Statement

While drugmakers spend more to lobby Washington than any other industry,¹ Biogen fails to provide an annual report breaking out its lobbying payments by federal individual states and social welfare groups (SWGs), as requested. Biogen spent \$24,651,680 from 2010 – 2020 on federal lobbying. This does not include state lobbying, where Biogen lobbied in at least 22 states in 2020 (followthemoney.org) but disclosure is uneven or absent. Biogen also lobbies abroad, spending between €300,000–399,999 on lobbying in Europe for 2020.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and often undisclosed grassroots activity, and these groups may be spending "at least double what's publicly reported." For example, the Pharmaceutical Research and Manufacturers of America (PhRMA), where Biogen sits on the board, has given millions to controversial SWGs like the American Action Network.²

Biogen has lobbying disclosure gaps, failing to disclose its payments to SWGs that lobby, like the Rare Action Access Project or Alliance for Patient Access (AfPA). And Biogen reported \$6,876,031 in

¹ <https://www.opensecrets.org/news/2021/04/vaccine-access-pharma-lobbying-fight/>.

² <https://www.opensecrets.org/news/2019/11/big-pharma-bankrolled-conservative-groups-tax-returns-show/>.

PhRMA lobbying payments for 2019 and 2020, yet only \$5,806,680 in federal lobbying, leaving a \$1,069,351 gap.

We believe Biogen's lack of disclosure presents reputational risks when its lobbying contradicts company public positions or takes controversial positions. For example, approval of Biogen's Aduhelm drug for Alzheimer's attracted attention for "undue influence" and calls for a probe.³ PhRMA has been linked to the "pharma-backed astroturf group" Coalition Against Socialized⁴ [OBJ] And AfPA has been described as "a front group established solely to do the bidding of industry"⁵

³ <https://www.fiercepharma.com/pharma/rep-katie-porter-blasts-fda-over-biogen-s-undue-influence-over-its-aduhelm-decision-calls>.

⁴ <https://prospect.org/health/pharma-backed-astroturf-group-drug-prices/>.

⁵ <https://www.healthnewsreview.org/2017/10/non-profit-alliance-patient-access-uses-journalists-politicians-push-big-pharmas-agenda/>.