



Sent by email to: christine.wheatley@kroger.com

January 10, 2022

Christine Wheatley
Group VP, Secretary and General Counsel
Kroger, Inc.
1014 Vine Street
Cincinnati, OH 45202-1100

Re: Shareholder proposal for 2022 Annual Shareholder Meeting

Dear Ms. Wheatley,

The Unitarian Universalist Association (“UUA”), a shareowner of Kroger (“Kroger” or the “Company”), is hereby submitting the attached proposal (the “Proposal”) pursuant to the Securities and Exchange Commission’s Rule 14a-8 to be included in the proxy statement of the Company for its 2022 annual meeting of shareholders. The resolution requests that our Board of Directors issue a public report detailing any known and any potential risks and costs to the company caused by enacted or proposed state policies severely restricting reproductive rights.

The Unitarian Universalist Association (“UUA”) is a faith community of more than 1000 self-governing congregations that brings to the world a vision of religious freedom, tolerance, and social justice. With roots in the Jewish and Christian traditions, Unitarianism and Universalism have been forces in American spirituality from the time of the first Pilgrim and Puritan settlers. The UUA is also an investor with an endowment valued at approximately \$267 million, the earnings from which are an important source of revenue supporting our work in the world. The UUA takes its responsibility as an investor and shareowner very seriously. We view the shareholder resolution process as an opportunity to bear witness to our values at the same time that we enhance the long-term value of our investments.

The UUA, through its Unitarian Universalist Common Endowment Fund, has been a shareholder continuously since and including January 4, 2020, holding at least \$2,000 in market value and will continue to hold at least the requisite number of shares for proxy resolutions through the annual shareholders’ meeting. Verification of this ownership will be sent under separate cover.

The UUA is available to meet on Tuesday, January 25 between noon and 3 pm EST. We would also be happy to arrange for another mutually convenient time to discuss our proposal. I can be reached directly at (617) 620-0574 or tbrennan@uua.org.

Very truly yours,



Timothy Brennan,
Special Advisor on Responsible Investing

cc: Andrew McGeorge, Treasurer & CFO, UUA
Shelley Alpern, Rhia Ventures

Enclosure: Shareholder resolution



Resolution for Kroger 2022 Shareholder Meeting
Filed by Unitarian Universalist Association

Access to abortion is being challenged at the state and federal level in the U.S. A patchwork of laws regulates access to abortion and broader reproductive rights. Since 2011, state legislatures have passed more than 600 restrictive laws. Other states have enacted legislation that protects these rights. Eleven states ban abortion coverage in all state-regulated private insurance plans, while six states require private insurance plans to cover abortion.

Kroger Company (“Kroger”) has operations in 35 states, subject to this patchwork of laws. Should *Roe v. Wade* be weakened or overturned, as is widely anticipated, Kroger employees will face challenges accessing abortion care. The proponent estimates that 60% or more of Kraft’s stores in the U.S. are in states that may quickly ban all access to abortion care under this scenario.

Employers as well as employees bear the cost of restricted access to health reproductive health care. For example, women who cannot access abortion are three times more likely to leave the workforce than women who were able to access abortion when needed. The Institute for Women’s Policy Research estimates that state-level abortion restrictions annually keep more than 500,000 women aged 15 to 44 out of the workforce. (<https://bit.ly/3Dt5bQq>)

If *Roe vs. Wade* is weakened or overturned, 25 or more states may ban or severely restrict abortion access. Should that occur, Kroger may find it more difficult to recruit employees to locations where abortion is outlawed. (<https://bit.ly/3Ctj3ZI>) This may harm its ability to meet diversity and inclusion goals, with negative consequences to performance, brand and reputation.

In a nationwide survey of U.S. consumers in 2021, 64% said employers should ensure that employees have access to the reproductive health care they need, and 42% would be more likely to buy from a brand that publicly supported reproductive health care. (<https://bit.ly/3nmzd2U>) Surveys consistently show that most Americans want to keep the *Roe v. Wade* framework intact. (<https://wapo.st/3cmRLK2>)

RESOLVED: Shareholders request that Kroger issue a public report prior to December 31, 2022, omitting confidential and privileged information and at a reasonable expense, detailing any known and any potential risks and costs to the company caused by enacted or proposed state policies severely restricting reproductive rights, and detailing any strategies beyond litigation and legal compliance that the company may deploy to minimize or mitigate these risks.

SUPPORTING STATEMENT: Shareholders recommend that the report evaluate any risks and costs to the company associated with new laws and legislation severely restricting reproductive health care, and similar restrictive laws proposed or enacted in other states. In its discretion, the board’s analysis may include any effects on employee hiring, retention, and productivity, and decisions regarding closure or expansion of operations in states proposing or enacting restrictive laws and strategies such as any public policy advocacy by the company, related political contributions policies, and human resources or educational strategies.