

2021

Stiftung Abendrot Ausübung der Stimmrechte (internationale Unternehmen)

Inhalt

- 1 **Zusammenfassung der analysierten Generalversammlungen**
 - 1.1 Zusammenfassung der Ethos Stimmempfehlungen
 - 1.2 Ethos Stimmempfehlungen nach Themenkategorien
- 2 **Ethos Stimmempfehlungen: Übersicht**
- 3 **Stimmbereiche pro Unternehmen**

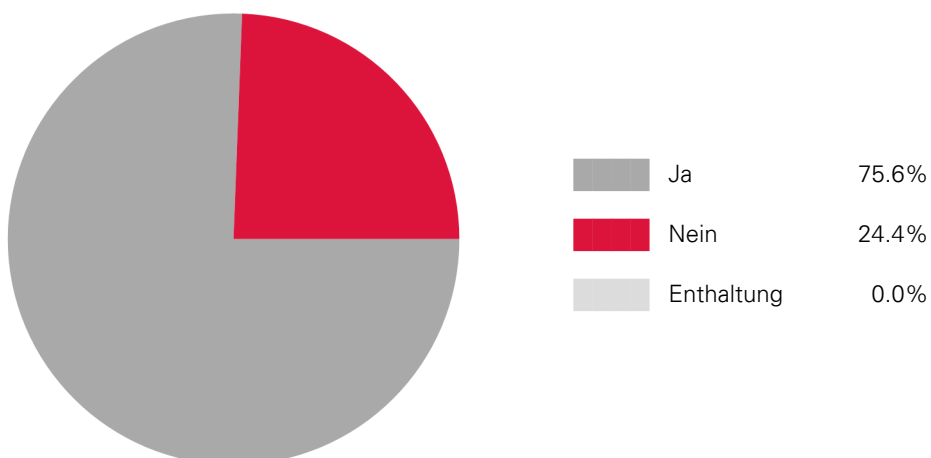
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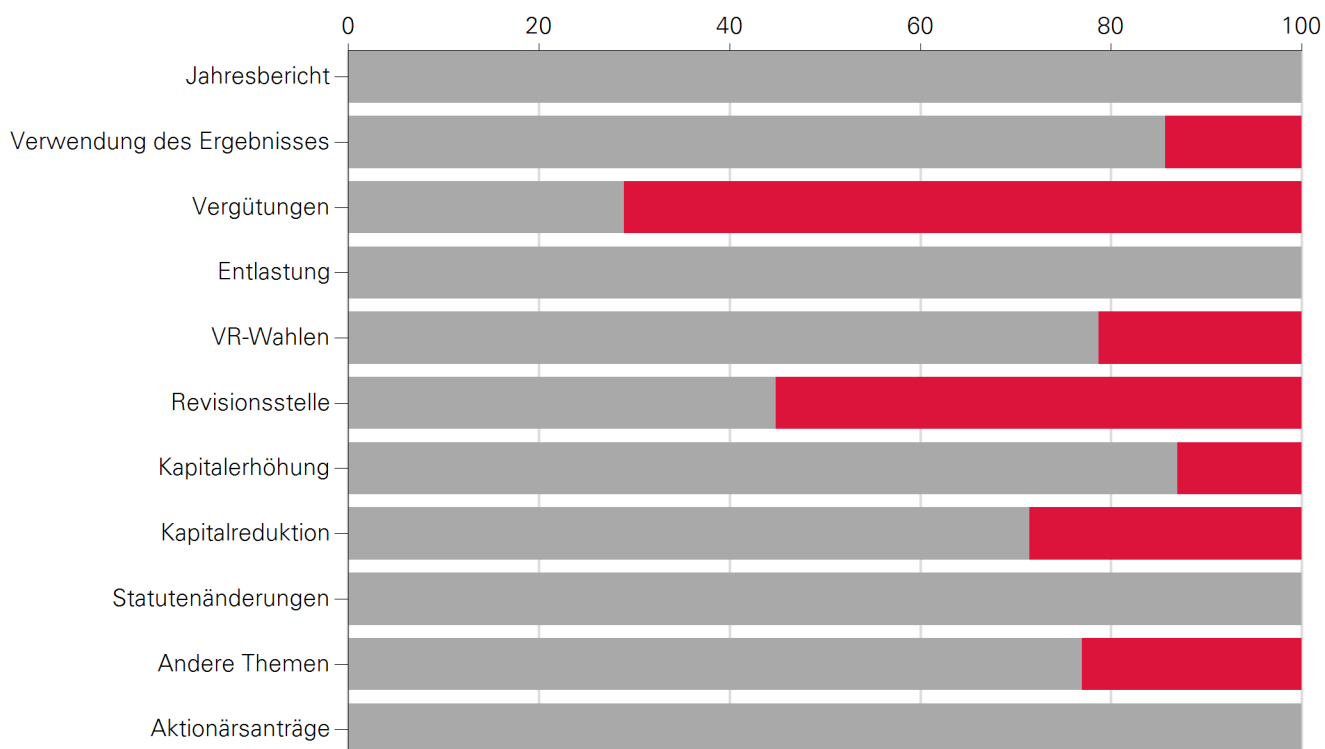
1 Zusammenfassung der analysierten Generalversammlungen

Art der Generalversammlungen	Anzahl Versammlungen	Total	Anzahl Anträge		
			Ja	Nein	Enthaltung
Ordentliche Generalversammlungen	28	427	320	107	0
Ordentliche und ausserordentliche Generalversammlungen	1	28	24	4	0
Total	29	455	344	111	0

1.1 Zusammenfassung der Ethos Stimmempfehlungen



1.2 Ethos Stimmempfehlungen nach Themenkategorien



	■ Angenommene Anträge		■ Abgelehnte Anträge		■ Enthaltungen		Anzahl Anträge
	Anzahl	Prozent	Anzahl	Prozent	Anzahl	Prozent	
Jahresbericht	6	100,0%	0	0,0%	0	0,0%	6
Verwendung des Ergebnisses	6	85,7%	1	14,3%	0	0,0%	7
Vergütungen	11	28,9%	27	71,1%	0	0,0%	38
Entlastung	1	100,0%	0	0,0%	0	0,0%	1
VR-Wahlen	218	78,7%	59	21,3%	0	0,0%	277
Revisionsstelle	13	44,8%	16	55,2%	0	0,0%	29
Kapitalerhöhung	20	87,0%	3	13,0%	0	0,0%	23
Kapitalreduktion	5	71,4%	2	28,6%	0	0,0%	7
Statutenänderungen	3	100,0%	0	0,0%	0	0,0%	3
Andere Themen	10	76,9%	3	23,1%	0	0,0%	13
Aktionärsanträge	51	100,0%	0	0,0%	0	0,0%	51

2 Ethos Stimmempfehlungen: Übersicht

Art der Generalversammlung (Typ)

- OGV Ordentliche Generalversammlungen
 MIX Ordentliche und ausserordentliche Generalversammlungen

Abstimmungen

- ✓ Dafür
 ○ Teilweise dafür
 ✗ Dagegen
 ✕ Enthaltung

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Statutenänderungen	Andere Themen	Aktionärsanträge
Activision Blizzard	14.06.2021	OGV			✗		○	✓					
Alphabet	02.06.2021	OGV			✗		○	✗					✓
Amazon.com	26.05.2021	OGV			✗		○	✗					✓
American Tower	26.05.2021	OGV			✗		○	✗					✓
Apple	23.02.2021	OGV			✗		○	✓					✓
AXA	29.04.2021	MIX	✓	✓	○		✓		○	✓		✓	
Colgate-Palmolive	07.05.2021	OGV			✗		○	✓					✓
Comcast	02.06.2021	OGV			✗		○	✗					✓
Eaton	28.04.2021	OGV			✗		○	✗	✓	✗			
Eisai	18.06.2021	OGV					✓						
Facebook	26.05.2021	OGV			✓		○	✗					✓
GlaxoSmithKline	05.05.2021	OGV	✓		✗		○	✓	✓	✗		○	
KLA	03.11.2021	OGV			✗		○	✗					
Lowe's Companies	28.05.2021	OGV			✗		✓	✗					✓
Mastercard	22.06.2021	OGV			✗		○	✗			✓		
Microsoft	30.11.2021	OGV				○	○	✗					✓
Murata Manufacturing	29.06.2021	OGV		✓	✓		✓						
Nike	06.10.2021	OGV			✗		○	✗					✓
PNC Financial Services Group	27.04.2021	OGV			✗		○	✓					✓
Progressive Corp	07.05.2021	OGV			✗		✓	✗					
Reckitt Benckiser	28.05.2021	OGV	✓	✓	✗		○	✓	✓	✓	✓	○	
Shimano Inc.	30.03.2021	OGV		✓			○						
Shiseido	25.03.2021	OGV		✗	✓		○					✓	
UnitedHealth	07.06.2021	OGV				○	○	✓					✓
UPM Kymmene	30.03.2021	OGV	✓	✓	✗	✓	✓	○	✓	✓		✓	

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Statutenänderungen	Andere Themen	Aktionärsanträge
Verizon Communications	13.05.2021	OGV			✗		🟡	✗					✓
Vertex Pharmaceuticals	19.05.2021	OGV			✗		🟡	✗					✓
Vodafone	27.07.2021	OGV	✓	✓	✗		✓	✓	✓	✓	✓	🟡	
Walt Disney	09.03.2021	OGV			✗		🟡	✗					✓

3 Stimmberichte pro Unternehmen

Activision Blizzard

14.06.2021

OGV

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Reveta F. Bowers	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Robert J. Corti	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Hendrik Hartong III	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Brian Kelly	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. Robert A. Kotick	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Barry Meyer	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.7	Re-elect Mr. Robert Morgado	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice. The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Peter Nolan	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Dawn Ostroff	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Casey Wasserman	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Larry Page	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Sergey Brin	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Sundar Pichai	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.4	Re-elect Dr. John L. Hennessy	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.5	Re-elect Prof. Dr. Frances Arnold	DAFÜR	DAFÜR	
1.6	Re-elect Mr. L. John Doerr	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.7	Re-elect Mr. Roger W. Ferguson Jr.	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Ann Mather	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.9	Re-elect Mr. Alan R. Mulally	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.10	Re-elect Mr. K. Ram Shriram	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.11	Re-elect Ms. Robin L. Washington	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	To approve Alphabet's 2021 Stock Plan	DAFÜR	● DAGEGEN	Directors are included in a management remuneration plan that can undermine the board's independence.
4	Shareholder resolution: Approve Recapitalisation Plan for all Stock to Have One-vote per Share	DAGEGEN	● DAFÜR	The proposal to give each share an equal vote is in line with the principle of fair and equal treatment of all shareholders.
5	Shareholder resolution: Nomination of Human Rights and/or Civil Rights Expert to the Board	DAGEGEN	● DAFÜR	The proposal strengthens the monitoring of human rights risks by the board.

No.	Traktanden	Board	Ethos	
6	Shareholder resolution: Assess Feasibility of Including Sustainability as a Performance Measure for Senior Executive Compensation	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.
7	Shareholder resolution: Report on Takedown Requests	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
8	Shareholder resolution: Report on Whistleblower Policies and Practices	DAGEGEN	● DAFÜR	The proposal aims at protecting employees.
9	Shareholder resolution: Charitable contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on charitable donations.
10	Shareholder resolution: Report on risks related to anticompetitive practices	DAGEGEN	● DAFÜR	Enhanced disclosure on risks related to anticompetitive practices.
11	Shareholder resolution: Transition to a public benefit corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jeffrey P. Bezos	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Elect Mr. Keith B. Alexander	DAFÜR	● DAGEGEN	The director is over 70 years old, which exceeds guidelines for new nominees.
1.3	Re-elect Ms. Jamie S. Gorelick	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Daniel P. Huttenlocher	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Judith A. McGrath	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Indra K. Nooyi	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Jonathan J. Rubinstein	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Thomas O. Ryder	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.9	Re-elect Ms. Patricia (Patty) Q. Stonesifer	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Mr. Wendell P. Weeks	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Report on Customer Due Diligence	DAGEGEN	● DAFÜR	The proposal aims to prevent human rights risks.
5	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
6	Shareholder resolution: Report on Gender and Racial Pay	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
7	Shareholder resolution: Report on Promotion Data	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
8	Shareholder resolution: Report on the Impacts of Plastic Packaging	DAGEGEN	● DAFÜR	Enhanced disclosure on environmental issues.
9	Shareholder resolution: Diversity and Equity Audit Report	DAGEGEN	● DAFÜR	Enhanced disclosure on ethnic diversity.

No.	Traktanden	Board	Ethos	
10	Shareholder resolution: Alternative Director Candidate Policy	DAGEGEN	● DAFÜR	The proposal aims at improving the company's corporate governance.
11	Shareholder resolution: Report on Board Oversight of Risks Related to Anti-Competitive Practices	DAGEGEN	● DAFÜR	Enhanced disclosure on how the company oversees risks related to anti-competitive practices.
12	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.
13	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
14	Shareholder resolution: Report on Potential Human Rights Impacts of Customers' Use of Recognition	DAGEGEN	● DAFÜR	Enhanced disclosure on potential human rights violations linked to the company's facial recognition technology.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas Bartlett	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Raymond P. Dolan	DAFÜR	DAFÜR	
1.3	Elect Mr. Kenneth R. Frank	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Robert D Hormats	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.5	Re-elect Mr. Gustavo Lara Cantu	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Grace D. Lieblein	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Craig Macnab	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Joann Audrey Reed	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Pamela D.A. Reeve	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.10	Re-elect Mr. David E. Sharbutt	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Bruce Tanner	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Samme L. Thompson	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.
5	Shareholder resolution: Establish a Board Committee on Human Rights	DAGEGEN	● DAFÜR	The proposal strengthens the monitoring of human rights risks by the board.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James A. Bell	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Timothy D. Cook	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.3	Re-elect Mr. Al Gore	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.4	Re-elect Ms. Andrea Jung	DAFÜR	DAFÜR	
1.5	Re-elect Dr. Arthur D. Levinson	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Elect Ms. Monica C. Lozano	DAFÜR	DAFÜR	
1.7	Re-elect Dr. Ronald D. Sugar	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Susan L. Wagner	DAFÜR	DAFÜR	
2	Re-election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Improve executive remuneration to include pay ratios and other factors	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	To approve the parent company's financial statements	DAFÜR	DAFÜR	
2	To approve the consolidated financial statements	DAFÜR	DAFÜR	
3	To approve the allocation of income and the dividend payment	DAFÜR	DAFÜR	
4	To approve the remuneration report	DAFÜR	DAFÜR	
5	Ex-post binding "Say on Pay" vote on the individual remuneration of the Chairman of the Board, Denis Duverne	DAFÜR	DAFÜR	
6	Ex-post binding "Say on Pay" vote on the individual remuneration of the CEO, Thomas Buberl	DAFÜR	DAFÜR	
7	Approval of the adjustments made to the CEO's compensation policies approved by the 2019 and 2020 Shareholders' Meetings	DAFÜR	DAFÜR	
8	To approve the CEO new remuneration policy	DAFÜR	DAFÜR	
9	To approve the Chairman of the Board new remuneration policy	DAFÜR	● DAGEGEN	Excessive fixed remuneration.
10	To approve the non-executives new remuneration policy	DAFÜR	DAFÜR	
11	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	DAFÜR	DAFÜR	
	Board main features			
12	Re-election of Ramon de Oliveira as a Director for 4 years	DAFÜR	DAFÜR	
13	Election of Guillaume Faury as a Director for 4 years instead of Elaine Sarsynski	DAFÜR	DAFÜR	
14	Election of Ramon Fernandez as a Director	DAFÜR	DAFÜR	
15	To approve a treasury share buy-back and disposal programme	DAFÜR	DAFÜR	
16	To authorise capital increases by transfer of reserves	DAFÜR	DAFÜR	
17	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights	DAFÜR	DAFÜR	
18	Global allowance to issue capital related securities without pre-emptive rights by public issuance	DAFÜR	● DAGEGEN	Discount of 10% of the share price is not in line with French market practice.

No.	Traktanden	Board	Ethos	
19	Global allowance to issue capital related securities without pre-emptive rights through private placement	DAFÜR	● DAGEGEN	Discount of 10% of the share price is not in line with French market practice.
20	To depart from the legal rules defining the maximum discount for capital increase without pre-emptive rights (up to 10% of share capital)	DAFÜR	DAFÜR	
21	To approve issues of shares or other capital related securities as a payment for any public exchange offer	DAFÜR	DAFÜR	
22	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company	DAFÜR	DAFÜR	
23	To approve issuance of securities by subsidiaries offering access to the parent company's capital	DAFÜR	● DAGEGEN	Discount of 10% of the share price is not in line with French market practice.
24	To approve issuance by subsidiaries of securities offering access to the company's capital stock with pre-emptive rights	DAFÜR	DAFÜR	
25	To authorise capital increases related to an all-employee share ownership plan	DAFÜR	DAFÜR	
26	To authorise capital increases related to all-employee of foreign subsidiaries share ownership plan	DAFÜR	DAFÜR	
27	To authorise a potential reduction in the company's share capital	DAFÜR	DAFÜR	
28	Delegation of powers for the completion of formalities	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John P. Bilbrey	DAFÜR	DAFÜR	
1.2	Re-elect Mr. John T. Cahill	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Lisa M. Edwards	DAFÜR	DAFÜR	
1.4	Re-elect Dr. C. Martin Harris	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Martina Hundt-Mejean	DAFÜR	DAFÜR	
1.6	Elect Ms. Kimberly A. Nelson	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Lorrie M. Norrington	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Michael B. Polk	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Stephen I. Sadove	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.10	Re-elect Mr. Noel Wallace	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
5	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Kenneth J. Bacon	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Madeline S. Bell	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Naomi M. Bergman	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Edward D. Breen	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.5	Re-elect Mr. Gerald L. Hassell	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Jeffrey A. Honickman	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Maritza G. Montiel	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Asuka Nakahara	DAFÜR	DAFÜR	
1.9	Re-elect Mr. David C. Novak	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Brian L. Roberts	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Conduct an Independent Investigation and Report on Risks Posed by Failing to Prevent Sexual Harassment	DAGEGEN	● DAFÜR	The proposed review would help improve existing policies and procedures to avoid future cases of sexual harassment.

No.	Traktanden	Board	Ethos	
1.	Elections to the Board of Directors			
1a.	Re-elect Mr. Craig Arnold	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1b.	Re-elect Mr. Christopher M. Connor	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1c.	Re-elect Mr. Olivier Leonetti	DAFÜR	DAFÜR	
1d.	Re-elect Ms. Deborah L. McCoy	DAFÜR	● DAGEGEN	Non-independent member of the audit committee, the composition of the audit committee is unsatisfactory.
1e.	Re-elect Mr. Silvio Napoli	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Gregory R. Page	DAFÜR	● DAGEGEN	Non-independent member of the remuneration committee, the composition of the remuneration committee is unsatisfactory.
1g.	Re-elect Ms. Sandra Pianalto	DAFÜR	DAFÜR	
1h.	Re-elect Ms. Lori J. Ryerkerk	DAFÜR	DAFÜR	
1i.	Re-elect Mr. Gerald B. Smith	DAFÜR	DAFÜR	
1j.	Re-elect Ms. Dorothy C. Thompson	DAFÜR	DAFÜR	
2.	To appoint Ernst & Young as independent auditor for the 2021 fiscal year and to authorise the Audit Committee to set the auditor fees	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3.	Advisory Approval of the Company's Executive Compensation	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4.	Directors' authority to allot shares	DAFÜR	DAFÜR	
5.	Granting the Board Authority to Opt-Out of Pre-emption Rights	DAFÜR	DAFÜR	
6.	Authorisation of the Company and Any Subsidiary of the Company to Make Overseas Market Purchases of Company Shares	DAFÜR	● DAGEGEN	The executive variable remuneration depends on "per share" indicators, which are artificially positively impacted by the company's share repurchase programme.

No.	Traktanden	Board	Ethos
	Election of Directors		
1.1	Re-elect Mr. Haruo Naito	DAFÜR	DAFÜR
1.2	Re-elect Mr. Yasuhiko Katoh	DAFÜR	DAFÜR
1.3	Re-elect Mr. Bruce Aronson	DAFÜR	DAFÜR
1.4	Re-elect Mr. Yutaka Tsuchiya	DAFÜR	DAFÜR
1.5	Re-elect Mr. Shuzo Kaihori	DAFÜR	DAFÜR
1.6	Re-elect Mr. Ryuichi Murata	DAFÜR	DAFÜR
1.7	Re-elect Mr. Hideyo Uchiyama	DAFÜR	DAFÜR
1.8	Re-elect Mr. Hideki Hayashi	DAFÜR	DAFÜR
1.9	Re-elect Prof. Yumiko Miwa	DAFÜR	DAFÜR
1.10	Elect Mr. Fumihiko Ike	DAFÜR	DAFÜR
1.11	Elect Mr. Yoshiteru Kato	DAFÜR	DAFÜR
1.12	Elect Mr. Ryota Miura	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Peggy Alford	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.2	Re-elect Mr. Marc L. Andreessen	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.3	Re-elect Mr. Andrew Houston	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.4	Re-elect Ms. Nancy Killefer	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Robert M. Kimmitt	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.6	Re-elect Ms. Sheryl K. Sandberg	DAFÜR	● ZURÜCK-BEHALTEN	Executive director. The board is not sufficiently independent.
1.7	Re-elect Mr. Peter A. Thiel	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Tracey T. Travis	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (business connections with the company). The board is not sufficiently independent. Concerns over the director's time commitments.
1.9	Re-elect Mr. Mark Zuckerberg	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
2	Election of the auditor	DAFÜR	● DAGEGEN	On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
3	Approval of an Amendment to the Director Remuneration Policy	DAFÜR	DAFÜR	
4	Shareholder resolution: Approve Recapitalization Plan for all Stock to Have One-vote per Share	DAGEGEN	● DAFÜR	The proposal to give each share an equal vote is in line with the principle of fair and equal treatment of all shareholders.
5	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
6	Shareholder resolution: Report on Online Child Sexual Exploitation	DAGEGEN	● DAFÜR	We support the proposal that addresses the risks children are exposed to on Facebook applications.

No.	Traktanden	Board	Ethos	
7	Shareholder resolution: Require Independent Director Nominee with Human and/or Civil Rights Experience	DAGEGEN	● DAFÜR	The proposal strengthens the monitoring of human rights risks by the board.
8	Shareholder resolution: Report on Platform Misuse	DAGEGEN	● DAFÜR	The resolution is in line with the long-term interests of the majority of the company's stakeholders.
9	Shareholder resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos
1	Annual Report and Accounts for the year ended 31 December 2020	DAFÜR	DAFÜR
2	Advisory vote on Directors' Remuneration report	DAFÜR	● DAGEGEN Excessive variable remuneration.
Elections to the Board of Directors			
3	Re-elect Mr. Jonathan Symonds	DAFÜR	DAFÜR
4	Re-elect Ms. Emma Walmsley	DAFÜR	DAFÜR
5	Re-elect Mr. Charles A. Bancroft	DAFÜR	DAFÜR
6	Re-elect Mr. Manvinder Singh Banga	DAFÜR	DAFÜR
7	Re-elect Mr. Hal Barron	DAFÜR	DAFÜR
8	Re-elect Ms. CBE Vivienne Cox	DAFÜR	DAFÜR
9	Re-elect Ms. Lynn Elsenhans	DAFÜR	● DAGEGEN Non independent member sitting on the audit committee, which is not best practice.
10	Re-elect Prof. Dr. Laurie H. Glimcher	DAFÜR	DAFÜR
11	Re-elect Mr. Jesse Goodman	DAFÜR	DAFÜR
12	Re-elect Mr. Iain James Mackay	DAFÜR	DAFÜR
13	Re-elect Mr. Urs Rohner	DAFÜR	DAFÜR
14	Appoint Deloitte as auditor	DAFÜR	DAFÜR
15	Auditor's remuneration	DAFÜR	DAFÜR
16	Political donations and political expenditure	DAFÜR	DAFÜR
17	Directors' authority to allot shares	DAFÜR	DAFÜR
18	Disapplication of pre-emption rights on the issue of shares for cash	DAFÜR	DAFÜR
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	DAFÜR	DAFÜR
20	Purchase of own shares	DAFÜR	● DAGEGEN Contrary to best practice, the dividend is not put to the vote.
21	Exemption from statement of the name of the senior statutory auditor in published copies of the auditor's reports	DAFÜR	DAFÜR
22	Authority to call general meetings on short notice	DAFÜR	● DAGEGEN 14-days is insufficient for shareholders to vote in an informed manner.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Edward W. Barnholt	DAFÜR	<p>● DAGEGEN The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.2	Re-elect Mr. Robert M. Calderoni	DAFÜR	DAFÜR
1.3	Re-elect Ms. Jeneanne Hanley	DAFÜR	DAFÜR
1.4	Re-elect Ms. Emiko Higashi	DAFÜR	DAFÜR
1.5	Re-elect Mr. Kevin J. Kennedy	DAFÜR	DAFÜR
1.6	Re-elect Mr. Gary B. Moore	DAFÜR	DAFÜR
1.7	Re-elect Ms. Marie E. Myers	DAFÜR	<p>● DAGEGEN Concerns over the director's time commitments.</p>
1.8	Re-elect Mr. Kiran M. Patel	DAFÜR	DAFÜR
1.9	Re-elect Mr. Victor Peng	DAFÜR	DAFÜR
1.10	Re-elect Mr. Robert A. Rango	DAFÜR	DAFÜR
1.11	Re-elect Mr. Richard P. Wallace	DAFÜR	DAFÜR
2	Re-election of the auditor	DAFÜR	<p>● DAGEGEN The auditor's long tenure raises independence concerns.</p>
3	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive total remuneration.</p> <p>Excessive variable remuneration.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Ralph Alvarez	DAFÜR	DAFÜR	
1.2	Re-elect Mr. David H. Batchelder	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Angela F. Braly	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Sandra B. Cochran	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Laurie Z. Douglas	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Richard W. Dreiling	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Marvin R. Ellison	DAFÜR	DAFÜR	
1.8	Elect Mr. Daniel J. Heinrich	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Brian C Rogers	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Bertram L. Scott	DAFÜR	DAFÜR	
1.11	Elect Ms. Mary Beth West	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Ajay Banga	DAFÜR	DAFÜR	
1.b	Re-elect Prof. Dr. Merit E. Janow	DAFÜR	DAFÜR	
1.c	Re-elect Mr. Richard K. Davis	DAFÜR	DAFÜR	
1.d	Re-elect Mr. Steven J. Freiberg	DAFÜR	DAFÜR	
1.e	Re-elect Mr. Julius M. Genachowski	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.f	Re-elect Mr. Choon Phong Goh	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Oki Matsumoto	DAFÜR	DAFÜR	
1.h	Elect Mr. Michael Miebach	DAFÜR	DAFÜR	
1.i	Re-elect Prof. Dr. Youngme E. Moon	DAFÜR	DAFÜR	
1.j	Re-elect Ms. Rima Qureshi	DAFÜR	DAFÜR	
1.k	Re-elect Mr. José Octavio Reyes Lagunes	DAFÜR	DAFÜR	
1.l	Re-elect Ms. Gabrielle Sulzberger	DAFÜR	DAFÜR	
1.m	Re-elect Mr. Jackson Tai	DAFÜR	DAFÜR	
1.n	Re-elect Mr. Lance Uggla	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Amend and restate the long-term incentive plan	DAFÜR	● DAGEGEN	Potential excessive awards.
5	Amend and restate the non-employee director equity plan	DAFÜR	● DAGEGEN	Potential excessive awards.
6	Removal of the supermajority requirements	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Reid G. Hoffman	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Hugh F. Johnston	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.3	Re-elect Ms. Teri L. List-Stoll	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Satya Nadella	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.5	Re-elect Ms. Sandra E. Peterson	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Penny S. Pritzker	DAFÜR	DAFÜR	
1.7	Elect Mr. Carlos A. Rodriguez	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Charles W. Scharf	DAFÜR	DAFÜR	
1.9	Re-elect Mr. John W. Stanton	DAFÜR	DAFÜR	
1.10	Re-elect Mr. John W. Thompson	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Emma Walmsley	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Padmasree Warrior	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
3	Approve Employee Stock Purchase Plan	DAFÜR	DAFÜR	
4	Re-election of Deloitte & Touche LLP as the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Report on median pay gaps across race and gender	DAGEGEN	● DAFÜR	Enhanced disclosure on gender and ethnic equality.
6	Shareholder resolution: Report on effectiveness of workplace sexual harassment policies	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
7	Shareholder resolution: Prohibition on sales of facial recognition technology to all government entities	DAGEGEN	● DAFÜR	The proposal aims at preventing potential human rights violations linked to the company's facial recognition technology.
8	Shareholder resolution: Report on implementation of the Fair Chance Business Pledge	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
9	Shareholder resolution: Report on how lobbying activities align with company policies	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.

No.	Traktanden	Board	Ethos
1	Dividend Allocation	DAFÜR	DAFÜR
2	Election of Directors		
2.1	Re-elect Mr. Tsuneo Murata	DAFÜR	DAFÜR
2.2	Re-elect Mr. Norio Nakajima	DAFÜR	DAFÜR
2.3	Re-elect Mr. Hiroshi Iwatsubo	DAFÜR	DAFÜR
2.4	Re-elect Mr. Masahiro Ishitani	DAFÜR	DAFÜR
2.5	Re-elect Mr. Ryuji Miyamoto	DAFÜR	DAFÜR
2.6	Re-elect Mr. Masanori Minamide	DAFÜR	DAFÜR
2.7	Re-elect Mr. Takashi Shigematsu	DAFÜR	DAFÜR
2.8	Re-elect Ms. Yuko Yasuda	DAFÜR	DAFÜR
3	Revise the duration of the restricted share plan	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Alan B. Graf, Jr.	DAFÜR	● ZURÜCK-BEHALTEN	Representative of an important shareholder who is sufficiently represented on the board.
1.b	Re-elect Dr. Peter B. Henry	DAFÜR	DAFÜR	
1.c	Re-elect Ms. Michelle A. Peluso	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
3	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Disclose political contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
5	Shareholder resolution: Human Rights impact assessment	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
6	Shareholder resolution: Supplemental pay equity disclosure	DAGEGEN	● DAFÜR	Enhanced disclosure on gender and ethnic equality.
7	Shareholder resolution: Report on diversity and inclusion efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Joseph Alvarado	DAFÜR	DAFÜR
1.2	Re-elect Mr. Charles E. Bunch	DAFÜR	DAFÜR
1.3	Re-elect Ms. Debra A. Cafaro	DAFÜR	DAFÜR
1.4	Re-elect Ms. Marjorie Rodgers Cheshire	DAFÜR	DAFÜR
1.5	Elect Mr. David L. Cohen	DAFÜR	DAFÜR
1.6	Re-elect Mr. William S. Demchak	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.7	Re-elect Mr. Andrew T. Feldstein	DAFÜR	DAFÜR
1.8	Re-elect Mr. Richard J. Harshman	DAFÜR	DAFÜR
1.9	Re-elect Mr. Daniel R Hesse	DAFÜR	DAFÜR
1.10	Re-elect Ms. Linda R. Medler	DAFÜR	DAFÜR
1.11	Re-elect Mr. Martin Pfinsgraff	DAFÜR	DAFÜR
1.12	Re-elect Ms. Toni Townes-Whitley	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.13	Re-elect Mr. Michael J. Ward	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
4	Shareholder resolution: Risks Associated with Nuclear Weapons Financing	DAGEGEN	● DAFÜR Enhanced disclosure on potential exposure to risks of nuclear weapons financing.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Philip Bleser	DAFÜR	DAFÜR
1.2	Re-elect Mr. Stuart B. Burgdoerfer	DAFÜR	DAFÜR
1.3	Re-elect Ms. Pamela J. Craig	DAFÜR	DAFÜR
1.4	Re-elect Mr. Charles A. Davis	DAFÜR	DAFÜR
1.5	Re-elect Mr. Roger N. Farah	DAFÜR	DAFÜR
1.6	Re-elect Ms. Lawton Fitt	DAFÜR	DAFÜR
1.7	Re-elect Ms. Susan P. Griffith	DAFÜR	DAFÜR
1.8	Elect Mr. Devin C. Johnson	DAFÜR	DAFÜR
1.9	Re-elect Mr. Jeffrey D. Kelly	DAFÜR	DAFÜR
1.10	Re-elect Ms. Barbara R. Snyder	DAFÜR	DAFÜR
1.11	Re-elect Dr. Jan Tighe	DAFÜR	DAFÜR
1.12	Re-elect Ms. Kahina Van Dyke	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	<p>● DAGEGEN The auditor's long tenure raises independence concerns.</p>

No.	Traktanden	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 December 2020	DAFÜR	DAFÜR	
2	Advisory vote on Directors' Remuneration report	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Declare a final dividend	DAFÜR	DAFÜR	
	Elections to the Board of Directors			
4	Re-elect Mr. Andrew Bonfield	DAFÜR	DAFÜR	
5	Re-elect Mr. Jeff Carr	DAFÜR	DAFÜR	
6	Re-elect Mr. Nicandro Durante	DAFÜR	DAFÜR	
7	Re-elect Ms. Mary Harris	DAFÜR	DAFÜR	
8	Re-elect Mr. Mehmood Khan	DAFÜR	DAFÜR	
9	Re-elect Dr. Pamela Kirby	DAFÜR	DAFÜR	
10	Re-elect Ms. Sara Mathew	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
11	Re-elect Mr. Laxman Narasimhan	DAFÜR	● DAGEGEN	CEO sitting on the nomination committee, which is not best practice.
12	Re-elect Mr. Christopher A. Sinclair	DAFÜR	DAFÜR	
13	Re-elect Ms. Elane Stock	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
14	Elect Mr. Olivier Bohuon	DAFÜR	DAFÜR	
15	Elect Ms. Margherita Della Valle	DAFÜR	DAFÜR	
16	Appoint KPMG as auditor	DAFÜR	DAFÜR	
17	Auditor's remuneration	DAFÜR	DAFÜR	
18	Political donations and political expenditure	DAFÜR	DAFÜR	
19	Directors' authority to allot shares	DAFÜR	DAFÜR	
20	Disapplication of pre-emption rights on the issue of shares for cash	DAFÜR	DAFÜR	
21	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	DAFÜR	DAFÜR	
22	Purchase of own shares	DAFÜR	DAFÜR	
23	Amend Articles of Association	DAFÜR	DAFÜR	
24	Authority to call general meetings on short notice	DAFÜR	● DAGEGEN	14-days is insufficient for shareholders to vote in an informed manner.

No.	Traktanden	Board	Ethos	
1	Dividend Allocation	DAFÜR	DAFÜR	
2	Election of Directors			
2.1	Re-elect Mr. Chia Chin Seng	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
2.2	Re-elect Mr. Tomohiro Ohtsu	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
2.3	Re-elect Mr. Tamotsu Yoshida	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
2.4	Re-elect Prof. Kazuo Ichijo	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
2.5	Re-elect Mr. Mitsuhiro Katsumaru	DAFÜR	DAFÜR	
2.6	Re-elect Mr. Sadayuki Sakakibara	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.

No.	Traktanden	Board	Ethos	
1	Dividend Allocation	DAFÜR	● DAGEGEN	The proposed dividend is inconsistent with the company's financial situation.
2	Election of Directors			
2.1	Re-elect Mr. Masahiko Uotani	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2.2	Re-elect Ms. Yukari Suzuki	DAFÜR	DAFÜR	
2.3	Re-elect Mr. Norio Tadakawa	DAFÜR	DAFÜR	
2.4	Elect Mr. Takayuki Yokota	DAFÜR	DAFÜR	
2.5	Re-elect Mr. Yoshiaki Fujimori	DAFÜR	DAFÜR	
2.6	Re-elect Prof. Yoko Ishikura	DAFÜR	DAFÜR	
2.7	Re-elect Mr. Shinsaku Iwahara	DAFÜR	DAFÜR	
2.8	Re-elect Ms. Kanoko Oishi	DAFÜR	DAFÜR	
3	Elect Mr. Hiroshi Ozu as a Corporate Auditor	DAFÜR	DAFÜR	
4	Approve a Long-Term Incentive Plan	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Richard T. Burke	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.2	Re-elect Mr. Timothy P. Flynn	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Stephen J. Hemsley	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Ms. Michele J. Hooper	DAFÜR	DAFÜR	
1.5	Re-elect Mr. F. William McNabb III	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Valerie C. Montgomery Rice	DAFÜR	DAFÜR	
1.7	Re-elect Dr. John H. Noseworthy	DAFÜR	DAFÜR	
1.8	Re-elect Dr. Gail R. Wilensky	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.9	Elect Mr. Andrew Witty	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	To approve the 1993 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
5	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
1.	Opening of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
2.	Calling the Meeting to order	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
3.	Election of persons to scrutinize the minutes and to supervise the counting of votes	DAFÜR	DAFÜR	
4.	Recording the legality of the Meeting	DAFÜR	DAFÜR	
5.	Recording the attendance at the Meeting and adoption of the list of votes	DAFÜR	DAFÜR	
6.	Presentation of the annual accounts, the report of the board of directors and the auditor's report	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
7.	Adoption of the financial statements	DAFÜR	DAFÜR	
8.	Approve allocation of income and dividend	DAFÜR	DAFÜR	
9.	Resolution on the discharge of the members of the board of directors and the CEO from liability	DAFÜR	DAFÜR	
10.	Approve remuneration report	DAFÜR	● DAGEGEN	The pay-for-performance connection is not demonstrated.
11.	Approve directors' fees	DAFÜR	● DAGEGEN	The proposed increase relative to the previous year is not justified.
12.	Resolution on the number of members of the board of directors	DAFÜR	DAFÜR	
13.	Election of the board of directors	DAFÜR	DAFÜR	
14.	Approve auditors' fees	DAFÜR	DAFÜR	
15.	Election of auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
16.	Authorisation to issue shares	DAFÜR	DAFÜR	
17.	Authorisation to repurchase own shares	DAFÜR	DAFÜR	
18.	Authorisation to decide on donations	DAFÜR	DAFÜR	
19.	Closing of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Shellye L. Archambeau	DAFÜR	DAFÜR	
1.2	Elect Ms. Roxanne S. Austin	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Mark T. Bertolini	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Melanie L. Healey	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Clarence Otis Jr.	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Daniel H. Schulman	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Rodney E. Slater	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Hans Vestberg	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.9	Re-elect Mr. Gregory G Weaver	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Clawback Policy Amendment	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Severance Approval Policy	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Sangeeta N. Bhatia	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Lloyd A. Carney	DAFÜR	DAFÜR	
1.3	Re-elect Prof. Dr. Alan Garber	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Terrence C. Kearney	DAFÜR	DAFÜR	
1.5	Re-elect Dr. med. Reshma Kewalramani	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Yuchun Lee	DAFÜR	DAFÜR	
1.7	Re-elect Dr. Jeffrey M. Leiden	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Margaret G. McGlynn	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Diana McKenzie	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Bruce I. Sachs	DAFÜR	● DAGEGEN	<p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p> <p>Non independent lead director, which is not best practice.</p>
2	Election of the auditor	DAFÜR	● DAGEGEN	<p>On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.</p>
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	<p>Excessive variable remuneration.</p>
4	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	<p>The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.</p>
5	Shareholder resolution: Disclose political contributions	DAGEGEN	● DAFÜR	<p>The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.</p>

No.	Traktanden	Board	Ethos	
1	Annual Report and Accounts for the year ended 31 March 2021	DAFÜR	DAFÜR	
	Elections to the Board of Directors			
2	To elect Mr. Olaf Swantee as a non-executive Director	DAFÜR	DAFÜR	
3	To re-elect Mr. Jean-François van Boxmeer as a non-executive Director	DAFÜR	DAFÜR	
4	To re-elect Nicholas Read as an executive Director	DAFÜR	DAFÜR	
5	To re-elect Margherita Della Valle as an executive Director	DAFÜR	DAFÜR	
6	To re-elect Sir Crispin Davis as a non-executive Director	DAFÜR	DAFÜR	
7	To re-elect Michel Demaré as a non-executive Director	DAFÜR	DAFÜR	
8	To re-elect Dame Clara Furse as a non-executive Director	DAFÜR	DAFÜR	
9	To re-elect Valerie Gooding as a non-executive Director	DAFÜR	DAFÜR	
10	To re-elect Maria Amparo Moraleda Martínez as a non-executive Director	DAFÜR	DAFÜR	
11	To re-elect Sanjiv Ahuja as a non-executive Director	ZURÜCK-GEZOGEN	● DAFÜR	Mr. Ahuja stepped down from the board shortly prior to the meeting.
12	To re-elect David Nish as a non-executive Director	DAFÜR	DAFÜR	
13	To declare a final dividend of €0.045 per ordinary share	DAFÜR	DAFÜR	
14	Advisory vote on Directors' Remuneration Report	DAFÜR	● DAGEGEN	Excessive variable remuneration.
15	Re-elect EY as auditor for a 1-year period	DAFÜR	DAFÜR	
16	Auditor's remuneration	DAFÜR	DAFÜR	
17	Directors' authority to allot shares	DAFÜR	DAFÜR	
18	Disapplication of pre-emptive rights on the issue of shares for cash	DAFÜR	DAFÜR	
19	Disapplication of pre-emption rights on the issue of shares for cash for an acquisition or capital investment	DAFÜR	DAFÜR	
20	Purchase of own shares	DAFÜR	DAFÜR	
21	Amendment of the Articles of Association	DAFÜR	DAFÜR	
22	Political donations and political expenditure	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
23	Authorisation to call Extraordinary General Meetings on a minimum of 14 clear days' notice	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN 14-days is insufficient for shareholders to vote in an informed manner.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Susan E. Arnold	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Mary T. Barra	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Safra A. Catz	DAFÜR	DAFÜR	
1.4	Elect Mr. Robert A. Chapek	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Francis deSouza	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Michael Froman	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Robert A. Iger	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Ms. Maria Elena Lagomasino	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Mark G. Parker	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Derica W. Rice	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Disclose lobbying policies and activities	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Employee representation on board of directors	DAGEGEN	● DAFÜR	The proposal is in line with the long-term interests of the majority of the company's stakeholders.

Disclaimer

Die Analysen der Generalversammlungen basieren auf den Richtlinien zur Ausübung der Stimmrechte von Ethos. Diese orientieren sich an den wichtigsten Best-Practice-Kodizes sowie am Begriff der nachhaltigen Entwicklung gemäss Ethos Charta. Für europäische Unternehmen (ausser Schweiz) werden die Analysen in der Regel von Proxinvest und seinen lokalen Partnern erstellt. Bei ihren Analysen wenden sämtliche Proxinvest-Mitglieder dieselben allgemeinen „Corporate governance principles“ an. Diese ermöglichen es jedem Mitglied, sowohl die lokalen Besonderheiten unter Einhaltung der fundamentalen Best-Practice-Regeln als auch das Konzept der sozialen Verantwortung der Unternehmen zu berücksichtigen, was wiederum den Ethos Richtlinien zur Ausübung der Stimmrechte entspricht. Ethos führt eine systematische Überprüfung der Stimmrechtsempfehlungen von Proxinvest durch, um sicherzustellen, dass sämtliche Analysen und Stimmrechtsempfehlungen den „Ethos Richtlinien zur Ausübung der Stimmrechte“ entsprechen. Die Informationen stammen aus Quellen, die Anlegern und der Öffentlichkeit zugänglich sind (z.B. Geschäftsberichte, Websites der Unternehmen sowie direkte Auskünfte der untersuchten Unternehmen). Obwohl die Angaben mehrfach geprüft wurden, kann ihre Richtigkeit nicht garantiert werden. Ethos lehnt jede Verantwortung für die Genauigkeit der veröffentlichten Informationen ab.