

2022

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**

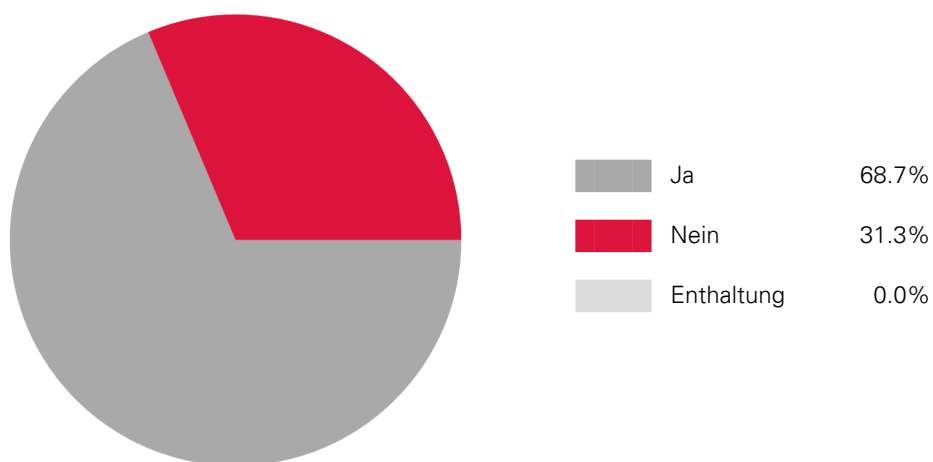
Kontakt

Vincent Kaufmann, Direktor und Head of Proxy Voting, Swiss ESG and Engagement (a.i.)
Fanny Ebener, Senior Proxy Voting Manager
Romain Perruchoud, Senior ESG Analyst
Ethos - Postfach 1051 - 1211 Genf 26
T +41 (0)22 716 15 55 - F +41 (0)22 716 15 56 - www.ethosfund.ch

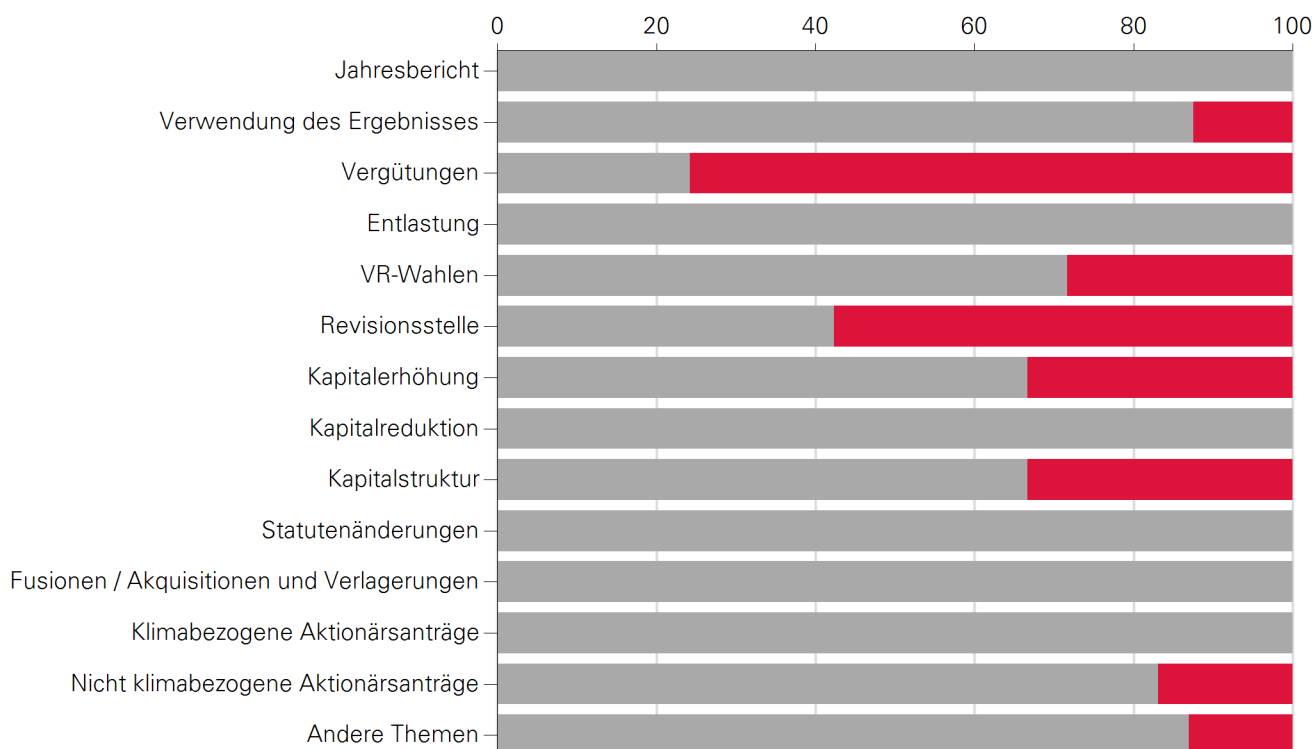
1 Zusammenfassung der analysierten Generalversammlungen

Art der Generalversammlungen	Anzahl Versammlungen	Total	Anzahl Anträge		
			Ja	Nein	Enthaltung
Ordentliche Generalversammlungen	25	407	286	121	0
Ausserordentliche Generalversammlungen	1	18	9	9	0
Ordentliche und ausserordentliche Generalversammlungen	3	73	47	26	0
Total	29	498	342	156	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	9	100.0%	0	0.0%	0	0.0%	9
Verwendung des Ergebnisses	7	87.5%	1	12.5%	0	0.0%	8
Vergütungen	16	24.2%	50	75.8%	0	0.0%	66
Entlastung	13	100.0%	0	0.0%	0	0.0%	13
VR-Wahlen	177	71.7%	70	28.3%	0	0.0%	247
Revisionsstelle	11	42.3%	15	57.7%	0	0.0%	26
Kapitalerhöhung	10	66.7%	5	33.3%	0	0.0%	15
Kapitalreduktion	8	100.0%	0	0.0%	0	0.0%	8
Kapitalstruktur	2	66.7%	1	33.3%	0	0.0%	3
Statutenänderungen	8	100.0%	0	0.0%	0	0.0%	8
Fusionen / Akquisitionen und Verlagerungen	1	100.0%	0	0.0%	0	0.0%	1
Klimabezogene Aktionärsanträge	5	100.0%	0	0.0%	0	0.0%	5
Nicht klimabezogene Aktionärsanträge	54	83.1%	11	16.9%	0	0.0%	65
Andere Themen	20	87.0%	3	13.0%	0	0.0%	23

2 Ethos Stimmempfehlungen: Übersicht

Art der Generalversammlung (Typ)

OGV	Ordentliche Generalversammlungen
AGV	Ausserordentliche 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	Kapitalstruktur	Statutenänderungen	Fusionen / Akquisitionen und Verlagerungen	Klimabezogene Aktionärsanträge	Nicht klimabezogene Aktionärsanträge	Andere Themen
Alphabet	01.06.2022	OGV			✗		◐	✗			✓			✓	◐	
Amazon.com	25.05.2022	OGV			✗		◐	✗			✓			✓	◐	
American Tower	18.05.2022	OGV			✗		◐	✗								
Analog Devices	09.03.2022	OGV			◐		◐	✗								
Apple	04.03.2022	OGV			✗		◐	✓							✓	
Aptiv	27.04.2022	OGV			✗		◐	✗								
AXA	28.04.2022	MIX	✓	✓	◐		◐	◐	✓	✓		✓				✓
Bristol-Myers Squibb	03.05.2022	OGV			✗		◐	✗							✓	
Cadence Design Systems	05.05.2022	OGV			✗		◐	✓							✓	
Carrier Global	14.04.2022	OGV			✗		◐	✓								
Colgate-Palmolive	06.05.2022	OGV			✗		◐	✗							◐	
Elis	19.05.2022	MIX	✓	✓	◐		✓		◐	✓						◐
EssilorLuxottica	25.05.2022	MIX	✓	✗	◐		✓			✓						◐
KLA	02.11.2022	OGV			✗		◐	✗						✓		
Mastercard	21.06.2022	OGV			✗		◐	✗				✓			◐	
Meta Platforms	25.05.2022	OGV			✗		◐	✗							◐	
Microsoft	13.12.2022	OGV			✗		◐	✗						✓	✓	
Motorola Solutions	17.05.2022	OGV			✗		◐	✓								
Murata Manufacturing	29.06.2022	OGV		✓			✓					✓				
Nike	09.09.2022	OGV			◐		◐	✗							✓	

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Kapitalstruktur	Statutenänderungen	Fusionen / Akquisitionen und Verlagerungen	Klimabezogene Aktionärsanträge	Nicht klimabezogene Aktionärsanträge	Andere Themen
Nvidia	02.06.2022	OGV			✗		🟡	✔️			✗					
Orron Energy	31.03.2022	OGV	✔️	✔️	✗	✔️	🟡	✔️					✔️		✗	✔️
	16.06.2022	AGV			🟡		🟡		✔️			✔️				✗
PNC Financial Services Group	27.04.2022	OGV			✗		🟡	✔️							✔️	
Shimano Inc.	30.03.2022	OGV		✔️			✗									✔️
Thermo Fisher Scientific	18.05.2022	OGV			✗		🟡	✗								
UCB	28.04.2022	OGV	✔️		🟡	✔️	✔️	✔️	✔️	✔️		✔️				✔️
Unicharm	25.03.2022	OGV					🟡					✔️				
UPM Kymmene	29.03.2022	OGV	✔️	✔️	🟡	✔️	✔️	🟡	✔️	✔️		✔️				✔️

3 Stimmberichte pro Unternehmen

Alphabet

01.06.2022

OGV

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Larry Page	DAFÜR	DAFÜR	
1b.	Re-elect Mr. Sergey Brin	DAFÜR	DAFÜR	
1c.	Re-elect Mr. Sundar Pichai	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1d.	Re-elect Dr. John L. Hennessy	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1e.	Re-elect Dr. Frances H. Arnold	DAFÜR	DAFÜR	
1f.	Re-elect Mr. L. John Doerr	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1g.	Re-elect Mr. Roger W. Ferguson Jr.	DAFÜR	DAFÜR	
1h.	Re-elect Ms. Ann Mather	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1i.	Re-elect Mr. K. Ram Shriram	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1j.	Re-elect Ms. Robin L. Washington	DAFÜR	DAFÜR	
2.	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3.	To approve the amendment of the 2021 Stock Plan	DAFÜR	● DAGEGEN	Potential excessive awards with no individual cap for executives under this remuneration plan.
4.	Approve increase in the number of authorised shares	DAFÜR	DAFÜR	
5.	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
6.	Shareholder resolution: Report on climate lobbying	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Agreement.
7.	Shareholder resolution: Report on Physical Risks of Climate Change	DAGEGEN	● DAFÜR	The assessment would demonstrate to shareholders how the company plans to address the risks its faces from climate change.
8.	Shareholder resolution: Report on Water Management Risks	DAGEGEN	● DAFÜR	The report would demonstrate to shareholders how the company plans to manage and address water risks.
9.	Shareholder resolution: Report on Racial Equity Audit	DAGEGEN	● DAFÜR	The proposal would help the company to improve its policies and practices regarding diversity and inclusion.
10.	Shareholder resolution: Report on Concealment Clauses	DAGEGEN	● DAFÜR	This report would demonstrate to shareholders how the the risks associated with the use of concealment clauses are addressed.
11.	Shareholder resolution: Equal Shareholder Voting	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.

No.	Traktanden	Board	Ethos	
12.	Shareholder resolution: Report on Government Takedown Requests	DAGEGEN	DAGEGEN	
13.	Shareholder resolution: Human Rights Assessment of Data Center Siting	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
14.	Shareholder resolution: Report on data collection, privacy, and security	DAGEGEN	● DAFÜR	Enhance disclosure on data risk management.
15.	Shareholder resolution: Algorithm Disclosures	DAGEGEN	● DAFÜR	Enhanced disclosure to understand how algorithmic systems can lead to discriminatory and other harmful outcomes.
16.	Shareholder resolution: Misinformation and disinformation	DAGEGEN	● DAFÜR	The report would to strengthen measures to mitigate human rights harms associated with the dissemination of misinformation and disinformation
17.	Shareholder resolution: Report on external costs of disinformation	DAGEGEN	● DAFÜR	The report determines the company's priorities and how it deals with misinformation on its platforms over financial returns.
18.	Shareholder resolution: Report on Board Diversity	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
19.	Shareholder resolution: Establishment of an environmental sustainability board committee	DAGEGEN	● DAFÜR	The proposal strengthens the monitoring of environmental risks by the board.
20.	Shareholder resolution: Employee representation on board of directors	DAGEGEN	● DAFÜR	The nomination of an employee representative would better protect the interests of the non-management employees.
21.	Shareholder resolution: Report on policies regarding military and militarised policing agencies	DAGEGEN	● DAFÜR	We support corporate policies that mitigate risks to civil and human rights.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Jeffrey P. Bezos	DAFÜR	DAFÜR	
1b.	Elect Mr. Andrew R. Jassy	DAFÜR	DAFÜR	
1c.	Re-elect Mr. Keith B. Alexander	DAFÜR	DAFÜR	
1d.	Elect Ms. Edith W. Cooper	DAFÜR	DAFÜR	
1e.	Re-elect Ms. Jamie S. Gorelick	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Daniel P. Huttenlocher	DAFÜR	DAFÜR	
1g.	Re-elect Ms. Judith A. McGrath	DAFÜR	DAFÜR	
1h.	Re-elect Ms. Indra K. Nooyi	DAFÜR	DAFÜR	
1i.	Re-elect Mr. Jonathan J. Rubinstein	DAFÜR	DAFÜR	
1j.	Re-elect Ms. Patricia Q. Stonesifer	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1k.	Re-elect Mr. Wendell P. Weeks	DAFÜR	DAFÜR	
2.	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
4.	Approve share split	DAFÜR	DAFÜR	
5.	Shareholder resolution: Report on Retirement Plan Options	DAGEGEN	● DAFÜR	We support corporate climate-aligned retirement plans.
6.	Shareholder resolution: Report on Customer Due Diligence	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
7.	Shareholder resolution: Alternative Director Candidate Policy	DAGEGEN	● DAFÜR	The nomination of an employee representative would better protect the interests of the non-management employees.
8.	Shareholder resolution: Report on Efforts to Reduce Plastic Use	DAGEGEN	● DAFÜR	The report would be useful to evaluate opportunities for dramatically reducing the amount of plastics used in packaging through redesign or substitution.
9.	Shareholder resolution: Report on Worker Health and Safety Differences	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
10.	Shareholder resolution: Report on Risks Associated with Use of Concealment Clauses	DAGEGEN	● DAFÜR	This report would demonstrate to shareholders how the the risks associated with the use of concealment clauses are addressed.
11.	Shareholder resolution: Charitable Contributions	DAGEGEN	DAGEGEN	
12.	Shareholder resolution: Publish a Tax Transparency Report	DAGEGEN	● DAFÜR	Enhanced disclosure on the tax practices of the company.
13.	Shareholder resolution: Additional Reporting on Freedom of Association	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
14.	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying and political donations.

No.	Traktanden	Board	Ethos	
15.	Shareholder resolution: Require More Director Nominations Than Open Seats	DAGEGEN	DAGEGEN	
16.	Shareholder resolution: Report on Warehouse Working Conditions	DAGEGEN	● DAFÜR	Enhanced disclosure on safety in the workplace.
17.	Shareholder resolution: Additional Reporting on Gender and Racial Pay	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
18.	Shareholder resolution: Report a Racial Equity Audit	ZURÜCK-GEZOGEN	ZURÜCK-GEZOGEN	
19.	Shareholder resolution: Report on Risks Associated with Use of Rekognition	DAGEGEN	● DAFÜR	Enhanced disclosure on potential human rights violations linked to the company's facial recognition technology.
20.	Unannounced shareholder proposal during the AGM: End the use of productivity expectations and workplace monitoring	DAGEGEN	DAGEGEN	

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Thomas A. Bartlett	DAFÜR	DAFÜR	
1b.	Elect Ms. Kelly C. Chambliss	DAFÜR	DAFÜR	
1c.	Elect Ms. Teresa H. Clarke	DAFÜR	DAFÜR	
1d.	Re-elect Mr. Raymond P. Dolan	DAFÜR	DAFÜR	
1e.	Re-elect Mr. Kenneth R. Frank	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Robert D. Hormats	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1g.	Re-elect Ms. Grace D. Lieblein	DAFÜR	DAFÜR	
1h.	Re-elect Mr. Craig Macnab	DAFÜR	DAFÜR	
1i.	Re-elect Ms. JoAnn A. Reed	DAFÜR	DAFÜR	
1j.	Re-elect Ms. Pamela D.A. Reeve	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1k.	Re-elect Mr. David E. Sharbutt	DAFÜR	DAFÜR	
1l.	Re-elect Mr. Bruce L. Tanner	DAFÜR	DAFÜR	
1m.	Re-elect Mr. Samme L. Thompson	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2.	Re-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. An important part of the variable remuneration is not subject to challenging long-term performance conditions.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Ray Stata	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.2	Re-elect Mr. Vincent T. Roche	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.3	Re-elect Mr. James A. Champy	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.4	Re-elect Prof. Dr. Anantha P. Chandrakasan	DAFÜR	DAFÜR	
1.5	Elect Mr. Tunç Doluca	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Bruce R. Evans	DAFÜR	DAFÜR	
1.7	Re-elect Dr. Edward H. Frank	DAFÜR	DAFÜR	
1.8	Re-elect Prof. Dr. Laurie H. Glimcher	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Karen Golz	DAFÜR	DAFÜR	
1.10	Elect Ms. Mercedes Johnson	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Kenton J. Sicchitano	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.12	Re-elect Ms. Susie Wee	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the 2022 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.

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	Elect Mr. Alex Gorsky	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Andrea Jung	DAFÜR	● DAGEGEN	Chairman of the remuneration committee. We have serious concerns over remuneration and there is no say-on-pay.
1.6	Re-elect Dr. Arthur D. Levinson	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.7	Re-elect Ms. Monica C. Lozano	DAFÜR	DAFÜR	
1.8	Re-elect Dr. Ronald D. Sugar	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Susan L. Wagner	DAFÜR	● DAGEGEN	Chairman of the nomination committee. The composition of the nomination committee is unsatisfactory.
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the 2022 Employee Stock Plan	DAFÜR	● DAGEGEN	Potential excessive awards.
5	Shareholder resolution: Statement of Purpose	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's social responsibility.
6	Shareholder resolution: Transparency Reports	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
7	Shareholder resolution: Report on Forced Labor	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
8	Shareholder resolution: Pay Equity	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality.
9	Shareholder resolution: Civil Rights Audit	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
10	Shareholder resolution: Report on Concealment Clauses	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.

No.	Traktanden	Board	Ethos	
1	Elections to the Board of Directors			
a	Re-elect Mr. Kevin P. Clark	DAFÜR	● DAGEGEN	Combined chairman and CEO.
b	Re-elect Mr. Richard L. Clemmer	DAFÜR	DAFÜR	
c	Re-elect Ms. Nancy E. Cooper	DAFÜR	DAFÜR	
d	Re-elect Mr. Joseph L. Hooley	DAFÜR	DAFÜR	
e	Re-elect Prof. Dr. Merit E. Janow	DAFÜR	DAFÜR	
f	Re-elect Mr. Sean O. Mahoney	DAFÜR	DAFÜR	
g	Re-elect Mr. Paul M. Meister	DAFÜR	DAFÜR	
h	Re-elect Mr. Robert K. Ortberg	DAFÜR	DAFÜR	
i	Re-elect Mr. Colin J. Parris	DAFÜR	DAFÜR	
j	Re-elect Ms. Ana G. Pinczuk	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
2	Re-appoint Ernst & Young as auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on Directors' Remuneration report	DAFÜR	● DAGEGEN	Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	To approve the parent company's financial statements	DAFÜR	DAFÜR	
2	To approve the company's 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 Mr. Denis Duverne, Chairman.	DAFÜR	● DAGEGEN	Excessive fixed remuneration.
6	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Mr. Thomas Buberl, CEO.	DAFÜR	● DAGEGEN	Excessive total remuneration.
7	To approve the CEO new remuneration policy	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.
8	To approve the non-executive Chairman new remuneration policy	DAFÜR	DAFÜR	
9	To approve the non-executives new remuneration policy	DAFÜR	DAFÜR	
10	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				
11	Re-election of Thomas Buberl as a Director for 4 years	DAFÜR	DAFÜR	
12	Re-election of Rachel Duan as a Director for 4 years	DAFÜR	DAFÜR	
13	Re-election of André François-Poncet as a Director for 2 years of André François-Poncet as a Director	DAFÜR	DAFÜR	
14	To ratify the co-optation of Clotilde Delbos as a Director for 2 years	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
15	Election of Gérald Harlin as a Director for 4 years	DAFÜR	DAFÜR	
16	Election of Rachel Picard as a Director for 4 years	DAFÜR	DAFÜR	
17	To elect Ernst & Young Audit as auditor for 6 years	DAFÜR	DAFÜR	
18	To elect Picarle et Associés as alternate auditor for a period of 6 years	DAFÜR	● DAGEGEN	The appointment of an associate or partner of the main auditing firm as substitute auditor is not in line with the legal objective to provide protection to shareholders and to the company.
19	To approve Directors' fees	DAFÜR	DAFÜR	
20	To approve a treasury share buy-back and disposal programme	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
21	To authorise capital increases related to an all-employee share ownership plan	DAFÜR	DAFÜR
22	To authorise capital increases related to an all-foreign-employee share ownership plan	DAFÜR	DAFÜR
23	To authorise the Board to issue restricted shares for employees and/or executive directors	DAFÜR	<p>● DAGEGEN</p> <p>The potential variable remuneration exceeds our guidelines.</p>
24	To authorise the Board to issue restricted shares (retirement plan) for employees and/or executive directors	DAFÜR	DAFÜR
25	To authorise a potential reduction in the company's share capital	DAFÜR	DAFÜR
26	To amend Article 10.A-2 of the Company's Articles of Association to allow for the staggering of Board members terms of office.	DAFÜR	DAFÜR
27	To amend the Company's corporate purpose and updating of Article 3 ("Corporate Purpose") of the Company's Articles of Association.	DAFÜR	DAFÜR
28	Delegation of powers for the completion of formalities	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Peter J. Arduini	DAFÜR	DAFÜR	
1b.	Re-elect Dr. Giovanni Caforio	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1c.	Re-elect Dr. Julia A. Haller	DAFÜR	DAFÜR	
1d.	Elect Prof. Dr. Manuel Hidalgo Medina	DAFÜR	DAFÜR	
1e.	Re-elect Prof. Paula A. Price	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Derica W. Rice	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Theodore R. Samuels	DAFÜR	DAFÜR	
1h.	Re-elect Mr. Gerald L. Storch	DAFÜR	DAFÜR	
1i.	Re-elect Dr. Karen H. Vousden	DAFÜR	DAFÜR	
1j.	Re-elect Ms. Phyllis R. Yale	DAFÜR	DAFÜR	
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new CEO.
3.	Re-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.
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: Independent chairman	DAGEGEN	● DAFÜR	An independent chairman can ensure independent oversight of management.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1.1	Re-elect Mr. Mark W. Adams	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.2	Re-elect Ms. Ita M. Brennan	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.3	Re-elect Mr. Lewis Chew	DAFÜR	DAFÜR	
1.4	Elect Dr. Anirudh Devgan	DAFÜR	DAFÜR	
1.5	Elect Ms. Mary Louise Krakauer	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Julia Liuson	DAFÜR	DAFÜR	
1.7	Re-elect Dr. James D. Plummer	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.8	Re-elect Dr. Alberto Sangiovanni-Vincentelli	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	Re-elect Dr. John B. Shoven	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.
1.10	Re-elect Mr. Young Sohn	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Lip-Bu Tan	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Concerns over the excessive sign-on bonus granted to the new CEO.
3.	Re-election of the auditor	DAFÜR	DAFÜR	
4.	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		
1a.	Re-elect Dr. pharm. Jean-Pierre Garnier	DAFÜR	● DAGEGEN The director is 75 years old, which exceeds guidelines.
1b.	Re-elect Mr. David L. Gitlin	DAFÜR	● DAGEGEN Combined chairman and CEO.
1c.	Re-elect Mr. John J. Greisch	DAFÜR	DAFÜR
1d.	Re-elect Mr. Charles M. Holley Jr.	DAFÜR	DAFÜR
1e.	Re-elect Mr. Michael M. McNamara	DAFÜR	DAFÜR
1f.	Re-elect Mr. Michael A. Todman	DAFÜR	DAFÜR
1g.	Re-elect Ms. Virginia M. Wilson	DAFÜR	DAFÜR
1h.	Elect Ms. Beth A. Wozniak	DAFÜR	DAFÜR
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3.	Election of the auditor	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. John P. Bilbrey	DAFÜR	DAFÜR	
1b.	Re-elect Mr. John T. Cahill	DAFÜR	DAFÜR	
1c.	Re-elect Ms. Lisa M. Edwards	DAFÜR	DAFÜR	
1d.	Re-elect Dr. C. Martin Harris	DAFÜR	DAFÜR	
1e.	Re-elect Ms. Martina Hund-Mejean	DAFÜR	DAFÜR	
1f.	Re-elect Ms. Kimberly A. Nelson	DAFÜR	DAFÜR	
1g.	Re-elect Ms. Lorrie M. Norrington	DAFÜR	DAFÜR	
1h.	Re-elect Mr. Michael B. Polk	DAFÜR	DAFÜR	
1i.	Re-elect Mr. Stephen I. Sadove	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1j.	Re-elect Mr. Noel R. Wallace	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2.	Re-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: Termination Pay	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.
5.	Shareholder Resolution: Request for Charitable Donation Disclosure	DAGEGEN	DAGEGEN	

No.	Traktanden	Board	Ethos	
1	1) To approve the parent company's financial statements.; 2) To approve specific luxury or non-deductible expenses.	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 dividend reinvestment plan (option for scrip dividend).	DAFÜR	DAFÜR	
5	Approval of a related party agreement concluded by the company with Predica.	DAFÜR	● DAGEGEN	Concerns over one or more related party agreements that are not in the interests of shareholders.
	Board main features			
6	Re-election of Antoine Burel as a member of the Supervisory Board for 4 years.	DAFÜR	DAFÜR	
7	To approve the new remuneration policy of the Chairman of the Supervisory Board.	DAFÜR	DAFÜR	
8	To approve the new remuneration policy of the members of the Supervisory Board.	DAFÜR	DAFÜR	
9	To approve the new remuneration policy of the chairman of the Management Board.	DAFÜR	● DAGEGEN	Potential excessive awards.
10	To approve the new remuneration policy of the members of the Management Board.	DAFÜR	● DAGEGEN	Potential excessive awards.
11	To approve the remuneration report.	DAFÜR	● DAGEGEN	Some important elements of best practice are missing from the structure of the executive remuneration.
12	Ex-post binding "Say on Pay" vote on the individual remuneration of Thierry Morin, Chairman of the Supervisory Board.	DAFÜR	DAFÜR	
13	Ex-post binding "Say on Pay" vote on the individual remuneration of Xavier Martiré, Chairman of the Management Board.	DAFÜR	● DAGEGEN	Excessive variable remuneration.
14	Ex-post binding "Say on Pay" vote on the individual remuneration of Louis Guyot, member of the Management Board.	DAFÜR	● DAGEGEN	The information provided on the performance targets is insufficient.
15	Ex-post binding "Say on Pay" vote on the individual remuneration of Matthieu Lecharny, member of the Management Board.	DAFÜR	● DAGEGEN	The information provided on the performance targets is insufficient.

No.	Traktanden	Board	Ethos	
16	Consultative vote on the principle of setting greenhouse gas emission reduction targets by the end of 2022 and then proposing them to shareholders for a vote.	DAFÜR	DAFÜR	
17	To approve a treasury share buy-back and disposal programme.	DAFÜR	DAFÜR	
18	To authorise capital increases by transfer of reserves.	DAFÜR	DAFÜR	
19	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights.	DAFÜR	DAFÜR	
20	1) Global allowance to issue capital related securities without pre-emptive rights by public issuance.; 2) To approve issues of shares or other capital related securities as a payment for any public exchange offer.	DAFÜR	● DAGEGEN	The discount is too high on the share issue price.
21	Global allowance to issue capital related securities without pre-emptive rights through private placement.	DAFÜR	● DAGEGEN	The discount is too high on the share issue price.
22	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	
23	"Green shoe" autorisation.	DAFÜR	● DAGEGEN	Additional potential dilution which is not in shareholders' interests.
24	Delegation to issue shares and capital securities as consideration for contributions in kind made to the company.	DAFÜR	DAFÜR	
25	To authorise capital increases related to an all-employee share ownership plan.	DAFÜR	● DAGEGEN	The purchase price of shares for employee savings-related plans should not be in principle lower than 80% of the market price at the date of grant.
26	To authorise capital increases related to an all-employee share ownership plan.	DAFÜR	● DAGEGEN	The purchase price of shares for employee savings-related plans should not be in principle lower than 80% of the market price at the date of grant.
27	To limit capital increases with or without pre-emptive rights.	DAFÜR	DAFÜR	
28	To authorise a potential reduction in the company's share capital.	DAFÜR	DAFÜR	
29	Delegation of powers for the completion of formalities.	DAFÜR	DAFÜR	

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	1) To approve the allocation of income and the dividend payment; 2) To approve the dividend reinvestment plan (option for scrip dividend)	DAFÜR	● DAGEGEN	Scrip dividend issued with a 10% discount.
	Board main features			
4	To ratify the co-optation of Virginie Mercier Pitre as a Director in replacement of Juliette Favre for 2 years	DAFÜR	DAFÜR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	DAFÜR	● DAGEGEN	Concerns over one or more related party agreements that are not in the interests of shareholders.
6	To approve the remuneration report	DAFÜR	● DAGEGEN	Some important elements of best practice are missing from the structure of the executive remuneration.
7	Ex-post binding "Say on Pay" vote on the individual remuneration of the chair	DAFÜR	DAFÜR	
8	Ex-post binding "Say on Pay" vote on the CEO individual remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
9	Ex-post binding "Say on Pay" vote on the Deputy CEO individual remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
10	To approve the non-executives new remuneration policy	DAFÜR	● DAGEGEN	The proposed increase relative to the previous year is excessive.
11	To approve the non-executive Chairman new remuneration policy	DAFÜR	DAFÜR	
12	To approve the CEO new remuneration policy	DAFÜR	● DAGEGEN	Potential excessive awards.
13	To approve the Deputy CEO new remuneration policy	DAFÜR	● DAGEGEN	Potential excessive awards.
14	To approve a treasury share buy-back and disposal programme	DAFÜR	DAFÜR	
15	To authorise a potential reduction in the company's share capital	DAFÜR	DAFÜR	
16	Delegation of powers for the completion of formalities	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Robert M. Calderoni	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Jeneanne Hanley	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Emiko Higashi	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Kevin J. Kennedy	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.5	Re-elect Mr. Gary B. Moore	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Marie E. Myers	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.7	Re-elect Mr. Kiran M. Patel	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Victor Peng	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Robert A. Rango	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Richard P. Wallace	DAFÜR	DAFÜR	
2	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration. An important part of the variable remuneration is based on continued employment only.
4	Shareholder resolution: Report on strategy to reach net zero emissions by 2050	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Agreement.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Dr. Merit E. Janow	DAFÜR	DAFÜR	
1b.	Elect Mr. Candido Bracher	DAFÜR	DAFÜR	
1c.	Re-elect Mr. Richard K. Davis	DAFÜR	DAFÜR	
1d.	Re-elect Mr. Julius M. Genachowski	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1e.	Re-elect Mr. Choon Phong Goh	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Oki Matsumoto	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Michael Miebach	DAFÜR	DAFÜR	
1h.	Re-elect Prof. Dr. Youngme E. Moon	DAFÜR	DAFÜR	
1i.	Re-elect Ms. Rima Qureshi	DAFÜR	DAFÜR	
1j.	Re-elect Ms. Gabrielle Sulzberger	DAFÜR	DAFÜR	
1k.	Re-elect Mr. Jackson P. Tai	DAFÜR	DAFÜR	
1l.	Elect Mr. Harit Talwar	DAFÜR	DAFÜR	
1m.	Re-elect Mr. Lance Uggla	DAFÜR	DAFÜR	
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration. An important part of the variable remuneration is based on continued employment only.
3.	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Amend articles of association: Call Special Shareholder Meetings	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.
6	Shareholder resolution: Board Approval For Certain Political Contributions	DAGEGEN	DAGEGEN	
7	Shareholder resolution: Disclosure On Charitable Donation Disclosure	DAGEGEN	DAGEGEN	
8	Shareholder resolution: Report on "Ghost Guns"	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1.1	Re-elect Ms. Peggy Alford	DAFÜR	● ZURÜCK-BEHALTEN	Non-independent chairman of the nomination committee. The independence of this committee is insufficient. Concerns over the director's time commitments.
1.2	Re-elect Mr. Marc L. Andreessen	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.3	Re-elect Mr. Andrew W. 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 lead director, which is not best practice. The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Ms. Sheryl K. Sandberg	DAFÜR	● ZURÜCK-BEHALTEN	Executive director. The board is not sufficiently independent.
1.7	Re-elect Ms. Tracey T. Travis	DAFÜR	● ZURÜCK-BEHALTEN	Non-independent chairman of the audit committee. The independence of this committee is insufficient. Concerns over the director's time commitments.
1.8	Elect Mr. Tony Xu	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.9	Re-elect Mr. Mark Zuckerberg	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
2.	Re-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.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration. An important part of the variable remuneration is based on continued employment only.
4.	Shareholder resolution: Approve Recapitalization Plan for all Stock to Have One-vote per Share	DAGEGEN	● DAFÜR	Dual share structures are not in the best interest of shareholders, as they create a disproportionate control of one group of shareholders regardless of their participation in the company's equity.
5.	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	An independent chairman can ensure independent oversight of management.
6.	Shareholder resolution: Proposal Regarding Concealment Clauses	DAGEGEN	● DAFÜR	This report would demonstrate to shareholders how the the risks associated with the use of concealment clauses are addressed.
7.	Shareholder resolution: Report on External Costs of Misinformation	DAGEGEN	● DAFÜR	The resolution is in line with the long-term interests of the majority of the company's stakeholders.
8.	Shareholder resolution: Report on Community Standards Enforcement	DAGEGEN	● DAFÜR	We support the publication of a report analysing why the company's platforms continue to be a risk for society and investors.

No.	Traktanden	Board	Ethos	
9.	Shareholder resolution: Report and Advisory Vote on the Metaverse	DAGEGEN	● DAFÜR	The report would disclose the potential human rights harm caused by the media platforms the company manages.
10.	Shareholder resolution: Human Rights Impact Assessment	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
11.	Shareholder resolution: Child Sexual Exploitation Online	DAGEGEN	● DAFÜR	We support the proposal that addresses the risks children are exposed to on Facebook applications.
12.	Shareholder resolution: Civil Rights and Non-Discrimination Audit	DAGEGEN	DAGEGEN	
13.	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
14.	Shareholder resolution: Assessment of Audit & Risk Oversight Committee	DAGEGEN	● DAFÜR	The proposal aims at improving the company's corporate governance.
15.	Shareholder resolution: Charitable Contributions	DAGEGEN	DAGEGEN	

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	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	Re-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 N. Walmsley	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Padmasree Warrior	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Diversity and inclusion cost/benefit analysis	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
5	Shareholder resolution: Report on hiring of persons with arrest or incarceration records	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
6	Shareholder resolution: Report on investment of retirement funds in companies contributing to climate change	DAGEGEN	● DAFÜR	Enhanced disclosure on the environmental impact of the employee retirement funds.
7	Shareholder resolution: Report on government use of microsoft technology	DAGEGEN	● DAFÜR	Enhanced disclosure on civil and human rights.
8	Shareholder resolution: Report on development of products for military	DAGEGEN	● DAFÜR	Enhanced disclosure on reputational risks linked to the use of company products for military purposes.
9	Shareholder resolution: Report on tax transparency	DAGEGEN	● DAFÜR	Enhanced disclosure on the tax practices of the company.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Gregory Q. Brown	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1b.	Re-elect Mr. Kenneth D. Denman	DAFÜR	DAFÜR	
1c.	Re-elect Mr. Egon P. Durban	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1d.	Elect Dr. Ayanna M. Howard	DAFÜR	DAFÜR	
1e.	Re-elect Mr. Clayton M. Jones	DAFÜR	DAFÜR	
1f.	Re-elect Ms. Judy C. Lewent	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Gregory K. Mondre	DAFÜR	DAFÜR	
1h.	Re-elect Mr. Joseph M. Tucci	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2.	Re-election of the auditor	DAFÜR	DAFÜR	
3.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4.	To approve and amend the Omnibus Incentive Plan of 2015	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.

No.	Traktanden	Board	Ethos
1.	Dividend Allocation	DAFÜR	DAFÜR
2.	Amend Articles of Association: Electronic documentation and decrease the board size	DAFÜR	DAFÜR
3.	Election of Directors		
3.1	Re-elect Mr. Tsuneo Murata	DAFÜR	DAFÜR
3.2	Re-elect Mr. Norio Nakajima	DAFÜR	DAFÜR
3.3	Re-elect Mr. Hiroshi Iwatsubo	DAFÜR	DAFÜR
3.4	Re-elect Mr. Masanori Minamide	DAFÜR	DAFÜR
3.5	Re-elect Ms. Yuko Yasuda	DAFÜR	DAFÜR
3.6	Elect Mr. Takashi Nishijima	DAFÜR	DAFÜR
4.	Election of directors to the audit and supervisory committee		
4.1	Re-elect Mr. Yoshiro Ozawa	DAFÜR	DAFÜR
4.2	Re-elect Mr. Hyo Kambayashi	DAFÜR	DAFÜR
4.3	Re-elect Mr. Takatoshi Yamamoto	DAFÜR	DAFÜR
4.4	Re-elect Prof. Naoko Munakata	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Alan B. Graf Jr.	DAFÜR	● ZURÜCK-BEHALTEN	<p>Non independent director (representative of an important shareholder). The number of important shareholder representatives on the board is sufficient and the board lacks independence.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.b	Re-elect Prof. Dr. Peter B. Henry	DAFÜR	DAFÜR	
1.c	Re-elect Ms. Michelle A. Peluso	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	An important part of the variable remuneration is based on continued employment only.
3	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	To approve the Employee Stock Purchase Plan	DAFÜR	DAFÜR	
5	Shareholder resolution: Policy on China sourcing	DAGEGEN	● DAFÜR	The proposal aims at protecting human rights.

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Robert K. Burgess	DAFÜR	DAFÜR	
1b.	Re-elect Mr. Tench Coxe	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1c.	Re-elect Dr. John O. Dabiri	DAFÜR	DAFÜR	
1d.	Re-elect Dr. Persis S. Drell	DAFÜR	DAFÜR	
1e.	Re-elect Mr. Jen-Hsun Huang	DAFÜR	DAFÜR	
1f.	Re-elect Ms. Dawn Hudson	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Harvey C. Jones	DAFÜR	● DAGEGEN	Non-independent chairman of the nomination committee. The independence of this committee is insufficient. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1h.	Re-elect Mr. Michael G. McCaffery	DAFÜR	DAFÜR	
1i.	Re-elect Mr. Stephen C. Neal	DAFÜR	DAFÜR	
1j.	Re-elect Mr. Mark L. Perry	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1k.	Re-elect Mr. A. Brooke Seawell	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1l.	Re-elect Dr. Aarti Shah	DAFÜR	DAFÜR	
1m.	Re-elect Mr. Mark A. Stevens	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3.	Re-election of the auditor	DAFÜR	DAFÜR	
4.	Authorisation to increase the number of shares of the company's common stock	DAFÜR	● DAGEGEN	The increase in the authorised capital is excessive.
5.	To approve the amendment to the 2007 Equity Incentive Plan	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.

No.	Traktanden	Board	Ethos
1.	Opening of the Meeting	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG
2.	Election of the chairman of the Meeting	DAFÜR	DAFÜR
3.	Preparation and approval of the voting register	DAFÜR	DAFÜR
4.	Approval of the agenda	DAFÜR	DAFÜR
5.	Election of persons to verify the minutes of the Meeting	DAFÜR	DAFÜR
6.	Determination whether the Meeting has been duly convened	DAFÜR	DAFÜR
7.	Address by the company CEO	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG
8.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG
9.	Adoption of the financial statements	DAFÜR	DAFÜR
10.	Approve allocation of income and dividend	DAFÜR	DAFÜR
11a.	Discharge of Peggy Bruzelius	DAFÜR	DAFÜR
11b.	Discharge of C. Ashley Heppenstall	DAFÜR	DAFÜR
11c.	Discharge of Adam I. Lundin	DAFÜR	DAFÜR
11d.	Discharge of Ian H. Lundin	DAFÜR	DAFÜR
11e.	Discharge of Lukas H. Lundin	DAFÜR	DAFÜR
11f.	Discharge of Grace Reksten Skaugen	DAFÜR	DAFÜR
11g.	Discharge of Torstein Sanness	DAFÜR	DAFÜR
11h.	Discharge of Alex Schneiter	DAFÜR	DAFÜR
11i.	Discharge of Jakob Thomasen	DAFÜR	DAFÜR
11j.	Discharge of Cecilia Vieweg	DAFÜR	DAFÜR
11k.	Discharge of the company CEO	DAFÜR	DAFÜR
12.	Approve remuneration report	DAFÜR	<p>● DAGEGEN</p> <p>The information provided on the short-term incentive plan performance criteria and targets is insufficient.</p>
13.	Report on the work of the nomination committee	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG
14.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	DAFÜR	DAFÜR
15.	Approve directors' fees	DAFÜR	<p>● DAGEGEN</p> <p>A non-executive director received significant consulting fees.</p>

No.	Traktanden	Board	Ethos	
16.	Composition of the board of directors			
16a.	Election of Peggy Bruzelius	DAFÜR	DAFÜR	
16b.	Election of C. Ashley Heppenstall	DAFÜR	● DAGEGEN	Concerns over the director's time commitments. The director has been sitting on the board for over 20 years, which exceeds guidelines.
16c.	Election of Ian H. Lundin	DAFÜR	DAFÜR	
16d.	Election of Lukas H. Lundin	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
16e.	Election of Grace Reksten Skaugen	DAFÜR	DAFÜR	
16f.	Election of Torstein Sanness	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
16g.	Election of Alex Schneiter	DAFÜR	DAFÜR	
16h.	Election of Jakob Thomasen	DAFÜR	DAFÜR	
16i.	Election of Cecilia Vieweg	DAFÜR	DAFÜR	
16j.	Election of Adam I. Lundin	DAFÜR	DAFÜR	
16k.	Election of the Chairman of the board	DAFÜR	DAFÜR	
17.	Approve auditors' fees	DAFÜR	DAFÜR	
18.	Election of auditor	DAFÜR	DAFÜR	
19.	Approval of extraordinary remuneration to the board chairman and other members of the board of directors for work carried out in 2021	DAFÜR	● DAGEGEN	Non-executives extraordinary board fees are not justified.
20.	Approve merger between the Company (Lundin Energy MergerCo AB) and Aker BP ASA	DAFÜR	DAFÜR	
21a.	Shareholder proposal: To modify the combination proposal with Aker BP in order to retain sufficient means to adequately contribute to remedy and reparation of victims of adverse impacts that the Company may have contributed to	DAGEGEN	DAGEGEN	
21b.	Shareholder proposal: To reconcile with the people in Block 5A, South Sudan	DAGEGEN	DAGEGEN	
22.	Closing of the Meeting	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	

No.	Traktanden	Board	Ethos	
1.	Opening of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
2.	Election of the chairman of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
3.	Preparation and approval of the voting register	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
4.	Approval of the agenda	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
5.	Election of persons to verify the minutes of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
6.	Determination whether the Meeting has been duly convened	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
7.	Report on the work of the nomination committee	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG	
8.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	DAFÜR	DAFÜR	
9.	Approve directors' fees	DAFÜR	DAFÜR	
10.	Approve LTI for non-executive directors	DAFÜR	● DAGEGEN	The non-executive directors receive options.
11a.	Issue and transfer of warrants in connection with the (proposed) LTI for non-executive directors	DAFÜR	● DAGEGEN	The non-executive directors receive options.
11b.	Approve equity swap agreement to secure the delivery of shares in connection with the (proposed) LTI for non-executive directors	DAFÜR	● DAGEGEN	The non-executive directors receive options.
12.	Composition of the board of directors			
12a.	Election of C. Ashley Heppenstall	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
12b.	Election of Grace Reksten Skaugen	DAFÜR	DAFÜR	
12c.	Election of Jakob Thomasen	DAFÜR	DAFÜR	
12d.	Election of Aksel Azrac	DAFÜR	DAFÜR	
12e.	Election of Daniel Fitzgerald	DAFÜR	DAFÜR	
12f.	Election of the Chairman of the board	DAFÜR	DAFÜR	
13.	Resolution on the nomination committee	DAFÜR	● DAGEGEN	The representation of women on the board is insufficient.
14.	Approve executive remuneration policy	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.

No.	Traktanden	Board	Ethos	
15.	Approve share-related incentive plan	DAFÜR	● DAGEGEN	The variable remuneration is based on continued employment only, and not subject to performance conditions.
16a.	Issue and transfer of warrants in connection with the (proposed) share-related incentive plan for members of the executive management	DAFÜR	● DAGEGEN	The variable remuneration is based on continued employment only, and not subject to performance conditions.
16b.	Approve equity swap agreement to secure the delivery of shares in connection with the (proposed) share-related incentive plan for members of the executive management	ZURÜCK-GEZOGEN	● DAGEGEN	As ITEM 16a was approved by shareholders, ITEM 16b was not submitted to vote. Ethos initially recommended to OPPOSE for the following reason: The variable remuneration is based on continued employment only, and not subject to performance conditions.
17.	Authorisation to issue shares, convertibles and/or warrants	DAFÜR	DAFÜR	
18.	Amendment of Articles 1, 3 and 11 of the Articles of Association	DAFÜR	DAFÜR	
19.	Close of the meeting	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Joseph Alvarado	DAFÜR	DAFÜR	
1b.	Re-elect Ms. Debra A. Cafaro	DAFÜR	DAFÜR	
1c.	Re-elect Ms. Marjorie Rodgers Cheshire	DAFÜR	DAFÜR	
1d.	Re-elect Mr. William S. Demchak	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1e.	Re-elect Mr. Andrew T. Feldstein	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Richard J. Harshman	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Daniel R. Hesse	DAFÜR	DAFÜR	
1h.	Re-elect Ms. Linda R. Medler	DAFÜR	DAFÜR	
1i.	Elect Mr. Robert A. Niblock	DAFÜR	DAFÜR	
1j.	Re-elect Mr. Martin Pfinsgraff	DAFÜR	DAFÜR	
1k.	Elect Mr. Bryan S. Salesky	DAFÜR	DAFÜR	
1l.	Re-elect Ms. Toni Townes-Whitley	DAFÜR	DAFÜR	
1m.	Re-elect Mr. Michael J. Ward	DAFÜR	DAFÜR	
2.	Re-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	Dividend Allocation	DAFÜR	DAFÜR	
2	Election of Directors			
2.1	Re-elect Mr. Yozo Shimano	DAFÜR	● DAGEGEN	Combined chairman and CEO and no women are represented on the board.
2.2	Re-elect Mr. Taizo Shimano	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
2.3	Re-elect Mr. Takahashi Toyoshima	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
2.4	Re-elect Mr. Masahiro Tsuzaki	DAFÜR	● DAGEGEN	Executive director. The number of executives on the board exceeds market practice.
3	Elect 3 Corporate Auditors			
3.1	Elect Mr. Kiyoshi Tarutani as a Corporate Auditor	DAFÜR	DAFÜR	
3.2	Re-elect Ms. Kanako Nozue as a Corporate Auditor	DAFÜR	DAFÜR	
3.3	Re-elect Mr. Toshihiko Hashimoto as a Corporate Auditor	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Marc N. Casper	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1b.	Re-elect Mr. Nelson J. Chai	DAFÜR	DAFÜR	
1c.	Elect Ms. Ruby R. Chandy	DAFÜR	DAFÜR	
1d.	Re-elect Dr. C. Martin Harris	DAFÜR	DAFÜR	
1e.	Re-elect Prof. Dr. Tyler Jacks	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1f.	Re-elect Ms. R. Alexandra Keith	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Jim P. Manzi	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1h.	Re-elect Mr. James C. Mullen	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1i.	Re-elect Mr. Lars Rebien Sørensen	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1j.	Re-elect Dr. Debora L. Spar	DAFÜR	DAFÜR	
1k.	Re-elect Mr. Scott M. Sperling	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1l.	Re-elect Mr. Dion J. Weisler	DAFÜR	DAFÜR	
2.	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration. An important part of the variable remuneration is not subject to challenging long-term performance conditions.
3.	Re-election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.

No.	Traktanden	Board	Ethos	
ANNUAL GENERAL MEETING				
1	Report of the board of directors on the annual accounts 2021	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	
2	Report of the statutory auditor on the annual accounts 2021	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	
3	Communication of the consolidated annual accounts	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	
4	Adoption of the financial statements, including the allocation of profit	DAFÜR	DAFÜR	
5	Approve remuneration report	DAFÜR	● DAGEGEN	Performance targets are not sufficiently challenging.
6	Approval of changes to the Remuneration of the Board	DAFÜR	DAFÜR	
7	Discharge of members of the Board of directors	DAFÜR	DAFÜR	
8	Discharge of the statutory auditor	DAFÜR	DAFÜR	
Board main features				
9.1.A	Re-appointment of Mrs. Kay Davies as director for a 4-year term	DAFÜR	DAFÜR	
9.1.B	Independence of Mrs. Kay Davies	DAFÜR	DAFÜR	
9.2	Re-appointment of Mr. Jean-Christophe Tellier as director for a 4-year term	DAFÜR	DAFÜR	
9.3	Re-appointment of Mr. Cédric van Rijckevorsel as director for a 4-year term	DAFÜR	DAFÜR	
SPECIAL PART				
10	Long-Term Incentive Plans - Program of free allocation of shares	DAFÜR	DAFÜR	
11	Change of control provisions - art. 7:151 of the Belgian Code of Companies and Associations			
11.1	EMTN Program – renewal	DAFÜR	DAFÜR	
11.2	European Investment Bank Facility Agreement of EUR 350 million entered on 18 November 2021	DAFÜR	DAFÜR	
11.3	Term Facility Agreement of USD 800 000 000 million entered on 19 January 2022	DAFÜR	DAFÜR	
EXTRAORDINARY GENERAL MEETING				
E.1	Special Report of the Board of Directors	OHNE ABSTIMMUNG	OHNE ABSTIMMUNG	

No.	Traktanden	Board	Ethos
E.2	Authorisation to issue shares	DAFÜR	DAFÜR
E.3	Authorisation to repurchase own shares	DAFÜR	DAFÜR
E.4	Modification of Article 19, §1 of Articles of Association relating to the signature of the board minutes	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos
1	Various amendments to the Articles of Incorporation	DAFÜR	DAFÜR
2	Election of Directors		
2.1	Re-elect Mr. Takahisa Takahara	DAFÜR	<p>● DAGEGEN</p> <p>Combined chairman and CEO. Executive director sitting on the remuneration committee, which is not best practice.</p>
2.2	Re-elect Mr. Shinji Mori	DAFÜR	DAFÜR
2.3	Elect Mr. Toshifumi Hikosaka	DAFÜR	DAFÜR

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 Excessive total remuneration.
11.	Approve directors' fees	DAFÜR	DAFÜR
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.	Amendment of Articles 8 and 11 of the Articles of Association	DAFÜR	DAFÜR
19.	Authorisation to decide on donations	DAFÜR	DAFÜR
20.	Closing of the Meeting	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG

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