

2022

Stiftung Abendrot Rapport d'exercice des droits de vote (sociétés internationales)

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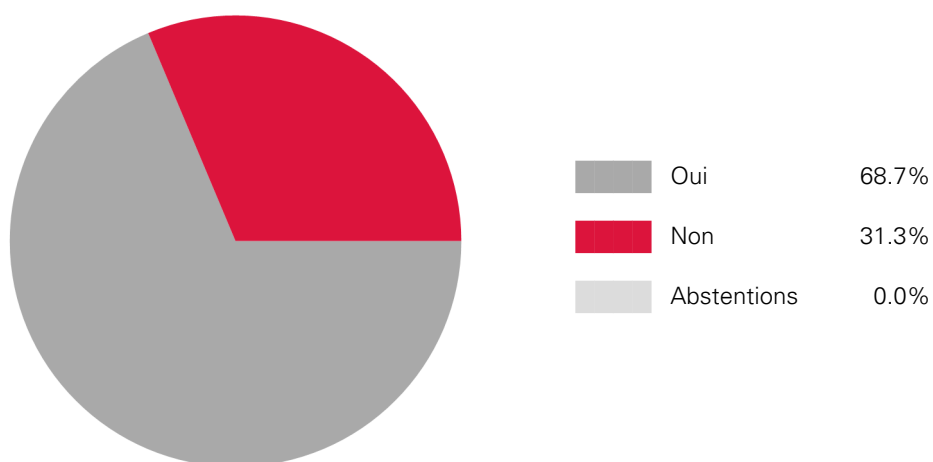
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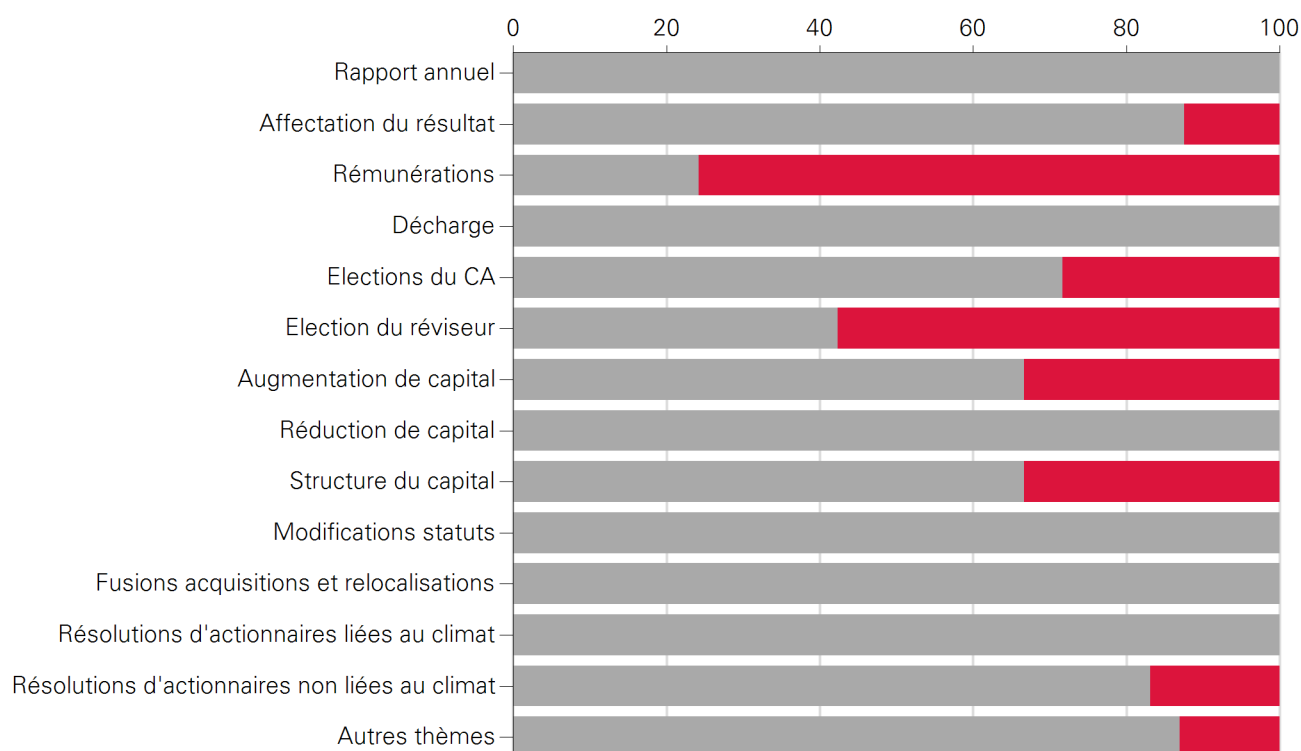
1 Résumé des analyses effectuées

Type d'assemblées générales	Nombre d'assemblées	Nombre de résolutions			
		Total	Oui	Non	Abstentions
Assemblées générales ordinaires	25	407	286	121	0
Assemblées générales extraordinaires	1	18	9	9	0
Assemblées générales ordinaires et extraordinaires	3	73	47	26	0
Total	29	498	342	156	0

1.1 Résumé des recommandations de vote d'Ethos



1.2 Recommandations de vote d’Ethos par catégorie de résolutions



	■ Résolutions approuvées		■ Résolutions refusées		■ Abstentions		Total Résolutions
Rapport annuel	9	100.0%	0	0.0%	0	0.0%	9
Affectation du résultat	7	87.5%	1	12.5%	0	0.0%	8
Rémunérations	16	24.2%	50	75.8%	0	0.0%	66
Décharge	13	100.0%	0	0.0%	0	0.0%	13
Elections du CA	177	71.7%	70	28.3%	0	0.0%	247
Election du réviseur	11	42.3%	15	57.7%	0	0.0%	26
Augmentation de capital	10	66.7%	5	33.3%	0	0.0%	15
Réduction de capital	8	100.0%	0	0.0%	0	0.0%	8
Structure du capital	2	66.7%	1	33.3%	0	0.0%	3
Modifications statuts	8	100.0%	0	0.0%	0	0.0%	8
Fusions acquisitions et relocalisations	1	100.0%	0	0.0%	0	0.0%	1
Résolutions d'actionnaires liées au climat	5	100.0%	0	0.0%	0	0.0%	5
Résolutions d'actionnaires non liées au climat	54	83.1%	11	16.9%	0	0.0%	65
Autres thèmes	20	87.0%	3	13.0%	0	0.0%	23

2 Résumé des recommandations de vote

Type d'assemblées générales (Type)

AGO	Assemblées générales ordinaires
AGE	Assemblées générales extraordinaires
MIX	Assemblées générales ordinaires et extraordinaires

Vote

✓	Pour
○	Partiellement pour
✗	Contre
✕	Abstention

Société	Date	Type	Rapport annuel	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires liées au climat	Résolutions d'actionnaires non liées au climat	Autres thèmes
Alphabet	01.06.2022	AGO			✗		○	✗			✓			✓	○	
Amazon.com	25.05.2022	AGO			✗		○	✗			✓			✓	○	
American Tower	18.05.2022	AGO			✗		○	✗								
Analog Devices	09.03.2022	AGO			○		○	✗								
Apple	04.03.2022	AGO			✗		○	✓							✓	
Aptiv	27.04.2022	AGO			✗		○	✗								
AXA	28.04.2022	MIX	✓	✓	○		○	○	✓	✓		✓				✓
Bristol-Myers Squibb	03.05.2022	AGO			✗		○	✗							✓	
Cadence Design Systems	05.05.2022	AGO			✗		○	✓							✓	
Carrier Global	14.04.2022	AGO			✗		○	✓								
Colgate-Palmolive	06.05.2022	AGO			✗		○	✗							○	
Elis	19.05.2022	MIX	✓	✓	○		✓		○	✓						○
EssilorLuxottica	25.05.2022	MIX	✓	✗	○		✓			✓						○
KLA	02.11.2022	AGO			✗		○	✗						✓		
Mastercard	21.06.2022	AGO			✗		○	✗				✓			○	
Meta Platforms	25.05.2022	AGO			✗		○	✗							○	
Microsoft	13.12.2022	AGO			✗		○	✗						✓	✓	
Motorola Solutions	17.05.2022	AGO			✗		○	✓								
Murata Manufacturing	29.06.2022	AGO		✓			✓					✓				
Nike	09.09.2022	AGO			○		○	✗							✓	

Société	Date	Type	Rapport annuel	Affectation du résultat	Rémunérations	Décharge	Elections du CA	Election du réviseur	Augmentation de capital	Réduction de capital	Structure du capital	Modifications statuts	Fusions acquisitions et relocalisations	Résolutions d'actionnaires liées au climat	Résolutions d'actionnaires non liées au climat	Autres thèmes
Nvidia	02.06.2022	AGO			✗		🟡	✔️			✗					
Orron Energy	31.03.2022	AGO	✔️	✔️	✗	✔️	🟡	✔️					✔️		✗	✔️
	16.06.2022	AGE			🟡		🟡		✔️			✔️				✗
PNC Financial Services Group	27.04.2022	AGO			✗		🟡	✔️							✔️	
Shimano Inc.	30.03.2022	AGO		✔️			✗									✔️
Thermo Fisher Scientific	18.05.2022	AGO			✗		🟡	✗								
UCB	28.04.2022	AGO	✔️		🟡	✔️	✔️	✔️	✔️	✔️		✔️				✔️
Unicharm	25.03.2022	AGO					🟡					✔️				
UPM Kymmene	29.03.2022	AGO	✔️	✔️	🟡	✔️	✔️	🟡	✔️	✔️		✔️				✔️

3 Analyses par société

Alphabet

01.06.2022

AGO

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Larry Page	POUR	POUR	
1b.	Re-elect Mr. Sergey Brin	POUR	POUR	
1c.	Re-elect Mr. Sundar Pichai	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
1d.	Re-elect Dr. John L. Hennessy	POUR	● CONTRE	Non independent director (various reasons). The board is not sufficiently independent.
1e.	Re-elect Dr. Frances H. Arnold	POUR	POUR	
1f.	Re-elect Mr. L. John Doerr	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1g.	Re-elect Mr. Roger W. Ferguson Jr.	POUR	POUR	
1h.	Re-elect Ms. Ann Mather	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1i.	Re-elect Mr. K. Ram Shriram	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1j.	Re-elect Ms. Robin L. Washington	POUR	POUR	
2.	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3.	To approve the amendment of the 2021 Stock Plan	POUR	● CONTRE	Potential excessive awards with no individual cap for executives under this remuneration plan.
4.	Approve increase in the number of authorised shares	POUR	POUR	
5.	Shareholder resolution: Disclose lobbying contributions	CONTRE	● POUR	Enhanced disclosure on lobbying expenses.
6.	Shareholder resolution: Report on climate lobbying	CONTRE	● POUR	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	CONTRE	● POUR	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	CONTRE	● POUR	The report would demonstrate to shareholders how the company plans to manage and address water risks.
9.	Shareholder resolution: Report on Racial Equity Audit	CONTRE	● POUR	The proposal would help the company to improve its policies and practices regarding diversity and inclusion.
10.	Shareholder resolution: Report on Concealment Clauses	CONTRE	● POUR	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	CONTRE	● POUR	The proposal to give each share an equal vote is in line with the principle of fair and equal treatment of all shareholders.

No.	Ordre du jour	Board	Ethos	
12.	Shareholder resolution: Report on Government Takedown Requests	CONTRE	CONTRE	
13.	Shareholder resolution: Human Rights Assessment of Data Center Siting	CONTRE	● POUR	Enhanced disclosure on human rights.
14.	Shareholder resolution: Report on data collection, privacy, and security	CONTRE	● POUR	Enhance disclosure on data risk management.
15.	Shareholder resolution: Algorithm Disclosures	CONTRE	● POUR	Enhanced disclosure to understand how algorithmic systems can lead to discriminatory and other harmful outcomes.
16.	Shareholder resolution: Misinformation and disinformation	CONTRE	● POUR	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	CONTRE	● POUR	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	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.
19.	Shareholder resolution: Establishment of an environmental sustainability board committee	CONTRE	● POUR	The proposal strengthens the monitoring of environmental risks by the board.
20.	Shareholder resolution: Employee representation on board of directors	CONTRE	● POUR	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	CONTRE	● POUR	We support corporate policies that mitigate risks to civil and human rights.

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

No.	Ordre du jour	Board	Ethos	
15.	Shareholder resolution: Require More Director Nominations Than Open Seats	CONTRE	CONTRE	
16.	Shareholder resolution: Report on Warehouse Working Conditions	CONTRE	● POUR	Enhanced disclosure on safety in the workplace.
17.	Shareholder resolution: Additional Reporting on Gender and Racial Pay	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.
18.	Shareholder resolution: Report a Racial Equity Audit	RETIRÉE	RETIRÉE	
19.	Shareholder resolution: Report on Risks Associated with Use of Rekognition	CONTRE	● POUR	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	CONTRE	CONTRE	

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

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

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James A. Bell	POUR	POUR	
1.2	Re-elect Mr. Timothy D. Cook	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
1.3	Re-elect Mr. Al Gore	POUR	● CONTRE	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.4	Elect Mr. Alex Gorsky	POUR	POUR	
1.5	Re-elect Ms. Andrea Jung	POUR	● CONTRE	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	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.7	Re-elect Ms. Monica C. Lozano	POUR	POUR	
1.8	Re-elect Dr. Ronald D. Sugar	POUR	POUR	
1.9	Re-elect Ms. Susan L. Wagner	POUR	● CONTRE	Chairman of the nomination committee. The composition of the nomination committee is unsatisfactory.
2	Election of the auditor	POUR	POUR	
3	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	To approve the 2022 Employee Stock Plan	POUR	● CONTRE	Potential excessive awards.
5	Shareholder resolution: Statement of Purpose	CONTRE	● POUR	The proposal aims at promoting the company's social responsibility.
6	Shareholder resolution: Transparency Reports	CONTRE	● POUR	Enhanced disclosure on human rights.
7	Shareholder resolution: Report on Forced Labor	CONTRE	● POUR	Enhanced disclosure on human rights.
8	Shareholder resolution: Pay Equity	CONTRE	● POUR	Enhanced disclosure on gender equality.
9	Shareholder resolution: Civil Rights Audit	CONTRE	● POUR	Enhanced disclosure on human rights.
10	Shareholder resolution: Report on Concealment Clauses	CONTRE	● POUR	Enhanced disclosure on social issues.

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

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the company's consolidated financial statements	POUR	POUR	
3	To approve the allocation of income and the dividend payment	POUR	POUR	
4	To approve the remuneration report	POUR	POUR	
5	Ex-post binding "Say on Pay" vote on the individual remuneration of Mr. Denis Duverne, Chairman.	POUR	● CONTRE	Excessive fixed remuneration.
6	Ex-post binding "Say on Pay" vote on the executive individual remuneration of Mr. Thomas Buberl, CEO.	POUR	● CONTRE	Excessive total remuneration.
7	To approve the CEO new remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
8	To approve the non-executive Chairman new remuneration policy	POUR	POUR	
9	To approve the non-executives new remuneration policy	POUR	POUR	
10	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	POUR	
Board main features				
11	Re-election of Thomas Buberl as a Director for 4 years	POUR	POUR	
12	Re-election of Rachel Duan as a Director for 4 years	POUR	POUR	
13	Re-election of André François-Poncet as a Director for 2 years of André François-Poncet as a Director	POUR	POUR	
14	To ratify the co-optation of Clotilde Delbos as a Director for 2 years	POUR	● CONTRE	Concerns over the director's time commitments.
15	Election of Gérald Harlin as a Director for 4 years	POUR	POUR	
16	Election of Rachel Picard as a Director for 4 years	POUR	POUR	
17	To elect Ernst & Young Audit as auditor for 6 years	POUR	POUR	
18	To elect Picarle et Associés as alternate auditor for a period of 6 years	POUR	● CONTRE	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	POUR	POUR	
20	To approve a treasury share buy-back and disposal programme	POUR	POUR	

No.	Ordre du jour	Board	Ethos
21	To authorise capital increases related to an all-employee share ownership plan	POUR	POUR
22	To authorise capital increases related to an all-foreign-employee share ownership plan	POUR	POUR
23	To authorise the Board to issue restricted shares for employees and/or executive directors	POUR	<p>● CONTRE</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	POUR	POUR
25	To authorise a potential reduction in the company's share capital	POUR	POUR
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.	POUR	POUR
27	To amend the Company's corporate purpose and updating of Article 3 ("Corporate Purpose") of the Company's Articles of Association.	POUR	POUR
28	Delegation of powers for the completion of formalities	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Peter J. Arduini	POUR	POUR	
1b.	Re-elect Dr. Giovanni Caforio	POUR	● CONTRE	Combined chairman and CEO.
1c.	Re-elect Dr. Julia A. Haller	POUR	POUR	
1d.	Elect Prof. Dr. Manuel Hidalgo Medina	POUR	POUR	
1e.	Re-elect Prof. Paula A. Price	POUR	POUR	
1f.	Re-elect Mr. Derica W. Rice	POUR	POUR	
1g.	Re-elect Mr. Theodore R. Samuels	POUR	POUR	
1h.	Re-elect Mr. Gerald L. Storch	POUR	POUR	
1i.	Re-elect Dr. Karen H. Vousden	POUR	POUR	
1j.	Re-elect Ms. Phyllis R. Yale	POUR	POUR	
2.	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new CEO.
3.	Re-election of the auditor	POUR	● CONTRE	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	CONTRE	● POUR	The proposed threshold would enhance the right of shareholders to call a special meeting.
5.	Shareholder resolution: Independent chairman	CONTRE	● POUR	An independent chairman can ensure independent oversight of management.

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1.1	Re-elect Mr. Mark W. Adams	POUR	● CONTRE	Concerns over the director's time commitments.
1.2	Re-elect Ms. Ita M. Brennan	POUR	● CONTRE	Concerns over the director's time commitments.
1.3	Re-elect Mr. Lewis Chew	POUR	POUR	
1.4	Elect Dr. Anirudh Devgan	POUR	POUR	
1.5	Elect Ms. Mary Louise Krakauer	POUR	POUR	
1.6	Re-elect Ms. Julia Liuson	POUR	POUR	
1.7	Re-elect Dr. James D. Plummer	POUR	● CONTRE	The director is over 75 years old, which exceeds guidelines.
1.8	Re-elect Dr. Alberto Sangiovanni-Vincentelli	POUR	● CONTRE	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	POUR	● CONTRE	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	POUR	POUR	
1.11	Re-elect Mr. Lip-Bu Tan	POUR	● CONTRE	Concerns over the director's time commitments.
2.	Advisory vote on executive remuneration	POUR	● CONTRE	Concerns over the excessive sign-on bonus granted to the new CEO.
3.	Re-election of the auditor	POUR	POUR	
4.	Shareholder resolution: Call Special Shareholder Meetings	CONTRE	● POUR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Dr. pharm. Jean-Pierre Garnier	POUR	● CONTRE	The director is 75 years old, which exceeds guidelines.
1b.	Re-elect Mr. David L. Gitlin	POUR	● CONTRE	Combined chairman and CEO.
1c.	Re-elect Mr. John J. Greisch	POUR	POUR	
1d.	Re-elect Mr. Charles M. Holley Jr.	POUR	POUR	
1e.	Re-elect Mr. Michael M. McNamara	POUR	POUR	
1f.	Re-elect Mr. Michael A. Todman	POUR	POUR	
1g.	Re-elect Ms. Virginia M. Wilson	POUR	POUR	
1h.	Elect Ms. Beth A. Wozniak	POUR	POUR	
2.	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
3.	Election of the auditor	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. John P. Bilbrey	POUR	POUR	
1b.	Re-elect Mr. John T. Cahill	POUR	POUR	
1c.	Re-elect Ms. Lisa M. Edwards	POUR	POUR	
1d.	Re-elect Dr. C. Martin Harris	POUR	POUR	
1e.	Re-elect Ms. Martina Hund-Mejean	POUR	POUR	
1f.	Re-elect Ms. Kimberly A. Nelson	POUR	POUR	
1g.	Re-elect Ms. Lorrie M. Norrington	POUR	POUR	
1h.	Re-elect Mr. Michael B. Polk	POUR	POUR	
1i.	Re-elect Mr. Stephen I. Sadove	POUR	● CONTRE	Non independent lead director, which is not best practice.
1j.	Re-elect Mr. Noel R. Wallace	POUR	● CONTRE	Combined chairman and CEO.
2.	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3.	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4.	Shareholder Resolution: Termination Pay	CONTRE	● POUR	The proposal aims at improving the remuneration policy.
5.	Shareholder Resolution: Request for Charitable Donation Disclosure	CONTRE	CONTRE	

No.	Ordre du jour	Board	Ethos	
1	1) To approve the parent company's financial statements.; 2) To approve specific luxury or non-deductible expenses.	POUR	POUR	
2	To approve the consolidated financial statements.	POUR	POUR	
3	To approve the allocation of income and the dividend payment.	POUR	POUR	
4	To approve the dividend reinvestment plan (option for scrip dividend).	POUR	POUR	
5	Approval of a related party agreement concluded by the company with Predica.	POUR	● CONTRE	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.	POUR	POUR	
7	To approve the new remuneration policy of the Chairman of the Supervisory Board.	POUR	POUR	
8	To approve the new remuneration policy of the members of the Supervisory Board.	POUR	POUR	
9	To approve the new remuneration policy of the chairman of the Management Board.	POUR	● CONTRE	Potential excessive awards.
10	To approve the new remuneration policy of the members of the Management Board.	POUR	● CONTRE	Potential excessive awards.
11	To approve the remuneration report.	POUR	● CONTRE	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.	POUR	POUR	
13	Ex-post binding "Say on Pay" vote on the individual remuneration of Xavier Martiré, Chairman of the Management Board.	POUR	● CONTRE	Excessive variable remuneration.
14	Ex-post binding "Say on Pay" vote on the individual remuneration of Louis Guyot, member of the Management Board.	POUR	● CONTRE	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.	POUR	● CONTRE	The information provided on the performance targets is insufficient.

No.	Ordre du jour	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.	POUR	POUR	
17	To approve a treasury share buy-back and disposal programme.	POUR	POUR	
18	To authorise capital increases by transfer of reserves.	POUR	POUR	
19	To authorise the Board to issue shares or other securities giving access to shares with pre-emptive rights.	POUR	POUR	
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.	POUR	● CONTRE	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.	POUR	● CONTRE	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).	POUR	POUR	
23	"Green shoe" autorisation.	POUR	● CONTRE	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.	POUR	POUR	
25	To authorise capital increases related to an all-employee share ownership plan.	POUR	● CONTRE	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.	POUR	● CONTRE	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.	POUR	POUR	
28	To authorise a potential reduction in the company's share capital.	POUR	POUR	
29	Delegation of powers for the completion of formalities.	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	To approve the parent company's financial statements	POUR	POUR	
2	To approve the consolidated financial statements	POUR	POUR	
3	1) To approve the allocation of income and the dividend payment; 2) To approve the dividend reinvestment plan (option for scrip dividend)	POUR	● CONTRE	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	POUR	POUR	
5	Statement of related-party agreements reported in the Statutory Auditor's Special Report on Regulated Agreements and Commitments with Related Parties	POUR	● CONTRE	Concerns over one or more related party agreements that are not in the interests of shareholders.
6	To approve the remuneration report	POUR	● CONTRE	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	POUR	POUR	
8	Ex-post binding "Say on Pay" vote on the CEO individual remuneration	POUR	● CONTRE	Excessive variable remuneration.
9	Ex-post binding "Say on Pay" vote on the Deputy CEO individual remuneration	POUR	● CONTRE	Excessive variable remuneration.
10	To approve the non-executives new remuneration policy	POUR	● CONTRE	The proposed increase relative to the previous year is excessive.
11	To approve the non-executive Chairman new remuneration policy	POUR	POUR	
12	To approve the CEO new remuneration policy	POUR	● CONTRE	Potential excessive awards.
13	To approve the Deputy CEO new remuneration policy	POUR	● CONTRE	Potential excessive awards.
14	To approve a treasury share buy-back and disposal programme	POUR	POUR	
15	To authorise a potential reduction in the company's share capital	POUR	POUR	
16	Delegation of powers for the completion of formalities	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Robert M. Calderoni	POUR	POUR	
1.2	Re-elect Ms. Jeneanne Hanley	POUR	POUR	
1.3	Re-elect Ms. Emiko Higashi	POUR	POUR	
1.4	Re-elect Mr. Kevin J. Kennedy	POUR	● CONTRE	Concerns over the director's time commitments.
1.5	Re-elect Mr. Gary B. Moore	POUR	POUR	
1.6	Re-elect Ms. Marie E. Myers	POUR	● CONTRE	Concerns over the director's time commitments.
1.7	Re-elect Mr. Kiran M. Patel	POUR	POUR	
1.8	Re-elect Mr. Victor Peng	POUR	POUR	
1.9	Re-elect Mr. Robert A. Rango	POUR	POUR	
1.10	Re-elect Mr. Richard P. Wallace	POUR	POUR	
2	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	POUR	● CONTRE	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	CONTRE	● POUR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Agreement.

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

No.	Ordre du jour	Board	Ethos
1.	Elections of directors		
1.1	Re-elect Ms. Peggy Alford	POUR	<p>● S'ABSTENIR Non-independent chairman of the nomination committee. The independence of this committee is insufficient.</p> <p>Concerns over the director's time commitments.</p>
1.2	Re-elect Mr. Marc L. Andreessen	POUR	<p>● S'ABSTENIR Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.</p>
1.3	Re-elect Mr. Andrew W. Houston	POUR	<p>● S'ABSTENIR Non independent director (business connections with the company). The board is not sufficiently independent.</p>
1.4	Re-elect Ms. Nancy Killefer	POUR	POUR
1.5	Re-elect Mr. Robert M. Kimmitt	POUR	<p>● S'ABSTENIR Non independent lead director, which is not best practice.</p> <p>The director is over 75 years old, which exceeds guidelines.</p>
1.6	Re-elect Ms. Sheryl K. Sandberg	POUR	<p>● S'ABSTENIR Executive director. The board is not sufficiently independent.</p>
1.7	Re-elect Ms. Tracey T. Travis	POUR	<p>● S'ABSTENIR Non-independent chairman of the audit committee. The independence of this committee is insufficient.</p> <p>Concerns over the director's time commitments.</p>
1.8	Elect Mr. Tony Xu	POUR	<p>● S'ABSTENIR Non independent director (business connections with the company). The board is not sufficiently independent.</p>
1.9	Re-elect Mr. Mark Zuckerberg	POUR	<p>● S'ABSTENIR Combined chairman and CEO.</p>
2.	Re-election of the auditor	POUR	<p>● CONTRE 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	POUR	<p>● CONTRE Excessive total remuneration.</p> <p>An important part of the variable remuneration is based on continued employment only.</p>
4.	Shareholder resolution: Approve Recapitalization Plan for all Stock to Have One-vote per Share	CONTRE	<p>● POUR 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.</p>
5.	Shareholder resolution: Independent chairman	CONTRE	<p>● POUR An independent chairman can ensure independent oversight of management.</p>
6.	Shareholder resolution: Proposal Regarding Concealment Clauses	CONTRE	<p>● POUR This report would demonstrate to shareholders how the the risks associated with the use of concealment clauses are addressed.</p>
7.	Shareholder resolution: Report on External Costs of Misinformation	CONTRE	<p>● POUR The resolution is in line with the long-term interests of the majority of the company's stakeholders.</p>
8.	Shareholder resolution: Report on Community Standards Enforcement	CONTRE	<p>● POUR We support the publication of a report analysing why the company's platforms continue to be a risk for society and investors.</p>

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

No.	Ordre du jour	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Reid G. Hoffman	POUR	POUR	
1.2	Re-elect Mr. Hugh F. Johnston	POUR	● CONTRE	Concerns over the director's time commitments.
1.3	Re-elect Ms. Teri L. List	POUR	POUR	
1.4	Re-elect Mr. Satya Nadella	POUR	● CONTRE	Combined chairman and CEO.
1.5	Re-elect Ms. Sandra E. Peterson	POUR	POUR	
1.6	Re-elect Ms. Penny S. Pritzker	POUR	POUR	
1.7	Re-elect Mr. Carlos A. Rodriguez	POUR	POUR	
1.8	Re-elect Mr. Charles W. Scharf	POUR	POUR	
1.9	Re-elect Mr. John W. Stanton	POUR	POUR	
1.10	Re-elect Mr. John W. Thompson	POUR	POUR	
1.11	Re-elect Ms. Emma N. Walmsley	POUR	POUR	
1.12	Re-elect Ms. Padmasree Warrior	POUR	POUR	
2	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive total remuneration. Excessive variable remuneration.
3	Re-election of the auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Diversity and inclusion cost/benefit analysis	CONTRE	● POUR	Enhanced disclosure on gender equality and ethnic diversity.
5	Shareholder resolution: Report on hiring of persons with arrest or incarceration records	CONTRE	● POUR	Enhanced disclosure on social issues.
6	Shareholder resolution: Report on investment of retirement funds in companies contributing to climate change	CONTRE	● POUR	Enhanced disclosure on the environmental impact of the employee retirement funds.
7	Shareholder resolution: Report on government use of microsoft technology	CONTRE	● POUR	Enhanced disclosure on civil and human rights.
8	Shareholder resolution: Report on development of products for military	CONTRE	● POUR	Enhanced disclosure on reputational risks linked to the use of company products for military purposes.
9	Shareholder resolution: Report on tax transparency	CONTRE	● POUR	Enhanced disclosure on the tax practices of the company.

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

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

No.	Ordre du jour	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Alan B. Graf Jr.	POUR	<p>● S'ABSTENIR 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	POUR	POUR
1.c	Re-elect Ms. Michelle A. Peluso	POUR	POUR
2	Advisory vote on executive remuneration	POUR	<p>● CONTRE An important part of the variable remuneration is based on continued employment only.</p>
3	Re-election of the auditor	POUR	<p>● CONTRE The auditor's long tenure raises independence concerns.</p>
4	To approve the Employee Stock Purchase Plan	POUR	POUR
5	Shareholder resolution: Policy on China sourcing	CONTRE	<p>● POUR The proposal aims at protecting human rights.</p>

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

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2.	Election of the chairman of the Meeting	POUR	POUR	
3.	Preparation and approval of the voting register	POUR	POUR	
4.	Approval of the agenda	POUR	POUR	
5.	Election of persons to verify the minutes of the Meeting	POUR	POUR	
6.	Determination whether the Meeting has been duly convened	POUR	POUR	
7.	Address by the company CEO	SANS VOTE	SANS VOTE	
8.	Presentation of the (consolidated) annual report and the (consolidated) auditor's report	SANS VOTE	SANS VOTE	
9.	Adoption of the financial statements	POUR	POUR	
10.	Approve allocation of income and dividend	POUR	POUR	
11a.	Discharge of Peggy Bruzelius	POUR	POUR	
11b.	Discharge of C. Ashley Heppenstall	POUR	POUR	
11c.	Discharge of Adam I. Lundin	POUR	POUR	
11d.	Discharge of Ian H. Lundin	POUR	POUR	
11e.	Discharge of Lukas H. Lundin	POUR	POUR	
11f.	Discharge of Grace Reksten Skaugen	POUR	POUR	
11g.	Discharge of Torstein Sanness	POUR	POUR	
11h.	Discharge of Alex Schneider	POUR	POUR	
11i.	Discharge of Jakob Thomasen	POUR	POUR	
11j.	Discharge of Cecilia Vieweg	POUR	POUR	
11k.	Discharge of the company CEO	POUR	POUR	
12.	Approve remuneration report	POUR	● CONTRE	The information provided on the short-term incentive plan performance criteria and targets is insufficient.
13.	Report on the work of the nomination committee	SANS VOTE	SANS VOTE	
14.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR	
15.	Approve directors' fees	POUR	● CONTRE	A non-executive director received significant consulting fees.
16.	Composition of the board of directors			
16a.	Election of Peggy Bruzelius	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
16b.	Election of C. Ashley Heppenstall	POUR	● CONTRE	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	POUR	POUR	
16d.	Election of Lukas H. Lundin	POUR	● CONTRE	Concerns over the director's time commitments.
16e.	Election of Grace Reksten Skaugen	POUR	POUR	
16f.	Election of Torstein Sanness	POUR	● CONTRE	Concerns over the director's time commitments.
16g.	Election of Alex Schneider	POUR	POUR	
16h.	Election of Jakob Thomasen	POUR	POUR	
16i.	Election of Cecilia Vieweg	POUR	POUR	
16j.	Election of Adam I. Lundin	POUR	POUR	
16k.	Election of the Chairman of the board	POUR	POUR	
17.	Approve auditors' fees	POUR	POUR	
18.	Election of auditor	POUR	POUR	
19.	Approval of extraordinary remuneration to the board chairman and other members of the board of directors for work carried out in 2021	POUR	● CONTRE	Non-executives extraordinary board fees are not justified.
20.	Approve merger between the Company (Lundin Energy MergerCo AB) and Aker BP ASA	POUR	POUR	
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	CONTRE	CONTRE	
21b.	Shareholder proposal: To reconcile with the people in Block 5A, South Sudan	CONTRE	CONTRE	
22.	Closing of the Meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2.	Election of the chairman of the Meeting	SANS VOTE	SANS VOTE	
3.	Preparation and approval of the voting register	SANS VOTE	SANS VOTE	
4.	Approval of the agenda	SANS VOTE	SANS VOTE	
5.	Election of persons to verify the minutes of the Meeting	SANS VOTE	SANS VOTE	
6.	Determination whether the Meeting has been duly convened	SANS VOTE	SANS VOTE	
7.	Report on the work of the nomination committee	SANS VOTE	SANS VOTE	
8.	Resolution on the number of shareholder-elected members of the board of directors to be appointed	POUR	POUR	
9.	Approve directors' fees	POUR	POUR	
10.	Approve LTI for non-executive directors	POUR	● CONTRE	The non-executive directors receive options.
11a.	Issue and transfer of warrants in connection with the (proposed) LTI for non-executive directors	POUR	● CONTRE	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	POUR	● CONTRE	The non-executive directors receive options.
12.	Composition of the board of directors			
12a.	Election of C. Ashley Heppenstall	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
12b.	Election of Grace Reksten Skaugen	POUR	POUR	
12c.	Election of Jakob Thomasen	POUR	POUR	
12d.	Election of Aksel Azrac	POUR	POUR	
12e.	Election of Daniel Fitzgerald	POUR	POUR	
12f.	Election of the Chairman of the board	POUR	POUR	
13.	Resolution on the nomination committee	POUR	● CONTRE	The representation of women on the board is insufficient.
14.	Approve executive remuneration policy	POUR	● CONTRE	The potential variable remuneration exceeds our guidelines.
15.	Approve share-related incentive plan	POUR	● CONTRE	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	POUR	● CONTRE	The variable remuneration is based on continued employment only, and not subject to performance conditions.

No.	Ordre du jour	Board	Ethos	
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	RETIRÉE	● CONTRE	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	POUR	POUR	
18.	Amendment of Articles 1, 3 and 11 of the Articles of Association	POUR	POUR	
19.	Close of the meeting	SANS VOTE	SANS VOTE	

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Joseph Alvarado	POUR	POUR	
1b.	Re-elect Ms. Debra A. Cafaro	POUR	POUR	
1c.	Re-elect Ms. Marjorie Rodgers Cheshire	POUR	POUR	
1d.	Re-elect Mr. William S. Demchak	POUR	● CONTRE	Combined chairman and CEO.
1e.	Re-elect Mr. Andrew T. Feldstein	POUR	POUR	
1f.	Re-elect Mr. Richard J. Harshman	POUR	POUR	
1g.	Re-elect Mr. Daniel R. Hesse	POUR	POUR	
1h.	Re-elect Ms. Linda R. Medler	POUR	POUR	
1i.	Elect Mr. Robert A. Niblock	POUR	POUR	
1j.	Re-elect Mr. Martin Pfinsgraff	POUR	POUR	
1k.	Elect Mr. Bryan S. Salesky	POUR	POUR	
1l.	Re-elect Ms. Toni Townes-Whitley	POUR	POUR	
1m.	Re-elect Mr. Michael J. Ward	POUR	POUR	
2.	Re-election of the auditor	POUR	POUR	
3.	Advisory vote on executive remuneration	POUR	● CONTRE	Excessive variable remuneration.
4	Shareholder resolution: Risks Associated with Nuclear Weapons Financing	CONTRE	● POUR	Enhanced disclosure on potential exposure to risks of nuclear weapons financing.

No.	Ordre du jour	Board	Ethos	
1	Dividend Allocation	POUR	POUR	
2	Election of Directors			
2.1	Re-elect Mr. Yozo Shimano	POUR	● CONTRE	Combined chairman and CEO and no women are represented on the board.
2.2	Re-elect Mr. Taizo Shimano	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
2.3	Re-elect Mr. Takahashi Toyoshima	POUR	● CONTRE	Executive director. The board is not sufficiently independent.
2.4	Re-elect Mr. Masahiro Tsuzaki	POUR	● CONTRE	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	POUR	POUR	
3.2	Re-elect Ms. Kanako Nozue as a Corporate Auditor	POUR	POUR	
3.3	Re-elect Mr. Toshihiko Hashimoto as a Corporate Auditor	POUR	POUR	

No.	Ordre du jour	Board	Ethos	
1.	Elections of directors			
1a.	Re-elect Mr. Marc N. Casper	POUR	● CONTRE	Combined chairman and CEO.
1b.	Re-elect Mr. Nelson J. Chai	POUR	POUR	
1c.	Elect Ms. Ruby R. Chandy	POUR	POUR	
1d.	Re-elect Dr. C. Martin Harris	POUR	POUR	
1e.	Re-elect Prof. Dr. Tyler Jacks	POUR	● CONTRE	Non independent director (business connections with the company). The board is not sufficiently independent.
1f.	Re-elect Ms. R. Alexandra Keith	POUR	POUR	
1g.	Re-elect Mr. Jim P. Manzi	POUR	● CONTRE	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1h.	Re-elect Mr. James C. Mullen	POUR	● CONTRE	Non independent director (business connections with the company). The board is not sufficiently independent.
1i.	Re-elect Mr. Lars Rebien Sørensen	POUR	● CONTRE	Concerns over the director's time commitments.
1j.	Re-elect Dr. Debora L. Spar	POUR	POUR	
1k.	Re-elect Mr. Scott M. Sperling	POUR	● CONTRE	Non independent lead director, which is not best practice.
1l.	Re-elect Mr. Dion J. Weisler	POUR	POUR	
2.	Advisory vote on executive remuneration	POUR	● CONTRE	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	POUR	● CONTRE	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.	Ordre du jour	Board	Ethos	
ANNUAL GENERAL MEETING				
1	Report of the board of directors on the annual accounts 2021	SANS VOTE	SANS VOTE	
2	Report of the statutory auditor on the annual accounts 2021	SANS VOTE	SANS VOTE	
3	Communication of the consolidated annual accounts	SANS VOTE	SANS VOTE	
4	Adoption of the financial statements, including the allocation of profit	POUR	POUR	
5	Approve remuneration report	POUR	● CONTRE	Performance targets are not sufficiently challenging.
6	Approval of changes to the Remuneration of the Board	POUR	POUR	
7	Discharge of members of the Board of directors	POUR	POUR	
8	Discharge of the statutory auditor	POUR	POUR	
Board main features				
9.1.A	Re-appointment of Mrs. Kay Davies as director for a 4-year term	POUR	POUR	
9.1.B	Independence of Mrs. Kay Davies	POUR	POUR	
9.2	Re-appointment of Mr. Jean-Christophe Tellier as director for a 4-year term	POUR	POUR	
9.3	Re-appointment of Mr. Cédric van Rijckevorsel as director for a 4-year term	POUR	POUR	
SPECIAL PART				
10	Long-Term Incentive Plans - Program of free allocation of shares	POUR	POUR	
11	Change of control provisions - art. 7:151 of the Belgian Code of Companies and Associations			
11.1	EMTN Program – renewal	POUR	POUR	
11.2	European Investment Bank Facility Agreement of EUR 350 million entered on 18 November 2021	POUR	POUR	
11.3	Term Facility Agreement of USD 800 000 000 million entered on 19 January 2022	POUR	POUR	
EXTRAORDINARY GENERAL MEETING				
E.1	Special Report of the Board of Directors	SANS VOTE	SANS VOTE	
E.2	Authorisation to issue shares	POUR	POUR	
E.3	Authorisation to repurchase own shares	POUR	POUR	

No.	Ordre du jour	Board	Ethos
E.4	Modification of Article 19, §1 of Articles of Association relating to the signature of the board minutes	POUR	POUR

No.	Ordre du jour	Board	Ethos
1	Various amendments to the Articles of Incorporation	POUR	POUR
2	Election of Directors		
2.1	Re-elect Mr. Takahisa Takahara	POUR	<p>● CONTRE</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	POUR	POUR
2.3	Elect Mr. Toshifumi Hikosaka	POUR	POUR

No.	Ordre du jour	Board	Ethos	
1.	Opening of the Meeting	SANS VOTE	SANS VOTE	
2.	Calling the Meeting to order	SANS VOTE	SANS VOTE	
3.	Election of persons to scrutinize the minutes and to supervise the counting of votes	POUR	POUR	
4.	Recording the legality of the Meeting	POUR	POUR	
5.	Recording the attendance at the Meeting and adoption of the list of votes	POUR	POUR	
6.	Presentation of the annual accounts, the report of the board of directors and the auditor's report	SANS VOTE	SANS VOTE	
7.	Adoption of the financial statements	POUR	POUR	
8.	Approve allocation of income and dividend	POUR	POUR	
9.	Resolution on the discharge of the members of the board of directors and the CEO from liability	POUR	POUR	
10.	Approve remuneration report	POUR	● CONTRE	Excessive total remuneration.
11.	Approve directors' fees	POUR	POUR	
12.	Resolution on the number of members of the board of directors	POUR	POUR	
13.	Election of the board of directors	POUR	POUR	
14.	Approve auditors' fees	POUR	POUR	
15.	Election of auditor	POUR	● CONTRE	The auditor's long tenure raises independence concerns.
16.	Authorisation to issue shares	POUR	POUR	
17.	Authorisation to repurchase own shares	POUR	POUR	
18.	Amendment of Articles 8 and 11 of the Articles of Association	POUR	POUR	
19.	Authorisation to decide on donations	POUR	POUR	
20.	Closing of the Meeting	SANS VOTE	SANS VOTE	

Disclaimer

Les analyses d'assemblées générales reposent sur les lignes directrices de vote d'Ethos, fondées sur les principaux codes de bonne pratique en matière de gouvernement d'entreprise d'une part et sur la Charte d'Ethos basée sur la notion de développement durable d'autre part. Pour les sociétés européennes (hors Suisse), les analyses sont en principe préparées par Proxinvest et ses partenaires locaux. Proxinvest applique les « Principes généraux en matière de gouvernement d'entreprise » qui prennent en compte le concept de responsabilité sociale de l'entreprise. Ethos procède à une vérification systématique des recommandations de vote de Proxinvest afin d'assurer que l'ensemble des analyses et des recommandations de vote sont conformes à ses lignes directrices de vote. Les données ont été recueillies auprès de sources accessibles aux investisseurs et au public en général, par exemple les rapports de sociétés et les sites internet, ainsi que d'informations communiquées lors de contacts directs avec les sociétés. Malgré des vérifications multiples, l'information ne peut être certifiée exacte. Ethos ne prend aucune responsabilité sur l'exactitude des informations publiées.