

2021

Aargauische Pensionskasse Ausübung der Stimmrechte in Nordamerika

Inhalt

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

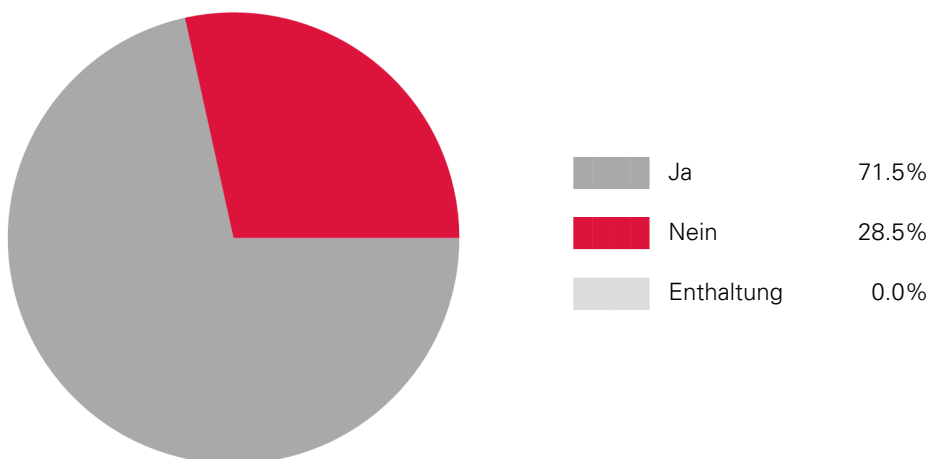
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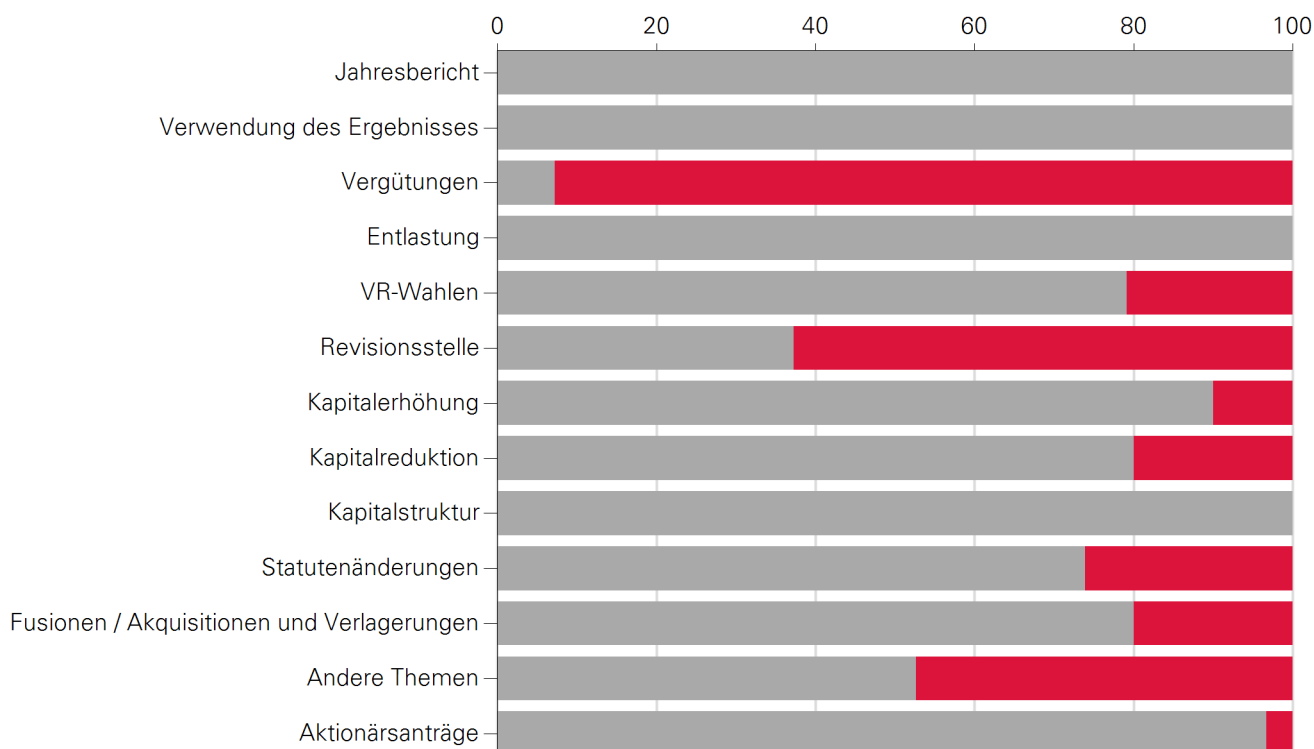
1 Zusammenfassung der analysierten Generalversammlungen

Art der Generalversammlungen	Anzahl Versammlungen	Total	Anzahl Anträge		
			Ja	Nein	Enthaltung
Ordentliche Generalversammlungen	166	2467	1770	697	0
Ausserordentliche Generalversammlungen	6	21	10	11	0
Total	172	2488	1780	708	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	5	100,0%	0	0,0%	0	0,0%	5
Verwendung des Ergebnisses	4	100,0%	0	0,0%	0	0,0%	4
Vergütungen	16	7,2%	206	92,8%	0	0,0%	222
Entlastung	3	100,0%	0	0,0%	0	0,0%	3
VR-Wahlen	1402	79,2%	369	20,8%	0	0,0%	1771
Revisionsstelle	63	37,3%	106	62,7%	0	0,0%	169
Kapitalerhöhung	9	90,0%	1	10,0%	0	0,0%	10
Kapitalreduktion	8	80,0%	2	20,0%	0	0,0%	10
Kapitalstruktur	3	100,0%	0	0,0%	0	0,0%	3
Statutenänderungen	17	73,9%	6	26,1%	0	0,0%	23
Fusionen / Akquisitionen und Verlagerungen	4	80,0%	1	20,0%	0	0,0%	5
Andere Themen	10	52,6%	9	47,4%	0	0,0%	19
Aktionärsanträge	236	96,7%	8	3,3%	0	0,0%	244

2 Ethos Stimmempfehlungen: Übersicht

Art der Generalversammlung (Typ)

- OGV Ordentliche Generalversammlungen
 AGV 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	Andere Themen	Aktionärsanträge
3M Company	11.05.2021	OGV			✗		⦿	✗							✓
Abbott Laboratories	23.04.2021	OGV			✗		⦿	✓				✓			✓
Abbvie	07.05.2021	OGV			⦿		⦿	✓				✓			✓
Accenture	03.02.2021	OGV			✗		⦿	✓	✓					✓	
Activision Blizzard	14.06.2021	OGV			✗		⦿	✓							
Adobe	20.04.2021	OGV			✗		⦿	✗							
Agilent Technologies	17.03.2021	OGV			✗		⦿	✗							
Align Technology	19.05.2021	OGV			⦿		⦿	✗				✗			
Alphabet	02.06.2021	OGV			✗		⦿	✗							✓
Altria	20.05.2021	OGV			✗		⦿	✗							✓
Amazon.com	26.05.2021	OGV			✗		⦿	✗							✓
American Express Company	04.05.2021	OGV			✗		⦿	✓							✓
American Tower	26.05.2021	OGV			✗		⦿	✗							✓
Amgen	18.05.2021	OGV			✗		⦿	✗							
Amphenol	19.05.2021	OGV			✗		⦿	✗	✓						✓
Analog Devices	10.03.2021	OGV			✗		⦿	✗							
Anthem	26.05.2021	OGV			✗		✓	✗							
Apple	23.02.2021	OGV			✗		⦿	✓							✓
Applied Materials	11.03.2021	OGV			⦿		✓	✓							⦿
AT&T	30.04.2021	OGV			✗		✓	✗							✓
Autodesk	16.06.2021	OGV			✗		⦿	✗							

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Kapitalstruktur	Statutenänderungen	Fusionen / Akquisitionen und Verlagerungen	Andere Themen	Aktionärsanträge
Automatic Data Processing	10.11.2021	OGV			✗		🟡	✗							✓
Bank of America	20.04.2021	OGV			✗		🟡	✗							✓
Bank of Montréal	07.04.2021	OGV			✗		🟡	✗							✓
Barrick Gold	04.05.2021	OGV			✗		🟡	✗		✓					
Baxter	04.05.2021	OGV			🟡		🟡	✗							✓
Becton Dickinson	26.01.2021	OGV			✗		🟡	✗							✓
Berkshire Hathaway	01.05.2021	OGV					🟡								✓
Biogen	02.06.2021	OGV			✗		🟡	✓				✗			✓
BlackRock	26.05.2021	OGV			✗		🟡	✓				✓			✓
Boeing	20.04.2021	OGV			✗		✓	✗							✓
Booking Holdings	03.06.2021	OGV			✗		🟡	✗				✗			✓
Boston Scientific	06.05.2021	OGV			✗		🟡	✗							✓
Bristol-Myers Squibb	04.05.2021	OGV			✗		🟡	✗				✗			✓
Broadcom	05.04.2021	OGV			✗		✓	✓							
Brookfield Asset Management	11.06.2021	OGV			✗		🟡	✗							
Cadence Design Systems	06.05.2021	OGV			✗		🟡	✓							✓
Canadian Imperial Bank of Commerce	08.04.2021	OGV			✗		✓	✓							✓
Canadian National Railway	27.04.2021	OGV			✗		🟡	✗						✗	✓
Canadian Pacific Railway	21.04.2021	OGV			✗		✓	✓			✓				✓
	08.12.2021	AGV										✓	✓		
Capital One Financial	06.05.2021	OGV			✗		🟡	✗							
Caterpillar	09.06.2021	OGV			✗		🟡	✗							✓
Charles Schwab Corp.	13.05.2021	OGV			✗		🟡	✗							✓
Chevron	26.05.2021	OGV			✗		🟡	✗							✓
Chipotle Mexican Grill	18.05.2021	OGV			✗		🟡	✗							✓
Chubb	20.05.2021	OGV	✓	✓	🟡	✓	🟡	🟡		✓				🟡	
	03.11.2021	AGV								✓					
Cigna	28.04.2021	OGV			✗		✓	✗							🟡
Citigroup	27.04.2021	OGV			✗		🟡	✗							🟡

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Kapitalstruktur	Statutenänderungen	Fusionen / Akquisitionen und Verlagerungen	Andere Themen	Aktionärsanträge
CME Group	05.05.2021	OGV			✗		🟡	✔️							
Coca-Cola	20.04.2021	OGV			✗		🟡	✗							✔️
Cognizant Technology Solutions	01.06.2021	OGV			✗		🟡	✗							✗
Colgate-Palmolive	07.05.2021	OGV			✗		🟡	✔️							✔️
Comcast	02.06.2021	OGV			✗		🟡	✗							✔️
ConocoPhillips	15.01.2021	AGV											✗		
Constellation Brands	20.07.2021	OGV			✗		🟡	✔️							✔️
Costco Wholesale	21.01.2021	OGV			✗		🟡	✔️							
Crown Castle International	21.05.2021	OGV			✗		🟡	✔️							
CSX Corp	07.05.2021	OGV			✗		🟡	✗							
CVS Health	13.05.2021	OGV			✗		✔️	✔️							🟡
Danaher	05.05.2021	OGV			✗		🟡	✔️							✔️
Deere & Co.	24.02.2021	OGV			✗		🟡	✗							
Digital Realty Trust	03.06.2021	OGV			✗		✔️	✔️							
DocuSign	28.05.2021	OGV			✗		🟡	✔️							
Dollar General	26.05.2021	OGV			✗		🟡	✗				✗			✔️
Dominion Energy	05.05.2021	OGV			✗		🟡	✗							✔️
Dow	15.04.2021	OGV			🟡		🟡	✗							✔️
Eaton	28.04.2021	OGV			✗		🟡	✗	✔️	✗					
Ecolab	06.05.2021	OGV			✗		🟡	✗							✔️
Edwards Lifesciences	04.05.2021	OGV			🟡		🟡	✗							✔️
Electronic Arts	12.08.2021	OGV			✗		🟡	✗					✗		✔️
Eli Lilly	03.05.2021	OGV			✗		🟡	✗				✔️	✔️	✔️	✔️
Enbridge	05.05.2021	OGV			✗		✔️	✗							
Equinix	26.05.2021	OGV			✗		🟡	✗							✔️
Estée Lauder Companies	12.11.2021	OGV			✗		🟡	✔️							
Exelon Corp	27.04.2021	OGV			✗		🟡	✗							✔️
Facebook	26.05.2021	OGV			✔️		🟡	✗							✔️
Fedex Corporation	27.09.2021	OGV			✗		🟡	✔️							✔️
Fidelity National Information Services	19.05.2021	OGV			✗		🟡	✔️							

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Fiserv	19.05.2021	OGV			✗		✓	✗							
General Dynamics	05.05.2021	OGV			✗		⊕	✓							✓
General Electric	04.05.2021	OGV			✗		⊕	✗		✓					⊕
General Motors	14.06.2021	OGV			✗		⊕	✓							✓
Gilead Sciences	12.05.2021	OGV			✗		⊕	✗							✓
Global Payments	29.04.2021	OGV			✗		⊕	✓							✓
Goldman Sachs Group	29.04.2021	OGV			✗		⊕	✗							✓
HCA Healthcare	28.04.2021	OGV			✗		✓	✗							✓
Home Depot	20.05.2021	OGV			✗		⊕	✗							✓
Honeywell International	21.05.2021	OGV			✗		⊕	✓							✓
Humana Inc.	22.04.2021	OGV			✗		⊕	✗							
Idexx Laboratories	12.05.2021	OGV			✗		✓	✓							
Illinois Tool Works	07.05.2021	OGV			✗		⊕	✓							✓
Intel	13.05.2021	OGV			✗		✓	✗							✓
IntercontinentalExchange	14.05.2021	OGV			✗		⊕	✓							✓
Intuit	21.01.2021	OGV			✗		⊕	✗							
Intuitive Surgical	22.04.2021	OGV			✗		⊕	✓							
	20.09.2021	AGV								✓					
Johnson & Johnson	22.04.2021	OGV			✗		⊕	✗							✓
JPMorgan Chase	18.05.2021	OGV			✗		⊕	✗							✓
KLA	03.11.2021	OGV			✗		⊕	✗							
L3Harris Technologies	23.04.2021	OGV			✗		⊕	✗							
Lam Research	08.11.2021	OGV			✗		✓	✗							
Linde Plc	26.07.2021	OGV			✗		⊕	⊕		✓					
Lowe's Companies	28.05.2021	OGV			✗		✓	✗							✓
Marsh & McLennan	20.05.2021	OGV			✗		⊕	✗							
Mastercard	22.06.2021	OGV			✗		⊕	✗				✓			
McDonald's	20.05.2021	OGV			✗		⊕	✗							✓
Medtronic	09.12.2021	OGV			✗		⊕	✗	✓	✗					
Merck	25.05.2021	OGV			✗		⊕	✓							✓
Microsoft	30.11.2021	OGV			⊕		⊕	✗							✓

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Mondelez International	19.05.2021	OGV			✗		🟡	✗							✓
Monster Beverage	15.06.2021	OGV			✗		🟡	✗							✓
Moodys	20.04.2021	OGV			✗		✓	✓						✗	
Morgan Stanley	20.05.2021	OGV			✗		🟡	✗							
Netflix	03.06.2021	OGV			✗		🟡	✓							✓
Newmont Corporation	28.04.2021	OGV			✗		✓	✓							
NextEra Energy	20.05.2021	OGV			✗		🟡	✗							✓
Nike	06.10.2021	OGV			✗		🟡	✗							✓
Norfolk Southern	13.05.2021	OGV			✗		🟡	✗							✓
Nvidia	03.06.2021	OGV			✗		🟡	✓	✗						
NXP Semiconductors	26.05.2021	OGV	✓		🟡	✓	🟡		✓	✓					
Oracle	10.11.2021	OGV			✗		🟡	✓							🟡
PayPal	26.05.2021	OGV			✗		🟡	✗							✓
PepsiCo	05.05.2021	OGV			✗		🟡	✗							✓
Pfizer	22.04.2021	OGV			✗		🟡	✗							✓
Philip Morris International	05.05.2021	OGV			✗		🟡	✓							
Procter & Gamble	12.10.2021	OGV			✗		✓	✗							✓
Progressive Corp	07.05.2021	OGV			✗		✓	✗							
ProLogis	29.04.2021	OGV			✗		🟡	✓							
Public Storage	26.04.2021	OGV			✗		🟡	✗				✓			
Qualcomm	10.03.2021	OGV			✗		🟡	✗							
Raytheon Technologies	26.04.2021	OGV			✗		✓	✗							✓
Roper Technologies	14.06.2021	OGV			✗		🟡	✓							
Ross Stores	19.05.2021	OGV			✗		🟡	✗							✓
Royal Bank of Canada	08.04.2021	OGV			✗		🟡	✓							✓
S&P Global	11.03.2021	AGV											✓		
Salesforce.com	10.06.2021	OGV			✗		🟡	✓							✓
Scotiabank	13.04.2021	OGV			✗		✓	✗							✓
Sempra Energy	14.05.2021	OGV			✗		🟡	✗							✓
ServiceNow	07.06.2021	OGV			🟡		✓	✓				✓			
Sherwin-Williams	21.04.2021	OGV			✗		🟡	✗							

Unternehmen	Datum	Typ	Jahresbericht	Verwendung des Ergebnisses	Vergütungen	Entlastung	VR-Wahlen	Revisionsstelle	Kapitalerhöhung	Kapitalreduktion	Kapitalstruktur	Statutenänderungen	Fusionen / Akquisitionen und Verlagerungen	Andere Themen	Aktionärsanträge
Shopify	26.05.2021	OGV			✗		🟡	✔️							
Square	15.06.2021	OGV			✗		✔️	✔️							✔️
Starbucks	17.03.2021	OGV			✗		🟡	✗							✔️
Stryker	05.05.2021	OGV			✗		🟡	✗							✔️
Sulzer	20.09.2021	AGV			✗		✗	✔️				✔️	🟡		✗
Synopsys	08.04.2021	OGV			✗		🟡	✗							✔️
Target	09.06.2021	OGV			✗		🟡	✗							✔️
TC Energy	07.05.2021	OGV			✗		🟡	✗				✔️			
TE Connectivity	10.03.2021	OGV	✔️	✔️	🟡	✔️	🟡	✔️		✔️				🟡	
Tesla	07.10.2021	OGV					🟡	✔️				✔️			✔️
Texas Instruments	22.04.2021	OGV			✗		🟡	✗							✔️
Thermo Fisher Scientific	19.05.2021	OGV			✗		🟡	✗							✔️
TJX	08.06.2021	OGV			✗		🟡	✗							✔️
T-Mobile US	03.06.2021	OGV					🟡	✗							
Toronto-Dominion Bank	01.04.2021	OGV			✗		✔️	✔️							✔️
Truist Financial Corp	27.04.2021	OGV			✗		🟡	✔️							
Twitter	27.05.2021	OGV			✗		✔️	✔️				✔️			✔️
U.S. Bancorp	20.04.2021	OGV			✗		🟡	✗							
Uber Technologies	10.05.2021	OGV			✗		✔️	✔️				✔️			✔️
Union Pacific	13.05.2021	OGV			🟡		🟡	✗							✔️
UnitedHealth	07.06.2021	OGV			🟡		🟡	✔️							✔️
Veeva Systems	23.06.2021	OGV			✗		🟡	✔️				✗			✔️
Vertex Pharmaceuticals	19.05.2021	OGV			✗		🟡	✗							✔️
Visa	26.01.2021	OGV			✗		🟡	✔️				✔️			✔️
Walmart	02.06.2021	OGV			✗		🟡	✗							✔️
Walt Disney	09.03.2021	OGV			✗		🟡	✗							✔️
Wells Fargo	27.04.2021	OGV			✗		🟡	✗							✔️
Zoetis	20.05.2021	OGV			✗		✔️	✔️							✔️
Zoom Video Communications	17.06.2021	OGV			✗		🟡	✔️							

3 Stimmberichte pro Unternehmen

3M Company

11.05.2021

OGV

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas K. Brown	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Pamela J. Craig	DAFÜR	DAFÜR	
1.3	Re-elect Mr. David B. Dillon	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Michael L. Eskew	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.5	Elect Mr. Jim Fitterling	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Herbert L. Henkel	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Amy Hood	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Muhtar Kent	DAFÜR	DAFÜR	
1.9	Re-elect Dr. oec. Dambisa F. Moyo	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Gregory R. Page	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Michael F. Roman	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.12	Re-elect Ms. Patricia A. Woertz	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Consider Pay Disparity Between Executives and Other Employees	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.
6	Shareholder resolution: Amend Certificate of Incorporation to Become a Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Robert J. Alpern	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Roxanne S. Austin	DAFÜR	● ZURÜCK-BEHALTEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Dr. Sally E. Blount	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Robert B. Ford	DAFÜR	● ZURÜCK-BEHALTEN	Executive director. The board is not sufficiently independent.
1.5	Re-elect Ms. Michelle A. Kumbier	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Darren W. McDew	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Nancy McKinstry	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.8	Re-elect Mr. William A. Osborn	DAFÜR	DAFÜR	
1.9	Elect Mr. Michael F. Roman	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Daniel J. Starks	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (former executive). The board is not sufficiently independent.
1.11	Re-elect Mr. John G. Stratton	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Glenn F. Tilton	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Miles D. White	DAFÜR	● ZURÜCK-BEHALTEN	Executive chairman. The board is not sufficiently independent.
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4.1	Elimination of Supermajority Requirement for Article Amendments	DAFÜR	DAFÜR	
4.2	Elimination of Supermajority Requirement for Approval of Certain Extraordinary Transactions	DAFÜR	DAFÜR	
5	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
6	Shareholder resolution: Racial Justice Promotion Plan	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
7	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 Ms. Roxanne S. Austin	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Richard A. Gonzalez	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.3	Re-elect Ms. Rebecca B. Roberts	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Glenn F. Tilton	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Amendment to the 2013 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
6	Elimination of Supermajority Requirement	DAFÜR	DAFÜR	
7	Shareholder resolution: Disclose political contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
8	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Jaime Ardila	DAFÜR	DAFÜR
1.b	Re-elect Mr. Herbert Hainer	DAFÜR	DAFÜR
1.c	Re-elect Ms. Nancy McKinstry	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.d	Elect Ms. Beth E. Mooney	DAFÜR	DAFÜR
1.e	Re-elect Mr. Gilles Péliisson	DAFÜR	DAFÜR
1.f	Re-elect Prof. Paula A. Price	DAFÜR	DAFÜR
1.g	Re-elect Dr. Venkata Murthy Renduchintala	DAFÜR	DAFÜR
1.h	Re-elect Mr. David Rowland	DAFÜR	DAFÜR
1.i	Re-elect Mr. Arun Sarin	DAFÜR	DAFÜR
1.j	Re-elect Ms. Julie Sweet	DAFÜR	DAFÜR
1.k	Re-elect Mr. Frank Kui Tang	DAFÜR	DAFÜR
1.l	Re-elect Ms. Tracey T. Travis	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor and approve their remuneration	DAFÜR	DAFÜR
4	Grant the authority to issue shares under Irish law	DAFÜR	DAFÜR
5	Grant the authority to opt-out of pre-emption rights under Irish law	DAFÜR	DAFÜR
6	Determine the price range at which the company can re-allot shares that it acquires as treasury shares under Irish law	DAFÜR	DAFÜR

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. iur. Amy L. Banse	DAFÜR	DAFÜR	
1.2	Elect Ms. Melanie Boulden	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Frank A. Calderoni	DAFÜR	DAFÜR	
1.4	Re-elect Mr. James E. Daley	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.
1.5	Re-elect Ms. Laura B. Desmond	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Shantanu Narayen	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.7	Re-elect Ms. Kathleen Oberg	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Dheeraj Pandey	DAFÜR	DAFÜR	
1.9	Re-elect Mr. David A. Ricks	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Daniel L. Rosensweig	DAFÜR	DAFÜR	
1.11	Re-elect Dr. John E. Warnock	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.
2	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Mala Anand	DAFÜR	DAFÜR
1.2	Re-elect Mr. Boon Hwee Koh	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.3	Re-elect Mr. Michael R. McMullen	DAFÜR	DAFÜR
1.4	Re-elect Dr. Daniel Podolsky	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Kevin J. Dallas	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Joseph M. Hogan	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Joseph Lacob	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Mr. C. Raymond Larkin	DAFÜR	DAFÜR	
1.5	Re-elect Mr. George J. Morrow	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Anne M. Myong	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Andrea L. Saia	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Greg J. Santora	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.9	Re-elect Ms. Sue Siegel	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Warren S. Thaler	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Change of Bylaws: Nomination of Delaware	DAFÜR	● DAGEGEN	The amendment has a negative impact on the long-term interests of the majority of the company's stakeholders.
4	To approve the restatement of the 2010 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
5	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.

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

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. John T. Casteen III	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.2	Re-elect Mr. Dyniar S. Devitre	DAFÜR	DAFÜR	
1.3	Elect Mr. William F. (Billy) Gifford Jr.	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Debra J. Kelly-Ennis	DAFÜR	DAFÜR	
1.5	Re-elect Mr. W. Leo Kiely III	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Kathryn B. McQuade	DAFÜR	DAFÜR	
1.7	Re-elect Mr. George Munoz	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Mark E. Newman	DAFÜR	DAFÜR	
1.9	Re-elect Dr. chem. Nabil Y. Sakkab	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Virginia E. Shanks	DAFÜR	DAFÜR	
1.11	Elect Ms. Ellen R. Strahlman	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Report on the Company's Underage Tobacco Prevention Policies	DAGEGEN	● DAFÜR	We support corporate policies that encourage social responsibility.
5	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.

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

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Thomas J. Baltimore Jr.	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.2	Re-elect Ms. Charlene Barshefsky	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Mr. John J. Brennan	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Peter Chernin	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Ralph de la Vega	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Michael O. Leavitt	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Theodore J. Leonsis	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Karen L. Parkhill	DAFÜR	DAFÜR	
1.9	Elect Mr. Charles E. Phillips, Jr.	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Lynn A. Pike	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Stephen L. Squeri	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.12	Re-elect Dr. med. Daniel L. Vasella	DAFÜR	DAFÜR	
1.13	Elect Ms. Lisa W. Wardell	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.14	Re-elect Mr. Ronald A. Williams	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.15	Re-elect Mr. Christopher D. Young	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Annual Report Assessing Diversity, Equity, and Inclusion Efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on ethnic diversity.

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

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Prof. Dr. Wanda M. Austin	DAFÜR	DAFÜR
1.2	Re-elect Mr. Robert A. Bradway	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.3	Re-elect Prof. Brian J. Druker	DAFÜR	DAFÜR
1.4	Re-elect Mr. Robert A. Eckert	DAFÜR	DAFÜR
1.5	Re-elect Mr. Greg C. Garland	DAFÜR	DAFÜR
1.6	Re-elect Mr. Charles M. Holley Jr.	DAFÜR	DAFÜR
1.7	Re-elect Prof. Dr. Tyler Jacks	DAFÜR	DAFÜR
1.8	Re-elect Ms. Ellen J. Kullman	DAFÜR	DAFÜR
1.9	Elect Ms. Amy E. Miles	DAFÜR	DAFÜR
1.10	Re-elect Dr. Ronald D. Sugar	DAFÜR	DAFÜR
1.11	Re-elect Prof. Dr. R. Sanders Williams	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Stanley L. Clark	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.2	Re-elect Mr. John D. Craig	DAFÜR	DAFÜR	
1.3	Re-elect Mr. David P. Falck	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Edward G. Jepsen	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.5	Elect Ms. Rita S. Lane	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Robert A. Livingston	DAFÜR	DAFÜR	
1.7	Re-elect Dr. phy. Martin H. Loeffler	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.
1.8	Re-elect Dr. iur. R. Adam Norwitt	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Anne Clarke Wolff	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Amend the stock option plan	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.
5	Approve the increase in authorised shares	DAFÜR	DAFÜR	
6	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	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	DAFÜR
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	Re-elect Mr. Bruce R. Evans	DAFÜR	DAFÜR
1.6	Re-elect Dr. Edward H. Frank	DAFÜR	DAFÜR
1.7	Elect Prof. Dr. Laurie H. Glimcher	DAFÜR	● DAGEGEN The director is over 70 years old, which exceeds guidelines for new nominees.
1.8	Re-elect Ms. Karen Golz	DAFÜR	DAFÜR
1.9	Re-elect Mr. Mark M. Little	DAFÜR	DAFÜR
1.10	Re-elect Mr. Kenton J. Sicchitano	DAFÜR	● DAGEGEN The director is over 75 years old, which exceeds guidelines.
1.11	Re-elect Ms. Susie Wee	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Lewis Hay III	DAFÜR	DAFÜR
1.2	Re-elect Mr. Antonio F. Neri	DAFÜR	DAFÜR
1.3	Re-elect Mr. Ramiro G. Peru	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Ms. Rani Borkar	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Judy Bruner	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Xun (Eric) Chen	DAFÜR	DAFÜR	
1.4	Re-elect Dr. Aart J. de Geus	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Gary E. Dickerson	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Thomas J. Iannotti	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Alexander A. Karsner	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Adrianna C. Ma	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Yvonne McGill	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Scott A. McGregor	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Approve Stock Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Amend Omnibus Qualified Employee Stock Purchase Plan	DAFÜR	DAFÜR	
6	Shareholder resolution: Independent chairman	DAGEGEN	DAGEGEN	
7	Shareholder resolution: Consider CEO pay ratio in executive remuneration	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. William E. Kennard	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Samuel A Di Piazza, Jr	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Scott T. Ford	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Glenn H. Hutchins	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Debra L. Lee	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Stephen J. Luczo	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Michael B. McCallister	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Beth E. Mooney	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Matthew K. Rose	DAFÜR	DAFÜR	
1.10	Elect Mr. John T. Stankey	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Cynthia B. Taylor	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Geoffrey Y. Yang	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Andrew Anagnost	DAFÜR	DAFÜR
1.2	Re-elect Ms. Karen Blasing	DAFÜR	DAFÜR
1.3	Re-elect Mr. Reid French	DAFÜR	DAFÜR
1.4	Re-elect Dr. elec. eng. Ayanna Howard	DAFÜR	DAFÜR
1.5	Re-elect Mr. Blake J. Irving	DAFÜR	DAFÜR
1.6	Re-elect Ms. Mary T. McDowell	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.7	Re-elect Mr. Stephen D. Milligan	DAFÜR	DAFÜR
1.8	Re-elect Ms. Lorrie M. Norrington	DAFÜR	DAFÜR
1.9	Re-elect Ms. Betsy Rafael	DAFÜR	DAFÜR
1.10	Re-elect Mr. Stacy J. Smith	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Peter Bisson	DAFÜR	DAFÜR	
1.b	Re-elect Mr. Richard T. Clark	DAFÜR	● DAGEGEN	The director is 75 years old, which exceeds guidelines.
1.c	Re-elect Ms. Linnie M. Haynesworth	DAFÜR	DAFÜR	
1.d	Re-elect Mr. John P. Jones	DAFÜR	DAFÜR	
1.e	Re-elect Ms. Francine S. Katsoudas	DAFÜR	DAFÜR	
1.f	Re-elect Ms. Nazzic S. Keene	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Thomas J. Lynch	DAFÜR	DAFÜR	
1.h	Re-elect Mr. Scott F. Powers	DAFÜR	DAFÜR	
1.i	Re-elect Mr. William J. Ready	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.j	Re-elect Mr. Carlos A. Rodriguez	DAFÜR	DAFÜR	
1.k	Re-elect Ms. Sandra S. Wijnberg	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: Workforce involvement in corporate governance	DAGEGEN	● DAFÜR	The nomination of an employee representative would better protect the interests of the non-management employees.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Sharon L. Allen	DAFÜR	DAFÜR	
1.2	Re-elect Dr. oec. Susan Schmidt Bies	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Frank P. Bramble, Sr.	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.4	Re-elect Mr. Pierre J. P. de Weck	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Arnold W. Donald	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Linda P. Hudson	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Monica C. Lozano	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Thomas J. May	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Brian T. Moynihan	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.10	Re-elect Mr. Lionel L. Nowell	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Denise L. Ramos	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Clayton S. Rose	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Michael D White	DAFÜR	DAFÜR	
1.14	Re-elect Mr. Thomas D Woods	DAFÜR	DAFÜR	
1.15	Re-elect Mr. R. David Yost	DAFÜR	DAFÜR	
1.16	Re-elect Prof. Maria T. Zuber	DAFÜR	● DAGEGEN	Non independent director (family connections). The board size is excessive.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	To amend and restate the Key Employee Share Plan	DAFÜR	● DAGEGEN	Excessive discretion of the remuneration committee in determining the performance criteria. The potential variable remuneration exceeds our guidelines.
5	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
7	Shareholder resolution: Approve Change in Organizational Form	DAGEGEN	● DAFÜR	We support corporate policies that encourage social responsibility.
8	Shareholder resolution: Racial Equity Audit	DAGEGEN	● DAFÜR	The proposal encourages the company to address racial diversity and inclusion.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Janice M. Babiak	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Sophie Brochu	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Craig. W. Broderick	DAFÜR	DAFÜR	
1.4	Re-elect Mr. George A. Cope	DAFÜR	DAFÜR	
1.5	Elect Mr. Stephen Dent	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Christine A. Edwards	DAFÜR	DAFÜR	
1.7	Re-elect Prof. Martin S. Eichenbaum	DAFÜR	DAFÜR	
1.8	Re-elect Mr. David Harquail	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Linda Huber	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Eric R. La Flèche	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Lorraine Mitchelmore	DAFÜR	DAFÜR	
1.12	Elect Ms. Madhu Ranganathan	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.13	Re-elect Mr. Darryl White	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● ZURÜCK-BEHALTEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Additional climate change related report	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Mark Bristow	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Gustavo Cisneros	DAFÜR	● ZURÜCK-BEHALTEN	The director is over 75 years old, which exceeds guidelines.
1.3	Re-elect Mr. Christopher Coleman	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.4	Re-elect Mr. J. Michael Evans	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Brian L. Greenspun	DAFÜR	● ZURÜCK-BEHALTEN	The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Mr. J. Brett Harvey	DAFÜR	● ZURÜCK-BEHALTEN	Non independent lead director, which is not best practice.
1.7	Elect Ms. Anne Kabagambe	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Andrew J. Quinn	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Loreto Silva	DAFÜR	DAFÜR	
1.10	Re-elect Mr. John Lawson Thornton	DAFÜR	● ZURÜCK-BEHALTEN	Executive chairman. The board is not sufficiently independent.
2	Election of the auditor	DAFÜR	● ZURÜCK-BEHALTEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Reduce share capital	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jose E. Almeida	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Thomas Chen	DAFÜR	DAFÜR	
1.3	Re-elect Mr. John D. Forsyth	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Peter S. Hellman	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Michael F. Mahoney	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Patricia B. Morrison	DAFÜR	DAFÜR	
1.7	Re-elect Prof. Dr. Stephen N. Oesterle	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Cathy R. Smith	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.9	Re-elect Mr. Thomas T. Stallkamp	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. Albert P. L. Stroucken	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.11	Re-elect Ms. Amy A. Wendell	DAFÜR	DAFÜR	
1.12	Elect Dr. David Wilkes	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Approval of amendment and Restatement of the Employee Stock Purchase Plan	DAFÜR	DAFÜR	
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
7	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Ms. Catherine M. Burzik	DAFÜR	DAFÜR	
1.b	Re-elect Mr. R. Andrew Eckert	DAFÜR	DAFÜR	
1.c	Re-elect Mr. Vincent A. Forlenza	DAFÜR	● DAGEGEN	Executive chairman. The board is not sufficiently independent.
1.d	Re-elect Ms. Claire M. Fraser	DAFÜR	DAFÜR	
1.e	Re-elect Mr. Jeffrey W. Henderson	DAFÜR	DAFÜR	
1.f	Re-elect Mr. Christopher Jones	DAFÜR	● DAGEGEN	Chairman of the nomination committee. The composition of the board is unsatisfactory.
1.g	Re-elect Mr. Marshall O. Larsen	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.h	Re-elect Mr. David F. Melcher	DAFÜR	DAFÜR	
1.i	Re-elect Mr. Thomas E. Polen	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.j	Re-elect Dr. Claire Pomeroy	DAFÜR	DAFÜR	
1.k	Re-elect Ms. Rebecca W. Rimel	DAFÜR	DAFÜR	
1.l	Re-elect Mr. Timothy M. Ring	DAFÜR	DAFÜR	
1.m	Re-elect Mr. Bertram L. Scott	DAFÜR	DAFÜR	
2	Re-election of Ernst & Young as 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: Lower threshold to call special shareholder meetings	DAGEGEN	● DAFÜR	The proposal aims at improving shareholder rights.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Warren E. Buffett	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
1.2	Re-elect Mr. Charles T. Munger	DAFÜR	● ZURÜCK-BEHALTEN	The director is 97 years old, which exceeds guidelines.
1.3	Re-elect Mr. Gregory E. Abel	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Howard G. Buffett	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Stephen B. Burke	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Kenneth Irvine Chenault	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Susan L. Decker	DAFÜR	DAFÜR	
1.8	Re-elect Mr. David S. Gottesman	DAFÜR	● ZURÜCK-BEHALTEN	The director is 95 years old, which exceeds guidelines.
1.9	Re-elect Ms. Charlotte Guyman	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Ajit Jain	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Thomas S. Murphy	DAFÜR	● ZURÜCK-BEHALTEN	The director is 95 years old, which exceeds guidelines.
1.12	Re-elect Mr. Ronald Olson	DAFÜR	● ZURÜCK-BEHALTEN	The director is over 75 years old, which exceeds guidelines.
1.13	Re-elect Mr. Walter Scott, Jr.	DAFÜR	● ZURÜCK-BEHALTEN	The director is 90 years old, which exceeds guidelines.
1.14	Re-elect Ms. Meryl Witmer	DAFÜR	DAFÜR	
2	Shareholder resolution: Report on climate-related risks and opportunities	DAGEGEN	● DAFÜR	Enhanced disclosure on environmental issues.
3	Shareholder resolution: Annual report assessing diversity and inclusion efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on ethnic diversity.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Alexander J. Denner	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Caroline D. Dorsa	DAFÜR	DAFÜR	
1.3	Elect Ms. Maria C. Freire	DAFÜR	DAFÜR	
1.4	Re-elect Mr. William A. Hawkins	DAFÜR	DAFÜR	
1.5	Elect Mr. William D. Jones	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Nancy L. Leaming	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Jesus B. Mantas	DAFÜR	DAFÜR	
1.8	Re-elect Dr. Richard C. Mulligan	DAFÜR	DAFÜR	
1.9	Re-elect Dr. Stelios Papadopoulos	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.10	Re-elect Mr. Brian S. Posner	DAFÜR	DAFÜR	
1.11	Re-elect Dr. Eric K. Rowinsky	DAFÜR	DAFÜR	
1.12	Re-elect Dr. Stephen A. Sherwin	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Michel Vounatsos	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	DAFÜR	● DAGEGEN	The amendment has a negative impact on the long-term interests of the majority of the company's stakeholders.
5	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
6	Shareholder resolution: Report on Gender Pay Gap	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Bader Mohammad Al Saad	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Pamela Daley	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Jessica P. Einhorn	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.4	Re-elect Mr. Laurence D. Fink	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.5	Re-elect Mr. William E. Ford	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Fabrizio Freda	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Murry S. Gerber	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Ms. Margaret L. (Peggy) Johnson	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Robert S. Kapito	DAFÜR	● DAGEGEN	Executive director and the board size is excessive.
1.10	Re-elect Ms. Cheryl D. Mills	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Gordon M. Nixon	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Charles H. Robbins	DAFÜR	DAFÜR	
1.14	Re-elect Mr. Marco Antonio Slim Domit	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.13	Elect Mr. Hans Vestberg	DAFÜR	DAFÜR	
1.15	Re-elect Ms. Susan L. Wagner	DAFÜR	DAFÜR	
1.16	Re-elect Mr. Mark Wilson	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4.1	Provide Right to Call a Special Meeting	DAFÜR	DAFÜR	
4.2	Eliminate Certain Supermajority Vote Requirement	DAFÜR	DAFÜR	
4.3	Eliminate certain provisions that are no longer applicable and make certain technical revisions	DAFÜR	DAFÜR	
5	Shareholder resolution: Statement of Purpose	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's social responsibility.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Robert A. Bradway	DAFÜR	DAFÜR	
1.2	Re-elect Mr. David L. Calhoun	DAFÜR	DAFÜR	
1.3	Elect Ms. Lynne M. Doughtie	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Admiral Edmund P. Giambastiani, Jr	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Lynn J. Good	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Akhil Johri	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Lawrence W. Kellner	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Steven M. Mollenkopf	DAFÜR	DAFÜR	
1.9	Re-elect Mr. John Richardson	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Ronald A. Williams	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	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

Booking Holdings

03.06.2021

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No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Timothy M. Armstrong	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Glenn D. Fogel	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Mirian M. Graddick-Weir	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Wei Hopeman	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Robert J. Mylod Jr.	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Charles H. Noski	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Nicholas J. Read	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Thomas E. Rothman	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Bob van Dijk	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.10	Re-elect Ms. Lynn M. Vojvodich	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Vanessa A. Wittman	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Amend and restate the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	Potential excessive awards.
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Introduction of the right to act by written consent	DAFÜR	● DAGEGEN	The amendment is not sufficient to adequately improve the rights of the shareholders.
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	The proposal aims at improving shareholder rights.
7	Shareholder resolution: Annual Climate Transition Report	DAGEGEN	● DAFÜR	Enhanced disclosure on environmental issues.
8	Shareholder resolution: Annual Investor Advisory Vote on Climate Plan	DAGEGEN	● DAFÜR	A say on climate would improve the company's transparency and accountability on climate change.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Nelda Janine Connors	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Charles J. Dockendorff	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Yoshiaki Fujimori	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Donna A. James	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Edward J. Ludwig	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Michael F. Mahoney	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
1.7	Re-elect Mr. David J. Roux	DAFÜR	DAFÜR	
1.8	Re-elect Mr. John E. Sununu	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Ellen M. Zane	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Workforce involvement in corporate governance	DAGEGEN	● DAFÜR	The proposal is in line with the long-term interests of the majority of the company's stakeholders.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Peter J. Arduini	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Michael W. Bonney	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.3	Re-elect Dr. Giovanni Caforio	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.4	Re-elect Dr. Julia A Haller	DAFÜR	DAFÜR	
1.5	Elect Prof. Paula A. Price	DAFÜR	DAFÜR	
1.6	Elect Mr. Derica W. Rice	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Theodore R. Samuels	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Gerald L. Storch	DAFÜR	DAFÜR	
1.9	Re-elect Prof. Karen H. Vousden	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Phyllis R. Yale	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
4	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.
5	Reduce Ownership Threshold for Special Shareholder Meetings to 15%	DAFÜR	● DAGEGEN	The proposed threshold (15%) would enhance the right of shareholders to call a special meeting, but ITEM 8 proposes a lower threshold of 10%.
6	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
7	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
8	Shareholder resolution: Reduce Ownership Threshold for Special Shareholder Meetings to 10%	DAGEGEN	● DAFÜR	The proposed threshold (10%) would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Hock E. Tan	DAFÜR	DAFÜR	
1.2	Re-elect Dr. Henry S. Samueli	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Diane M. Bryant	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Gayla J. Delly	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Raul J. Fernandez	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Eddy Hartenstein	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Check Kian Low	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Justine F. Page	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Harry L. You	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Amend and restate the long-term incentive plan	DAFÜR	● DAGEGEN	Potential excessive awards with no individual cap for executives under this remuneration plan.
4	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Some important elements of best practice are missing from the structure of the executive remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors (Class A Shares)		
1.1	Re-elect Ms. M. Elyse Allan	DAFÜR	DAFÜR
1.2	Re-elect Ms. Angela F. Braly	DAFÜR	DAFÜR
1.3	Re-elect Ms. Janice Fukakusa	DAFÜR	DAFÜR
1.4	Re-elect Ms. Maureen Kempstone Darkes	DAFÜR	DAFÜR
1.5	Re-elect Mr. Frank J. McKenna	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.6	Elect Ms. Hutham S. Olayan	DAFÜR	DAFÜR
1.7	Re-elect Mr. Ngee Huat Seek	DAFÜR	DAFÜR
1.8	Re-elect Ms. Diana L. Taylor	DAFÜR	DAFÜR
2	Election of the auditor and fix their remuneration	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.

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	DAFÜR	
1.3	Re-elect Mr. Lewis Chew	DAFÜR	DAFÜR	
1.4	Elect Ms. Julia Liuson	DAFÜR	DAFÜR	
1.5	Re-elect Dr. James D. Plummer	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Prof. Dr. Alberto Sangiovanni-Vincentelli	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.7	Re-elect Prof. Dr. John B. Shoven	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Young Sohn	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Lip-Bu Tan	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Charles Brindamour	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Nanci E. Caldwell	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Michelle L. Collins	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Patrick D. Daniel	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Luc Desjardins	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Victor G. Dodig	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Kevin J. Kelly	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Christine E Larsen	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Nicholas D. Le Pan	DAFÜR	DAFÜR	
1.10	Elect Ms. Mary Lou Maher	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Jane L. Peverett	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Katharine B. Stevenson	DAFÜR	DAFÜR	
1.13	Re-elect Ms. Martine Turcotte	DAFÜR	DAFÜR	
1.14	Re-elect Mr. Barry L. Zubrow	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Reporting Circular Economy Loans	DAGEGEN	● DAFÜR	We support corporate policies aiming to prevent environmental risks.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Shauneen Bruder	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Julie Godin	DAFÜR	DAFÜR	
1.3	Elect Ms. Denise Gray	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.4	Elect Mr. Justin Howell	DAFÜR	DAFÜR	
1.5	Re-elect Dr. Kevin G. Lynch	DAFÜR	DAFÜR	
1.6	Elect Ms. Margaret A. McKenzie	DAFÜR	DAFÜR	
1.7	Re-elect Mr. James E. O'Connor	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Robert Pace	DAFÜR	● ZURÜCK-BEHALTEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.9	Re-elect Mr. Robert L. Phillips	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Jean-Jacques Ruest	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Laura Stein	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● ZURÜCK-BEHALTEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Non-Binding Advisory Resolution to accept the Company's Climate Action Plan	DAFÜR	● DAGEGEN	The company has not set CO2e emission reduction targets consistent with limiting the global temperature increase to 1.5°.
5	Shareholder resolution: Institute a new safety-centred bonus system changes	DAGEGEN	● DAFÜR	The proposal aims at increasing the corporate officers' accountability in regard to safety issues.
6	Shareholder resolution: The role of the CN Police Service in the investigation of railway fatalities and serious injuries	DAGEGEN	● DAFÜR	Ethos supports the request for criminal investigation of all railway worker deaths and serious injuries by independent police forces in Canada and the US.

No.	Traktanden	Board	Ethos
1	Election of the auditor	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Elections of directors		
3.1	Re-elect Mr. John Baird	DAFÜR	DAFÜR
3.2	Re-elect Ms. Isabelle Courville	DAFÜR	DAFÜR
3.3	Re-elect Mr. Keith E. Creel	DAFÜR	DAFÜR
3.4	Re-elect Ms. Gillian (Jill) H. Denham	DAFÜR	DAFÜR
3.5	Re-elect Mr. Edward Hamberger	DAFÜR	DAFÜR
3.6	Re-elect Ms. Rebecca MacDonald	DAFÜR	DAFÜR
3.7	Re-elect Mr. Edward L. Monser	DAFÜR	DAFÜR
3.8	Re-elect Mr. Matthew H. Paull	DAFÜR	DAFÜR
3.9	Re-elect Ms. Jane L. Peverett	DAFÜR	DAFÜR
3.10	Re-elect Ms. Andrea Robertson	DAFÜR	DAFÜR
3.11	Re-elect Mr. Gordon T. Trafton	DAFÜR	DAFÜR
4	Approve share split	DAFÜR	DAFÜR
5	Shareholder resolution: Annual vote on Climate Action Plan	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos
1	Approve the issuance of shares for the acquisition of Kansas City Southern	DAFÜR	DAFÜR
2	Change company name to Canadian Pacific Kansas City Limited	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Richard D. Fairbank	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Elect Mr. Ime Archibong	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Ann Fritz Hackett	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.4	Re-elect Mr. Peter Thomas Killalea	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Eli Leenaars	DAFÜR	DAFÜR	
1.6	Re-elect Mr. François Locoh-Donou	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Peter E. Raskind	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Eileen Serra	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Mayo A. Shattuck III	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Bradford H. Warner	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Catherine G. West	DAFÜR	DAFÜR	
1.12	Elect Mr. Craig Anthony Williams	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Kelly A. Ayotte	DAFÜR	DAFÜR	
1.2	Re-elect Mr. David L. Calhoun	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Daniel M. Dickinson	DAFÜR	DAFÜR	
1.4	Elect Mr. Gerald Johnson	DAFÜR	DAFÜR	
1.5	Elect Mr. David W. Maclennan	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.6	Re-elect Ms. Debra L. Reed-Klages	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Edward B. Rust Jr.	DAFÜR	DAFÜR	
1.8	Re-elect Prof. Susan C. Schwab	DAFÜR	DAFÜR	
1.9	Re-elect Mr. D. James Umpleby III	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.10	Re-elect Mr. Miles D. White	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.11	Re-elect Mr. Rayford Wilkins, Jr.	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Climate Policy Report	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.
5	Shareholder resolution: Report on Diversity and Inclusion Efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on ethnic diversity and inclusion efforts.
6	Shareholder resolution: Transition to a Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.
7	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Walter W. Bettinger II	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Joan T. Dea	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Christopher V. Dodds	DAFÜR	● DAGEGEN	Non independent director (former executive). The board is not sufficiently independent.
1.4	Re-elect Mr. Mark A. Goldfarb	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.5	Re-elect Mr. Bharat B. Masrani	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Charles A. Ruffel	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Board Declassification	DAGEGEN	● DAFÜR	The proposal aims at improving the company's corporate governance.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Wanda M. Austin	DAFÜR	DAFÜR	
1.2	Re-elect Mr. John B. Frank	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Alice P. Gast	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Enrique Hernandez, Jr.	DAFÜR	DAFÜR	
1.5	Elect Ms. Marillyn A. Hewson	DAFÜR	DAFÜR	
1.6	Elect Mr. Jon M. Huntsman Jr.	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Charles W. Moorman IV	DAFÜR	DAFÜR	
1.8	Re-elect Dr. oec. Dambisa F. Moyo	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Debra L. Reed-Klages	DAFÜR	DAFÜR	
1.10	Re-elect Dr. Ronald D. Sugar	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.11	Re-elect Mr. D. James Umpleby III	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Michael K. Wirth	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Reduce Scope 3 Emissions	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.
5	Shareholder resolution: Impacts of Net Zero 2050 Scenario	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change.
6	Shareholder resolution: Statement of Purpose	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's social responsibility.
7	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
8	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.

No.	Traktanden	Board	Ethos	
9	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Albert S. Baldocchi	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.2	Elect Mr. Matthew A. Carey	DAFÜR	DAFÜR
1.3	Re-elect Mr. Greg L. Engles	DAFÜR	DAFÜR
1.4	Re-elect Ms. Patricia D. Fili-Krushel	DAFÜR	DAFÜR
1.5	Re-elect Mr. Neil W. Flanzraich	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p> <p>Non independent lead director, which is not best practice.</p>
1.6	Elect Mr. Mauricio Gutierrez	DAFÜR	DAFÜR
1.7	Re-elect Ms. Robin Hickenlooper	DAFÜR	DAFÜR
1.8	Re-elect Mr. Scott Maw	DAFÜR	DAFÜR
1.9	Re-elect Mr. Ali Namvar	DAFÜR	DAFÜR
1.10	Re-elect Mr. Brian Niccol	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Combined chairman and CEO.</p>
1.11	Re-elect Ms. Mary Winston	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>The auditor's long tenure raises independence concerns.</p>
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR <p>Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.</p>

No.	Traktanden	Board	Ethos	
1	Genehmigung des Jahresberichts, der Jahresrechnung und der Konzernrechnung	DAFÜR	DAFÜR	
2.1	Verwendung des Bilanzgewinns	DAFÜR	DAFÜR	
2.2	Ausschüttung einer Dividende aus der Reserve aus Kapitaleinlagen	DAFÜR	DAFÜR	
3	Entlastung der Mitglieder des Verwaltungsrats	DAFÜR	DAFÜR	
4.1	Wiederwahl von PricewaterhouseCoopers als Revisionsstelle	DAFÜR	● DAGEGEN	Die Mandatsdauer der externen Revisionsstelle beträgt 36 Jahre, was Ethos' Limite übersteigt.
4.2	Wiederwahl von PricewaterhouseCoopers LLP (US) für United States Securities Law reporting	DAFÜR	● DAGEGEN	Die Mandatsdauer der externen Revisionsstelle beträgt 36 Jahre, was Ethos' Limite übersteigt.
4.3	Wiederwahl von BDO als Spezialrevisionsstelle	DAFÜR	DAFÜR	
5	Wahlen in den Verwaltungsrat			
5.1	Wiederwahl von Herrn Evan G. Greenberg	DAFÜR	● DAGEGEN	Er ist gleichzeitig dauerhaftes Mitglied der Geschäftsleitung (CEO).
5.2	Wiederwahl von Herrn Michael P. Connors	DAFÜR	DAFÜR	
5.3	Wiederwahl von Herrn Michael G. Atieh	DAFÜR	● DAGEGEN	Er ist seit 30 Jahren Mitglied des Verwaltungsrats, was Ethos' Limite übersteigt.
5.4	Wiederwahl von Frau Sheila P. Burke	DAFÜR	DAFÜR	
5.5	Wiederwahl von Frau Mary A. Cirillo	DAFÜR	DAFÜR	
5.6	Wiederwahl von Herrn Robert J. Hugin	DAFÜR	DAFÜR	
5.7	Wiederwahl von Herrn Robert Scully	DAFÜR	DAFÜR	
5.8	Wiederwahl von Herrn Dr. Eugene B. Shanks Jr.	DAFÜR	DAFÜR	
5.9	Wiederwahl von Herrn Theodore E. Shasta	DAFÜR	DAFÜR	
5.10	Wiederwahl von Herrn David Sidwell	DAFÜR	DAFÜR	
5.11	Wiederwahl von Herrn Olivier Steimer	DAFÜR	DAFÜR	
5.12	Neuwahl von Herrn Dr. Luis Téllez	DAFÜR	DAFÜR	
5.13	Wiederwahl von Frau Frances F. Townsend	DAFÜR	● DAGEGEN	Sie übt zu viele Verwaltungsmandate aus.

No.	Traktanden	Board	Ethos	
6	Wiederwahl von Herrn Evan G. Greenberg als Verwaltungsratspräsident	DAFÜR	● DAGEGEN	Herr Greenberg wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann er nicht als Verwaltungsratspräsidenten gewählt werden.
7	Wahlen in den Vergütungsausschuss			
7.1	Wiederwahl von Herrn Michael P. Connors als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR	
7.2	Wiederwahl von Frau Mary A. Cirillo als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR	
7.3	Wiederwahl von Frau Frances F. Townsend als Mitglied des Vergütungsausschusses	DAFÜR	● DAGEGEN	Frau Townsend wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann sie nicht als Mitglied des Vergütungsausschusses gewählt werden.
8	Wiederwahl von Homburger AG als unabhängigen Stimmrechtsvertreter	DAFÜR	DAFÜR	
9	Änderung und Neufassung des langfristigen Beteiligungsplans 2016	DAFÜR	● DAGEGEN	Die Struktur der Vergütungen genügt den Richtlinien von Ethos nicht.
10	Kapitalherabsetzung durch Vernichtung von zurückgekauften Aktien	DAFÜR	DAFÜR	
11.1	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Verwaltungsrats	DAFÜR	DAFÜR	
11.2	Verbindliche prospektive Abstimmung über die gesamte Vergütung der Geschäftsleitung	DAFÜR	● DAGEGEN	Die gelieferten Informationen sind ungenügend. Der Maximalbetrag, welcher letztlich ausbezahlt werden könnte, ist erheblich höher als der an der Generalversammlung beantragte Betrag. Die Struktur der Vergütung genügt den Richtlinien von Ethos nicht.
12	Konsultativabstimmung über die Vergütung der Geschäftsleitung	DAFÜR	● DAGEGEN	Die Transparenz des Vergütungsberichts ist ungenügend.

No.	Traktanden	Board	Ethos
1	Genehmigung eines Aktienrückkaufprogramms	DAFÜR	DAFÜR
2	Kapitalherabsetzung durch Vernichtung von zurückgekauften Aktien	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. David M. Cordani	DAFÜR	DAFÜR	
1.2	Re-elect Mr. William J. DeLaney	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Eric J. Foss	DAFÜR	DAFÜR	
1.4	Re-elect Dr. Elder Granger	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Isaiah Harris Jr.	DAFÜR	DAFÜR	
1.6	Elect Mr. George Kurian	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Kathleen M. Mazzarella	DAFÜR	DAFÜR	
1.8	Re-elect Dr. Mark B. McClellan	DAFÜR	DAFÜR	
1.9	Re-elect Mr. John M. Partridge	DAFÜR	DAFÜR	
1.10	Elect Ms. Kimberly Ross	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Eric C. Wiseman	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Donna F. Zarcone	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
6	Shareholder resolution: Gender pay gap report	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality.
7	Shareholder resolution: Disclose Board Matrix Including Ideological Perspectives	DAGEGEN	DAGEGEN	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Ellen Costello	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Grace E. Dailey	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Barbara J. Desoer	DAFÜR	● DAGEGEN	Former executive director and the board size is excessive.
1.4	Re-elect Mr. John C. Dugan	DAFÜR	DAFÜR	
1.5	Elect Ms. Jane Fraser	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Duncan P. Hennes	DAFÜR	DAFÜR	
1.7	Re-elect Dr. oec. Peter B. Henry	DAFÜR	DAFÜR	
1.8	Re-elect Ms. S. Leslie Ireland	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Lew W. Jay Jacobs	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Renée J. James	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Gary M. Reiner	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Diana L. Taylor	DAFÜR	● DAGEGEN	Non-independent board member and the board size is excessive.
1.13	Re-elect Mr. James S. Turley	DAFÜR	DAFÜR	
1.14	Re-elect Ms. Deborah C. Wright	DAFÜR	DAFÜR	
1.15	Re-elect Mr. Alexander Rijn (Alex) Wynaendts	DAFÜR	● DAGEGEN	The board size is excessive with 16 board members.
1.16	Re-elect Dr. Ernesto Zedillo	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
6	Shareholder resolution: Independent chairman	DAGEGEN	DAGEGEN	
7	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.
8	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.

No.	Traktanden	Board	Ethos	
9	Shareholder resolution: Racial Equity Audit	DAGEGEN	● DAFÜR	The proposal encourages the company to address racial diversity and inclusion.
10	Shareholder resolution: Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Terrence A. Duffy	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Timothy S. Bitsberger	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Charles P. Carey	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Dennis H. Chookaszian	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.5	Re-elect Mr. Bryan Durkin	DAFÜR	● DAGEGEN	Non independent director (former executive). The board is not sufficiently independent.
1.6	Re-elect Ms. Ana Dutra	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Martin J. Gepsman	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. Larry G. Gerdes	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Daniel R. Glickman	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. Daniel G. Kaye	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Phyllis M. Lockett	DAFÜR	● DAGEGEN	Non independent director and the board size is excessive.
1.12	Re-elect Prof. Deborah J. Lucas	DAFÜR	DAFÜR	
1.13	Re-elect Ms. Terry L. Savage	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Ms. Rahael Seifu	DAFÜR	DAFÜR	
1.15	Re-elect Mr. William R. Shepard	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.16	Re-elect Mr. Howard J. Siegel	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.17	Re-elect Mr. Dennis A. Suskind	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2	Election of the auditor	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Herbert A. Allen	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines. The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.2	Re-elect Mr. Marc Bolland	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Ana Patricia Botín-Sanz de Sautuola y O'Shea	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Christopher C. Davis	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Barry Diller	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Dr. Helene D. Gayle	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Alexis M. Herman	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Robert A. Kotick	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Maria Elena Lagomasino	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.10	Re-elect Mr. James Quincey	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.11	Re-elect Ms. Caroline J. Tsay	DAFÜR	DAFÜR	
1.12	Re-elect Mr. David B. Weinberg	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Sugar and public health	DAGEGEN	● DAFÜR	Enhanced disclosure on health and social issues.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Zein Abdalla	DAFÜR	DAFÜR
1.2	Re-elect Ms. Vinita Bali	DAFÜR	DAFÜR
1.3	Re-elect Ms. Maureen Breakiron-Evans	DAFÜR	DAFÜR
1.4	Re-elect Ms. Archana Deskus	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.5	Re-elect Mr. John M. Dineen	DAFÜR	DAFÜR
1.6	Re-elect Mr. Brian Humphries	DAFÜR	DAFÜR
1.7	Re-elect Mr. Leo S. Mackay Jr.	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.8	Re-elect Mr. Michael Patsalos-Fox	DAFÜR	DAFÜR
1.9	Re-elect Mr. Joseph M. Velli	DAFÜR	DAFÜR
1.10	Re-elect Ms. Sandra S. Wijnberg	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	DAGEGEN

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

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

No.	Traktanden	Board	Ethos
1	Issue shares in connection with the merger	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>The merger is not consistent with the long-term interests of the majority of the company's stakeholders.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Christy Clark	DAFÜR	DAFÜR
1.2	Re-elect Ms. Jennifer M. Daniels	DAFÜR	DAFÜR
1.3	Elect Mr. Nicholas I. Fink	DAFÜR	DAFÜR
1.4	Re-elect Mr. Jerry Fowden	DAFÜR	DAFÜR
1.5	Re-elect Mr. Ernesto M. Hernandez	DAFÜR	DAFÜR
1.6	Re-elect Ms. Susan Somersille Johnson	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Concerns over the director's time commitments.</p>
1.7	Re-elect Mr. James A. Locke III	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.8	Re-elect Mr. Jose Manuel Madero	DAFÜR	DAFÜR
1.9	Re-elect Mr. Daniel J. McCarthy	DAFÜR	DAFÜR
1.10	Re-elect Mr. William A. Newlands	DAFÜR	DAFÜR
1.11	Re-elect Dr. Richard Sands	DAFÜR	DAFÜR
1.12	Re-elect Mr. Robert Sands	DAFÜR	DAFÜR
1.13	Re-elect Ms. Judith Schmeling	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>Excessive variable remuneration.</p>
4	Shareholder resolution: Adopt a Policy on Board and Top Management Diversity	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR <p>We support corporate policies aiming to promote gender equality and ethnic diversity.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Susan L. Decker	DAFÜR	DAFÜR
1.2	Re-elect Mr. Kenneth D. Denman	DAFÜR	DAFÜR
1.3	Re-elect Mr. Richard A. Galanti	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Executive director. The board is not sufficiently independent.
1.4	Re-elect Mr. W. Craig Jelinek	DAFÜR	DAFÜR
1.5	Re-elect Ms. Sally Jewell	DAFÜR	DAFÜR
1.6	Re-elect Mr. Charles T. Munger	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN 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.
1.7	Re-elect Mr. Jeffrey S. Raikes	DAFÜR	DAFÜR
2	Re-election of KPMG as the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration. We do not consider the performance period for the long-term incentive plan to be long enough.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. P. Robert Bartolo	DAFÜR	DAFÜR
1.2	Re-elect Mr. Jay A. Brown	DAFÜR	DAFÜR
1.3	Re-elect Ms. Cindy Christy	DAFÜR	DAFÜR
1.4	Re-elect Mr. Ari Q. Fitzgerald	DAFÜR	DAFÜR
1.5	Re-elect Prof. Andrea J. Goldsmith	DAFÜR	DAFÜR
1.6	Re-elect Mr. Lee W. Hogan	DAFÜR	<p>● DAGEGEN</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.7	Elect Ms. Tammy K. Jones	DAFÜR	DAFÜR
1.8	Re-elect Mr. J. Landis Martin	DAFÜR	<p>● DAGEGEN</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.9	Re-elect Mr. Anthony J. Melone	DAFÜR	DAFÜR
1.10	Re-elect Mr. W. Benjamin Moreland	DAFÜR	DAFÜR
1.11	Elect Mr. Kevin A. Stephens	DAFÜR	DAFÜR
1.12	Elect Mr. Matthew Thornton III	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN</p> <p>Excessive variable remuneration.</p>
4	Advisory vote on say on pay frequency	EIN JAHR	EIN JAHR

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Donna M. Alvarado	DAFÜR	DAFÜR
1.2	Elect Mr. Thomas P. Bostick	DAFÜR	DAFÜR
1.3	Re-elect Mr. James M. Foote	DAFÜR	DAFÜR
1.4	Re-elect Mr. Steven T. Halverson	DAFÜR	DAFÜR
1.5	Re-elect Mr. Paul C. Hilal	DAFÜR	DAFÜR
1.6	Re-elect Mr. David M. Moffett	DAFÜR	DAFÜR
1.7	Re-elect Ms. Linda H. Riefler	DAFÜR	DAFÜR
1.8	Re-elect Ms. Suzanne M. Vautrinot	DAFÜR	DAFÜR
1.9	Elect Mr. James L. Wainscott	DAFÜR	DAFÜR
1.10	Re-elect Mr. J. Steven Whisler	DAFÜR	DAFÜR
1.11	Re-elect Mr. John J. Zillmer	DAFÜR	<p>● DAGEGEN Concerns over the director's time commitments.</p>
2	Election of the auditor	DAFÜR	<p>● DAGEGEN The auditor's long tenure raises independence concerns.</p>
3	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive variable remuneration.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Fernando Aguirre	DAFÜR	DAFÜR	
1.2	Re-elect Mr. C. David Brown II	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Alecia A. DeCoudreaux	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Nancy-Ann M. DeParle	DAFÜR	DAFÜR	
1.5	Re-elect Mr. David W. Dorman	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Roger N. Farah	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Anne M. Finucane	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Edward J. Ludwig	DAFÜR	DAFÜR	
1.9	Elect Ms. Karen S. Lynch	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Jean-Pierre Millon	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Mary L. Schapiro	DAFÜR	DAFÜR	
1.12	Re-elect Mr. William C. Weldon	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Tony L. White	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Independent chairman	DAGEGEN	DAGEGEN	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Rainer M. Blair	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Linda Hefner Filler	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Teri L. List-Stoll	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Walter G. Lohr, Jr.	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.
1.5	Re-elect Dr. Jessica L. Mega	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Mitchell P. Rales	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Steven M. Rales	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Pardis C. Sabeti	DAFÜR	DAFÜR	
1.9	Re-elect Mr. John T. Schwieters	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.10	Re-elect Mr. Alan G. Spoon	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.11	Re-elect Prof. Dr. Raymond C. Stevens	DAFÜR	DAFÜR	
1.12	Re-elect Dr. med. Elias A. Zerhouni	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Ms. Tamra A. Erwin	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Alan C. Heuberger	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Charles O. Holliday, Jr	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.4	Re-elect Mr. Dipak C. Jain	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.5	Re-elect Mr. Michael O. Johanns	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Clayton M. Jones	DAFÜR	DAFÜR	
1.7	Re-elect Mr. John C. May	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.8	Re-elect Mr. Gregory R. Page	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.9	Re-elect Ms. Sherry M. Smith	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Dmitri L. Stockton	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Sheila G. Talton	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Laurence A. Chapman	DAFÜR	DAFÜR
1.b	Re-elect Dr. Alexis Black Bjorlin	DAFÜR	DAFÜR
1.c	Re-elect Ms. VeraLinn Jamieson	DAFÜR	DAFÜR
1.d	Re-elect Mr. Kevin J. Kennedy	DAFÜR	DAFÜR
1.e	Re-elect Mr. William G. LaPerch	DAFÜR	DAFÜR
1.f	Re-elect Mr. Jean F.H.P. Mandeville	DAFÜR	DAFÜR
1.g	Re-elect Mr. Afshin Mohebbi	DAFÜR	DAFÜR
1.h	Re-elect Mr. Mark R. Patterson	DAFÜR	DAFÜR
1.i	Re-elect Ms. Mary Hogan Preusse	DAFÜR	DAFÜR
1.j	Re-elect Mr. Dennis E. Singleton	DAFÜR	DAFÜR
1.k	Re-elect Mr. A. William Stein	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Enrique Salem	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Peter Solvik	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Inhi Cho Suh	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Mary Agnes Wilderotter	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Warren F. Bryant	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.2	Re-elect Mr. Michael M. Calbert	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Patricia D. Fili-Krushel	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Timothy I. McGuire	DAFÜR	DAFÜR	
1.5	Re-elect Mr. William C. Rhodes	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Debra A. Sandler	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Ralph E. Santana	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Todd J. Vasos	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Allow shareholders holding 25% or more to call special shareholder meetings	DAFÜR	● DAGEGEN	The proposed threshold of 25% is too high and does not enhance the right of shareholders to call a special meeting.
6	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James A. Bennett	DAFÜR	DAFÜR	
1.2	Elect Mr. Robert M. Blue	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.3	Re-elect Ms. Helen E. Dragas	DAFÜR	DAFÜR	
1.4	Re-elect Mr. James O. Ellis, Jr.	DAFÜR	DAFÜR	
1.5	Re-elect Mr. D. Maybank Hagood	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Ronald W. Jibson	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Mark J. Kington	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Joseph M. Rigby	DAFÜR	DAFÜR	
1.9	Re-elect Dr. Pamela J. Royal	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Robert H. Spilman	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.11	Re-elect Ms. Susan N. Story	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Michael E. Szymanczyk	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
5	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
6	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Samuel Allen	DAFÜR	DAFÜR	
1.2	Elect Mr. Gaurdie Banister	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Wesley G. Bush	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Richard K. Davis	DAFÜR	DAFÜR	
1.5	Elect Ms. Debra L. Dial	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Jeff M. Fettig	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.7	Re-elect Mr. Jim Fitterling	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.8	Re-elect Ms. Jacqueline C. Hinman	DAFÜR	DAFÜR	
1.9	Elect Mr. Luis A. Moreno	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Jane Wyant	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Daniel W. Yohannes	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
4	To approve the 2021 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
5	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas M. Baker, Jr.	DAFÜR	● DAGEGEN	Executive chairman. The board is not sufficiently independent.
1.2	Re-elect Ms. Shari Ballard	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Barbara J. Beck	DAFÜR	DAFÜR	
1.4	Elect Mr. Christophe Beck	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Jeffrey M. Ettinger	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Arthur J. Higgins	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Michael Larson	DAFÜR	DAFÜR	
1.8	Re-elect Mr. David W. MacLennan	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Tracy B. McKibben	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Lionel L. Nowell	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Victoria J. Reich	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Suzanne M. Vautrinot	DAFÜR	DAFÜR	
1.13	Re-elect Mr. John J. Zillmer	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Kieran T. Gallahue	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Leslie S. Heisz	DAFÜR	DAFÜR	
1.3	Elect Mr. Paul A. LaViolette	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Steven R. Loranger	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Martha H. Marsh	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Michael A. Mussallem	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.7	Re-elect Ms. Ramona Sequeira	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Nicholas J. Valeriani	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Amendment to the 2001 Employee Stock Purchase Plan for U.S. Employees	DAFÜR	DAFÜR	
4	Amendment to the 2001 Employee Stock Purchase Plan for International Employees	DAFÜR	DAFÜR	
5	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
7	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.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Kofi A. Bruce	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Leonard S. Coleman	DAFÜR	● DAGEGEN	The director has been sitting on the board for 20 years, which exceeds guidelines.
1.3	Re-elect Mr. Jeffrey T. Huber	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Talbott Roche	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Richard A. Simonson	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Luis A. Ubinas	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Heidi J. Ueberroth	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Andrew Wilson	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Allow shareholders to act by written consent	DAFÜR	● DAGEGEN	The threshold of 25% of all shares to request a record date to initiate written consent is considered too high.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM. The proposed threshold is more shareholder friendly than the one requested by the board under item 4.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Katherine Baicker	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.2	Re-elect Mr. J. Erik Fyrwald	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.3	Re-elect Mr. Jamere Jackson	DAFÜR	DAFÜR	
1.4	Elect Ms. Gabrielle Sulzberger	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Jackson Peter (Jack) Tai	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Declassify the Board of Directors	DAFÜR	DAFÜR	
5	Eliminate Supermajority Vote Requirement	DAFÜR	DAFÜR	
6	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
7	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
8	Shareholder resolution: Implement a bonus deferral policy	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.
9	Shareholder resolution: Disclosure on clawbacks	DAGEGEN	● DAFÜR	Enhanced disclosure on executive remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Pamela L. Carter	DAFÜR	DAFÜR
1.2	Re-elect Mr. Marcel R. Coutu	DAFÜR	DAFÜR
1.3	Re-elect Ms. Susan M. Cunningham	DAFÜR	DAFÜR
1.4	Re-elect Mr. Gregory L. Ebel	DAFÜR	DAFÜR
1.5	Re-elect Mr. J. Herb England	DAFÜR	DAFÜR
1.6	Re-elect Mr. Gregory J. Goff	DAFÜR	DAFÜR
1.7	Re-elect Ms. Maureen Kempstone Darkes	DAFÜR	DAFÜR
1.8	Re-elect Ms. Teresa S. Madden	DAFÜR	DAFÜR
1.9	Re-elect Mr. Al Monaco	DAFÜR	DAFÜR
1.10	Elect Mr. Stephen S. Poloz	DAFÜR	DAFÜR
1.11	Re-elect Mr. Dan C. Tutcher	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Thomas Bartlett	DAFÜR	DAFÜR
1.2	Re-elect Ms. Nanci E. Caldwell	DAFÜR	DAFÜR
1.3	Re-elect Ms. Adaire Fox-Martin	DAFÜR	DAFÜR
1.4	Re-elect Mr. Gary Hromadko	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.</p>
1.5	Re-elect Mr. Irving F. III Lyons	DAFÜR	DAFÜR
1.6	Re-elect Mr. Charles Meyers	DAFÜR	DAFÜR
1.7	Re-elect Prof. Christopher Paisley	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Non independent lead director, which is not best practice.</p>
1.8	Re-elect Ms. Sandra Rivera	DAFÜR	DAFÜR
1.9	Re-elect Mr. Peter Van Camp	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Executive chairman. The board is not sufficiently independent.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>The auditor's long tenure raises independence concerns.</p>
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR <p>Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Ms. Rose Marie Bravo	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.b	Re-elect Mr. Paul J. Fribourg	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.c	Re-elect Ms. Jennifer Hyman	DAFÜR	DAFÜR
1.d	Re-elect Mr. Barry S. Sternlicht	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
2	Re-election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive total remuneration. Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Anthony K. Anderson	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Ann C. Berzin	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Laurie Brlas	DAFÜR	DAFÜR	
1.4	Elect Ms. Marjorie Rodgers Cheshire	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Christopher M. Crane	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Yves C. de Balmann	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.7	Re-elect Ms. Linda P. Jojo	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Paul Joskow	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Robert J. Lawless	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.10	Re-elect Mr. John Richardson	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Mayo A. Shattuck III	DAFÜR	DAFÜR	
1.12	Re-elect Mr. John F. Young	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Child Labour Audit	DAGEGEN	● DAFÜR	Ethos supports the request for a report regarding potential violation of child workers' human and labour rights outside the US

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

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Marvin R. Ellison	DAFÜR	DAFÜR	
1.b	Re-elect Ms. Susan P. Griffith	DAFÜR	DAFÜR	
1.c	Re-elect Ms. Kimberly A. Jabal	DAFÜR	DAFÜR	
1.d	Re-elect Dr. Shirley A. Jackson	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.e	Re-elect Mr. R. Brad Martin	DAFÜR	DAFÜR	
1.f	Re-elect Mr. Joshua C. Ramo	DAFÜR	DAFÜR	
1.g	Re-elect Prof. Susan C. Schwab	DAFÜR	DAFÜR	
1.h	Re-elect Mr. Frederick W. Smith	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.i	Re-elect Mr. David P. Steiner	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.j	Re-elect Mr. Rajesh Subramaniam	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.k	Re-elect Mr. Paul S. Walsh	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 Ernst & Young LLP as auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	Functions of chairman and CEO are combined.
5	Shareholder resolution: Report on alignment between company values and electioneering contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
6	Shareholder resolution: Lobbying activity and expenditure report	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
7	Shareholder resolution: Assessing inclusion in the workplace	DAGEGEN	● DAFÜR	Enhanced disclosure on ethnic diversity.
8	Shareholder resolution: Shareholder ratification of termination pay	DAGEGEN	● DAFÜR	The proposal aims at enhancing shareholder rights regarding executive remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Ellen R. Alemany	DAFÜR	DAFÜR
1.2	Elect Dr. oec. Jeffrey A. Goldstein	DAFÜR	DAFÜR
1.3	Re-elect Ms. Lisa A. Hook	DAFÜR	DAFÜR
1.4	Re-elect Mr. Keith W. Hughes	DAFÜR	● DAGEGEN Non independent lead director, which is not best practice.
1.5	Re-elect Mr. Gary L. Lauer	DAFÜR	DAFÜR
1.6	Re-elect Mr. Gary A. Norcross	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.7	Re-elect Ms. Louise M. Parent	DAFÜR	DAFÜR
1.8	Re-elect Mr. Brian T. Shea	DAFÜR	DAFÜR
1.9	Re-elect Mr. James B. Stallings	DAFÜR	DAFÜR
1.10	Re-elect Mr. Jeffrey E. Stiefler	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration. Concerns over the severance payments which are considered excessive.
3	Election of the auditor	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Frank J. Bisignano	DAFÜR	DAFÜR
1.2	Re-elect Ms. Alison Davis	DAFÜR	DAFÜR
1.3	Re-elect Mr. Henrique De Castro	DAFÜR	DAFÜR
1.4	Re-elect Mr. Harry F. DiSimone	DAFÜR	DAFÜR
1.5	Re-elect Mr. Dennis F. Lynch	DAFÜR	DAFÜR
1.6	Re-elect Ms. Heidi G. Miller	DAFÜR	DAFÜR
1.7	Re-elect Mr. Scott C. Nuttall	DAFÜR	DAFÜR
1.8	Re-elect Mr. Denis J. O'Leary	DAFÜR	DAFÜR
1.9	Re-elect Mr. Doyle R. Simons	DAFÜR	DAFÜR
1.10	Elect Mr. Kevin M. Warren	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	<p>● DAGEGEN The auditor's long tenure raises independence concerns.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James S. Crown	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Rudy de Leon	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Cecil D. Haney	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Mark M. Malcolm	DAFÜR	DAFÜR	
1.5	Re-elect Mr. James N. Mattis	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Phebe N. Novakovic	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.7	Re-elect Mr. C. Howard Nye	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Catherine B. Reynolds	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Laura J. Schumacher	DAFÜR	DAFÜR	
1.10	Elect Mr. Robert K. Steel	DAFÜR	● DAGEGEN	The director is over 70 years old, which exceeds guidelines for new nominees.
1.11	Re-elect Mr. John G. Stratton	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Sir Peter A. Wall	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Sébastien Bazin	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.2	Re-elect Mr. Ashton Carter	DAFÜR	DAFÜR
1.3	Re-elect Mr. Lawrence Culp Jr.	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.4	Re-elect Mr. Francisco D'Souza	DAFÜR	DAFÜR
1.5	Re-elect Mr. Edward P. Garden	DAFÜR	DAFÜR
1.6	Re-elect Mr. Thomas W. Horton	DAFÜR	DAFÜR
1.7	Re-elect Prof. Risa Lavizzo-Mourey	DAFÜR	DAFÜR
1.8	Re-elect Ms. Catherine Lesjak	DAFÜR	DAFÜR
1.9	Re-elect Ms. Paula Rosput Reynolds	DAFÜR	DAFÜR
1.10	Re-elect Ms. Leslie Seidman	DAFÜR	DAFÜR
1.11	Re-elect Mr. James S. Tisch	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
4	Approve share split	DAFÜR	DAFÜR
5	Shareholder resolution: Require More Director Nominations Than Open Seats	DAGEGEN	DAGEGEN
6	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR The separation of functions allows an effective supervision of the management by the board.
7	Shareholder resolution: Meeting the Criteria of the Net Zero Indicator	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mary T. Barra	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Wesley G. Bush	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Linda R. Gooden	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Joseph Jimenez	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Jane L. Mendillo	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Jami Miscik	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Patricia F. Russo	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.8	Re-elect Mr. Thomas M. Schoewe	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Carol M. Stephenson	DAFÜR	DAFÜR	
1.10	Elect Mr. Mark A. Tatum	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Devin Wenig	DAFÜR	DAFÜR	
1.12	Elect Ms. Margaret C. Whitman	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Link Greenhouse Gas Emission Targets to Executive Remuneration	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy and increasing the management's accountability in regard to climate change.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Jacqueline K. Barton	DAFÜR	DAFÜR	
1.2	Elect Dr. Jefferey A. Bluestone	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Sandra J. Horning	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Kelly A. Kramer	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Kevin E. Lofton	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.6	Re-elect Mr. Harish Manwani	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Daniel O'Day	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.8	Elect Mr. Javier J. Rodriguez	DAFÜR	DAFÜR	
1.9	Elect Mr. Anthony Welters	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. F. Thaddeus Arroyo	DAFÜR	DAFÜR
1.2	Re-elect Mr. Robert H.B Baldwin Jr.	DAFÜR	DAFÜR
1.3	Re-elect Mr. John G. Bruno	DAFÜR	DAFÜR
1.4	Re-elect Mr. Kriss Cloninger III	DAFÜR	DAFÜR
1.5	Re-elect Mr. William I. Jacobs	DAFÜR	<p>● DAGEGEN</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.6	Re-elect Ms. Joia M. Johnson	DAFÜR	DAFÜR
1.7	Re-elect Ms. Ruth Ann Marshall	DAFÜR	DAFÜR
1.8	Re-elect Ms. Conne D. McDaniel	DAFÜR	DAFÜR
1.9	Re-elect Mr. William B. Plummer	DAFÜR	DAFÜR
1.10	Re-elect Mr. Jeffrey S. Sloan	DAFÜR	DAFÜR
1.11	Re-elect Mr. John T. Turner	DAFÜR	DAFÜR
1.12	Re-elect Mr. Troy Woods	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN</p> <p>Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	DAFÜR
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	<p>● DAFÜR</p> <p>Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Martha Michele Burns	DAFÜR	DAFÜR	
1.2	Re-elect Dr. Drew Gilpin Faust	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Mark Flaherty	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Ellen J. Kullman	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.5	Re-elect Mr. Lakshmi N Mittal	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.6	Re-elect Mr. Adebayo O. Ogunlesi	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.7	Re-elect Mr. Peter Oppenheimer	DAFÜR	DAFÜR	
1.8	Re-elect Mr. David M. Solomon	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.9	Re-elect Dr. Jan Tighe	DAFÜR	DAFÜR	
1.10	Elect Ms. Jessica Uhl	DAFÜR	DAFÜR	
1.11	Re-elect Mr. David A. Viniar	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Mark O. Winkelman	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
6	Shareholder resolution: Report on the Impact of Mandatoy Arbitration Policies	DAGEGEN	● DAFÜR	We support corporate policies to prevent discrimination.
7	Shareholder resolution: Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos
8	Shareholder resolution: Racial Equity Audit	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR <p>The proposal encourages the company to address racial diversity and inclusion.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas F. Frist III	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Samuel N. Hazen	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Meg Crofton	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Robert J. Dennis	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Nancy-Ann M. DeParle	DAFÜR	DAFÜR	
1.6	Re-elect Mr. William R. Frist	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Charles O. Holliday, Jr	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Michael W. Michelson	DAFÜR	DAFÜR	
1.9	Re-elect Dr. Wayne J. Riley	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration. Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Impact on Quality Metrics on Executive Compensation	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration structure.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Gerard J. Arpey	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Ari Bousbib	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Jeffery H. Boyd	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Gregory D. Brenneman	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Mr. J. Frank Brown	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Albert P. Carey	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Helena B. Foulkes	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Linda R. Gooden	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Wayne M. Hewett	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Manuel Kadre	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Stephanie Linnartz	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Craig A. Menear	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Political Contributions Congruency Report	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Prison Labour in the Supply Chain	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Darius Adamczyk	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Duncan B. Angove	DAFÜR	DAFÜR	
1.3	Re-elect Mr. William S. Ayer	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Kevin Burke	DAFÜR	DAFÜR	
1.5	Re-elect Mr. D. Scott Davis	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Deborah Flint	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Judd Gregg	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Grace D. Lieblein	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Raymond T. Odierno	DAFÜR	DAFÜR	
1.10	Re-elect Mr. George Paz	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Robin L. Washington	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Kurt J. Hilzinger	DAFÜR	● DAGEGEN Non independent chairman of the board (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.2	Elect Dr. med. Raquel C. Bono	DAFÜR	DAFÜR
1.3	Re-elect Mr. Bruce D. Broussard	DAFÜR	DAFÜR
1.4	Re-elect Mr. Frank A. D'Amelio	DAFÜR	● DAGEGEN Non independent director (business connections with the company). The board is not sufficiently independent.
1.5	Re-elect Dr. Wayne A.I. Frederick	DAFÜR	DAFÜR
1.6	Re-elect Mr. John W. Garratt	DAFÜR	DAFÜR
1.7	Re-elect Mr. David A. Jones, Jr	DAFÜR	● DAGEGEN The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Ms. Karen W. Katz	DAFÜR	DAFÜR
1.9	Elect Ms. Marcy S. Klevorn	DAFÜR	DAFÜR
1.10	Re-elect Mr. William J. McDonald	DAFÜR	DAFÜR
1.11	Elect Mr. Jorge S. Mesquita	DAFÜR	DAFÜR
1.12	Re-elect Mr. James J. O'Brien	DAFÜR	DAFÜR
1.13	Re-elect Ms. Marissa T. Peterson	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors	DAFÜR	DAFÜR
1.1	Re-elect Mr. Bruce L. Claflin	DAFÜR	DAFÜR
1.2	Elect Dr. Asha S. Collins	DAFÜR	DAFÜR
1.3	Re-elect Mr. Daniel M. Junius	DAFÜR	DAFÜR
1.4	Re-elect Mr. Sam Samad	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Daniel J. Brutto	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Susan Crown	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Elect Mr. Darrell L. Ford	DAFÜR	DAFÜR	
1.4	Re-elect Mr. James W. Griffith	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Jay L. Henderson	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Richard H. Lenny	DAFÜR	DAFÜR	
1.7	Re-elect Mr. E. Scott Santi	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.8	Re-elect Mr. David B. Smith Jr.	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Pamela B. Strobel	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Anré D. Williams	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Patrick P. Gelsinger	DAFÜR	DAFÜR	
1.2	Re-elect Mr. James J. Goetz	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Alyssa Henry	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Omar Ishrak	DAFÜR	DAFÜR	
1.5	Re-elect Prof. Risa Lavizzo-Mourey	DAFÜR	DAFÜR	
1.6	Re-elect Prof. Dr. Tsu-Jae King Liu	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Gregory B. Smith	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Dion J. Weisler	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Frank D. Yeary	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Median Gender and Racial Pay Equity Report	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
6	Shareholder resolution: Report Assessing whether Corporate written policies / unwritten norms reinforce racism in Company Culture	DAGEGEN	● DAFÜR	The proposal would help the company to address discrimination issues.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Sharon Y. Bowen	DAFÜR	DAFÜR	
1.2	Elect Ms. Shantella E. Cooper	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Charles R. Crisp	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Duriya M. Farooqui	DAFÜR	DAFÜR	
1.5	Re-elect Mr. William Hague	DAFÜR	DAFÜR	
1.6	Elect Mr. Mark F. Mulhern	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Thomas E. Noonan	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Frederic V. Salerno	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.9	Elect Ms. Caroline Silver	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Jeffrey Sprecher	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.11	Re-elect Ms. Judith A. Sprieser	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Vincent Tese	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder Resolution: Majority Voting Standards	DAGEGEN	● DAFÜR	The proposal is in the shareholders' interest.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Ms. Eve Burton	DAFÜR	DAFÜR
1.b	Re-elect Mr. Scott D. Cook	DAFÜR	DAFÜR
1.c	Re-elect Mr. Richard L. Dalzell	DAFÜR	DAFÜR
1.d	Re-elect Mr. Sasan Goodarzi	DAFÜR	DAFÜR
1.e	Re-elect Ms. Deborah Liu	DAFÜR	DAFÜR
1.f	Elect Ms. Tekedra Mawakana	DAFÜR	DAFÜR
1.g	Re-elect Ms. Suzanne Nora Johnson	DAFÜR	<p>● DAGEGEN Non independent lead director, which is not best practice.</p>
1.h	Re-elect Mr. Dennis D. Powell	DAFÜR	DAFÜR
1.i	Re-elect Mr. Brad D. Smith	DAFÜR	DAFÜR
1.j	Re-elect Mr. Thomas Szkutak	DAFÜR	DAFÜR
1.k	Re-elect Mr. Raul Vazquez	DAFÜR	DAFÜR
1.l	Re-elect Mr. Jeff Weiner	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive variable remuneration.</p> <p>Performance targets are not sufficiently challenging.</p>
3	Re-election of Ernst & Young as the auditor	DAFÜR	<p>● DAGEGEN The auditor's long tenure raises independence concerns.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Dr. Craig H. Barratt	DAFÜR	DAFÜR
1.2	Re-elect Mr. Joseph C. Beery	DAFÜR	DAFÜR
1.3	Re-elect Dr. Gary S. Guthart	DAFÜR	DAFÜR
1.4	Re-elect Ms. Amal M. Johnson	DAFÜR	DAFÜR
1.5	Re-elect Dr. Don R. Kania	DAFÜR	DAFÜR
1.6	Re-elect Prof. Dr. Amy L. Ladd	DAFÜR	DAFÜR
1.7	Re-elect Mr. Keith R. Leonard Jr.	DAFÜR	DAFÜR
1.8	Re-elect Dr. Alan J. Levy	DAFÜR	<p>● DAGEGEN The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.9	Re-elect Ms. Jami Dover Nachtsheim	DAFÜR	DAFÜR
1.10	Elect Dr. Monica P. Reed	DAFÜR	DAFÜR
1.11	Re-elect Mr. Mark J. Rubash	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	DAFÜR
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	<p>● DAGEGEN The potential variable remuneration exceeds our guidelines.</p> <p>The non-executive directors receive variable remuneration.</p>

No.	Traktanden	Board	Ethos
1	Amend articles of association: 3-for-1 share split	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Prof. Dr. Mary C Beckerle	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.2	Re-elect Mr. D. Scott Davis	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Ian E.L. Davis	DAFÜR	DAFÜR	
1.4	Re-elect Prof. Dr. Jennifer A. Doudna	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.5	Re-elect Mr. Alex Gorsky	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.6	Re-elect Ms. Marillyn A. Hewson	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Hubert Joly	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.8	Re-elect Dr. Mark B. McClellan	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.9	Re-elect Ms. Anne M. Mulcahy	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.10	Re-elect Mr. Charles O. Prince	DAFÜR	DAFÜR	
1.11	Re-elect Dr. A. Eugene Washington	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.12	Re-elect Mr. Mark A. Weinberger	DAFÜR	DAFÜR	
1.13	Elect Dr. med. Nadja Y. West	DAFÜR	DAFÜR	
1.14	Re-elect Mr. Ronald A. Williams	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Report on Government Financial Support and Access to COVID-19 Vaccines and Therapeutics	DAGEGEN	● DAFÜR	The proposal aims at improving the company's responsible business practices especially with regard to ensuring a safe and affordable COVID-19 vaccine.

No.	Traktanden	Board	Ethos	
5	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	An independent chairman can ensure independent oversight of management.
6	Shareholder resolution: Civil Rights Audit	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.
7	Shareholder resolution: Executive Remuneration Bonus Deferral	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Linda B. Bammann	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Stephen B. Burke	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice. Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.3	Re-elect Mr. Todd A. Combs	DAFÜR	DAFÜR	
1.4	Re-elect Mr. James S. Crown	DAFÜR	DAFÜR	
1.5	Re-elect Mr. James Dimon	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.6	Re-elect Mr. Timothy P. Flynn	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Mellody Hobson	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Michael A. Neal	DAFÜR	DAFÜR	
1.9	Elect Ms. Phebe N. Novakovic	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Virginia M. Rometty	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
6	Shareholder resolution: Racial Equity Audit and Report	DAGEGEN	● DAFÜR	The proposal encourages the company to address racial diversity and inclusion.
7	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	The separation of functions allows an effective supervision of the management by the board.
8	Shareholder resolution: Report on Congruency Political Analysis and Electioneering Expenditures	DAGEGEN	● DAFÜR	Enhanced disclosure on political expenses against publicly stated company values and policies.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Sallie B. Bailey	DAFÜR	DAFÜR	
1.2	Re-elect Mr. William M. Brown	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.3	Re-elect Mr. Peter W. Chiarelli	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Tom Corcoran	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.
1.5	Re-elect Mr. Thomas A. Dattilo	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Roger B. Fradin	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Lewis Hay III	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Lewis Kramer	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Christopher E. Kubasik	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.10	Re-elect Ms. Rita S. Lane	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Robert B. Millard	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.12	Re-elect Mr. Lloyd W. Newton	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Sohail U. Ahmed	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Timothy M. Archer	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Eric K. Brandt	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Michael R. Cannon	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Catherine P. Lego	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Bethany J. Mayer	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Abhijit Y. Talwalkar	DAFÜR	DAFÜR	
1.8	Re-elect Dr. Lih-Shyng (Rick) Tsai	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Leslie F. Varon	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.

No.	Traktanden	Board	Ethos	
Elections to the Board of Directors				
1.a	Re-elect Prof. Dr. Wolfgang H. Reitzle	DAFÜR	● DAGEGEN	Non independent director (former executive). The board is not sufficiently independent.
1.b	Re-elect Mr. Stephen F. Angel	DAFÜR	DAFÜR	
1.c	Re-elect Prof. DDR. Ann-Kristin Achleitner	DAFÜR	DAFÜR	
1.d	Re-elect Prof. Dr. Clemens A. H. Börsig	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.
1.e	Re-elect Dr. Nance K. Dicciani	DAFÜR	DAFÜR	
1.f	Re-elect Dr. Thomas Enders	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Franz Fehrenbach	DAFÜR	DAFÜR	
1.h	Re-elect Mr. Edward G. Galante	DAFÜR	DAFÜR	
1.i	Re-elect Mr. Larry D. McVay	DAFÜR	DAFÜR	
1.j	Re-elect Dr. Victoria E. Ossadnik	DAFÜR	DAFÜR	
1.k	Re-elect Prof. Dr. Martin H. Richenhagen	DAFÜR	DAFÜR	
1.l	Re-elect Mr. Robert L. Wood	DAFÜR	● DAGEGEN	Chairman of the nomination committee. The representation of women on the board is insufficient.
2.a	Advisory vote on the election of PricewaterhouseCoopers as auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
2.b	Auditor's remuneration	DAFÜR	DAFÜR	
3	Advisory vote on the named executive officers' compensation under US law	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Advisory vote on Directors' Remuneration policy under Irish law	DAFÜR	● DAGEGEN	Potential excessive awards.
5	Advisory vote on Directors' Remuneration report	DAFÜR	● DAGEGEN	Excessive variable remuneration.
6	Adopt the Long-Term Incentive Plan (LTIP)	DAFÜR	● DAGEGEN	Potential excessive awards.
7	Determine Price Range for Reissuance of Treasury Shares	DAFÜR	DAFÜR	

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

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Anthony K. Anderson	DAFÜR	DAFÜR
1.2	Re-elect Mr. Óscar Fanjul Martin	DAFÜR	● DAGEGEN The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Mr. Daniel S. Glaser	DAFÜR	DAFÜR
1.4	Re-elect Mr. Edward Hanway	DAFÜR	DAFÜR
1.5	Re-elect Ms. Deborah C. Hopkins	DAFÜR	DAFÜR
1.6	Re-elect Ms. Tamara Ingram	DAFÜR	DAFÜR
1.7	Re-elect Ms. Jane H. Lute	DAFÜR	DAFÜR
1.8	Re-elect Mr. Stephen A. Mills	DAFÜR	DAFÜR
1.9	Re-elect Mr. Bruce P. Nolop	DAFÜR	DAFÜR
1.10	Re-elect Mr. Marc D. Oken	DAFÜR	DAFÜR
1.11	Re-elect Mr. Morton O. Schapiro	DAFÜR	DAFÜR
1.12	Re-elect Mr. Lloyd M. Yates	DAFÜR	DAFÜR
1.13	Re-elect Mr. R. David Yost	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Lloyd H. Dean	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Robert A. Eckert	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Catherine Engelbert	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Margaret (Margo) H. Georgiadis	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Enrique Hernandez, Jr.	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Re-elect Mr. Chris Kempczinski	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Richard H. Lenny	DAFÜR	DAFÜR	
1.8	Re-elect Mr. John Mulligan	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Sheila A. Penrose	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.10	Re-elect Mr. John W. Rogers, Jr.	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.11	Re-elect Mr. Paul S. Walsh	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Miles D. White	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Report on Sugar and Public Health	DAGEGEN	● DAFÜR	Enhanced disclosure on health and social issues.
5	Shareholder resolution: Report on Antibiotics and Public Health Costs	DAGEGEN	● DAFÜR	Enhanced disclosure on health and social issues.
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
Elections to the Board of Directors				
1a.	Re-elect Mr. Richard H. Anderson	DAFÜR	● DAGEGEN	Non independent director (board membership exceeding time limit for independence) who sits on the remuneration committee and the audit committee.
1b.	Re-elect Mr. Craig Arnold	DAFÜR	● DAGEGEN	Non independent director (business relationships) who sits on the remuneration committee.
1c.	Re-elect Mr. Scott C. Donnelly	DAFÜR	DAFÜR	
1d.	Re-elect Prof. Andrea J. Goldsmith	DAFÜR	DAFÜR	
1e.	Re-elect Mr. Randall J. Hogan	DAFÜR	DAFÜR	
1f.	Re-elect Mr. Kevin E. Lofton	DAFÜR	DAFÜR	
1g.	Re-elect Mr. Geoffrey S. Martha	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1h.	Re-elect Dr. Elizabeth G. Nabel	DAFÜR	DAFÜR	
1i.	Re-elect Ms. Denise M. O'Leary	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.j.	Re-elect Mr. Kendall J. Powell	DAFÜR	● DAGEGEN	Non independent director (various reasons) who sits on the remuneration committee.
2	Re-appoint PricewaterhouseCoopers as auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on the Company's executive compensation	DAFÜR	● DAGEGEN	Excessive total remuneration. Excessive variable remuneration.
4	Advisory vote on the frequency of Say-on-Pay votes	EIN JAHR	EIN JAHR	
5	Adopt the new 2021 Medtronic plc Long Term Incentive Plan	DAFÜR	● DAGEGEN	The pay-for-performance connection is not demonstrated. Potential excessive awards.
6	Directors' authority to allot shares	DAFÜR	DAFÜR	
7	Disapplication of pre-emption rights on the issue of shares for cash	DAFÜR	DAFÜR	
8	Purchase of own shares	DAFÜR	● DAGEGEN	The repurchase price is too high.

No.	Traktanden	Board	Ethos
9	Annual Report and Accounts for the year ended 30 April 2021	OHNE ABSTIM- MUNG	OHNE ABSTIM- MUNG

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Leslie A. Brun	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent. Non independent lead director, which is not best practice.
1.2	Re-elect Ms. Mary Ellen Coe	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Pamela J. Craig	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Kenneth C. Frazier	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.5	Re-elect Mr. Thomas H. Glocer	DAFÜR	DAFÜR	
1.6	Re-elect Prof. Risa Lavizzo-Mourey	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.7	Elect Mr. Stephen L. Mayo	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Paul B. Rothman	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.9	Re-elect Ms. Patricia F. Russo	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Prof. Dr. Christine E. Seidman	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.11	Re-elect Mr. Inge G. Thulin	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Kathy Warden	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Peter C. Wendell	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Access to COVID-19 Products	DAGEGEN	● DAFÜR	We support corporate policies that encourage social responsibility.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. CBE Lewis W.K. Booth	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Charles E. Bunch	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Lois D. Juliber	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Peter W. May	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.5	Re-elect Mr. Jorge S. Mesquita	DAFÜR	DAFÜR	
1.6	Elect Ms. Jane Hamilton Nielsen	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Fredric G. Reynolds	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Christiana Smith Shi	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Patrick T. Siewert	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Michael A. Todman	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Jean-François M.L. van Boxmeer	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Dirk Van de Put	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Consider CEO pay ratio in executive remuneration	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Rodney C. Sacks	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO. Executive director. The board is not sufficiently independent.
1.2	Re-elect Mr. Hilton H. Schlosberg	DAFÜR	● ZURÜCK-BEHALTEN	Executive director. The board is not sufficiently independent.
1.3	Re-elect Mr. Mark J. Hall	DAFÜR	● ZURÜCK-BEHALTEN	Executive director. The board is not sufficiently independent.
1.4	Elect Mr. James L. Dinkins	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Gary P. Fayard	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Jeanne P. Jackson	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Steven G. Pizula	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Benjamin M. Polk	DAFÜR	● ZURÜCK-BEHALTEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.9	Re-elect Mr. Mark S. Vidergauz	DAFÜR	● ZURÜCK-BEHALTEN	Non independent lead director, which is not best practice. The director has been sitting on the board for over 20 years, which exceeds guidelines.
2	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.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: annual vote and report on climate change	DAGEGEN	● DAFÜR	The proposal aims at enhancing disclosure and action to mitigate climate change.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jorge A. Bermudez	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Therese Esperdy	DAFÜR	DAFÜR	
1.3	Elect Mr. Robert Fauber	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Vincent A. Forlenza	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Kathryn M. Hill	DAFÜR	DAFÜR	
1.6	Elect Mr. Lloyd W. Howell	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Raymond W. McDaniel	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Leslie Seidman	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Bruce Van Saun	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Advisory vote on say-on-climate plan	DAFÜR	● DAGEGEN	The CO2e emission reduction targets do not cover all direct and indirect emissions.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Dame Elizabeth Corley	DAFÜR	DAFÜR
1.2	Re-elect Mr. Alistair Darling	DAFÜR	DAFÜR
1.3	Re-elect Mr. Thomas H. Glocer	DAFÜR	DAFÜR
1.4	Re-elect Mr. James P. Gorman	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.5	Re-elect Mr. Robert H. Herz	DAFÜR	DAFÜR
1.6	Re-elect Mr. Nobuyuki Hirano	DAFÜR	DAFÜR
1.7	Elect Mr. Hironori Kamezawa	DAFÜR	DAFÜR
1.8	Elect Ms. Shelley B. Leibowitz	DAFÜR	DAFÜR
1.9	Re-elect Mr. Stephen J. Luczo	DAFÜR	DAFÜR
1.10	Re-elect Ms. Jami Miscik	DAFÜR	DAFÜR
1.11	Re-elect Mr. Dennis M. Nally	DAFÜR	DAFÜR
1.12	Re-elect Ms. Mary L. Schapiro	DAFÜR	DAFÜR
1.13	Re-elect Mr. Perry M. Traquina	DAFÜR	DAFÜR
1.14	Re-elect Mr. Rayford Wilkins, Jr.	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN The non-executive directors receive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Richard N. Barton	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.b	Re-elect Mr. Rodolphe Belmer	DAFÜR	DAFÜR	
1.c	Re-elect Mr. Bradford L. Smith	DAFÜR	DAFÜR	
1.d	Re-elect Ms. Anne M. Sweeney	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
4	Shareholder resolution: Disclose political contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
5	Shareholder resolution: Simple majority voting	DAGEGEN	● DAFÜR	The introduction of simple majority voting is in the interests of shareholders.
6	Shareholder resolution: Consider CEO pay ratio in executive remuneration	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Elect Mr. Patrick G. Awuah	DAFÜR	DAFÜR
1.2	Re-elect Mr. Gregory H. Boyce	DAFÜR	DAFÜR
1.3	Re-elect Mr. Bruce R. Brook	DAFÜR	DAFÜR
1.4	Re-elect Ms. Maura Clark	DAFÜR	DAFÜR
1.5	Re-elect Mr. Matthew Coon Come	DAFÜR	DAFÜR
1.6	Elect Mr. Jose Manuel Madero	DAFÜR	DAFÜR
1.7	Re-elect Dr. oec. René Médori	DAFÜR	DAFÜR
1.8	Re-elect Ms. Jane Nelson	DAFÜR	DAFÜR
1.9	Re-elect Mr. Tom Palmer	DAFÜR	DAFÜR
1.10	Re-elect Mr. Julio M. Quintana	DAFÜR	DAFÜR
1.11	Elect Ms. Susan N. Story	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			
1.1	Re-elect Ms. Sherry S. Barrat	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.2	Re-elect Mr. James L. Camaren	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Kenneth B. Dunn	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Naren K. Gursahaney	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Kirk S. Hachigian	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Amy B. Lane	DAFÜR	DAFÜR	
1.7	Re-elect Mr. David L. Porges	DAFÜR	DAFÜR	
1.8	Re-elect Mr. James L. Robo	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.9	Re-elect Mr. Rudy E. Schupp	DAFÜR	DAFÜR	
1.10	Re-elect Mr. John L. Skolds	DAFÜR	DAFÜR	
1.11	Elect Ms. Lynn M. Utter	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Darryl L. Wilson	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the 2021 long-term incentive plan	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.
5	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Thomas D. Bell Jr.	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Mitchell E. Daniels	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Marcela E. Donadio	DAFÜR	DAFÜR	
1.4	Re-elect Mr. John C. Huffard	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Christopher T. Jones	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Thomas Colm Kelleher	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Steven F. Leer	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines. Non independent lead director, which is not best practice.
1.8	Re-elect Mr. Michael D. Lockhart	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Amy E. Miles	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Claude Mongeau	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Jennifer F. Scanlon	DAFÜR	DAFÜR	
1.12	Re-elect Mr. James A. Squires	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.13	Re-elect Mr. John R. Thompson	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Report on Lobbying Activity Alignment with Paris Climate Agreement	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Mr. Robert K. Burgess	DAFÜR	DAFÜR
1.b	Re-elect Mr. Tench Coxe	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.c	Elect Mr. John O. Dabiri	DAFÜR	DAFÜR
1.d	Re-elect Prof. Dr. Persis S. Drell	DAFÜR	DAFÜR
1.e	Re-elect Mr. Jen-Hsun Huang	DAFÜR	DAFÜR
1.f	Re-elect Ms. Dawn Hudson	DAFÜR	DAFÜR
1.g	Re-elect Mr. Harvey C. Jones	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.h	Re-elect Mr. Michael G. McCaffery	DAFÜR	DAFÜR
1.i	Re-elect Mr. Stephen C. Neal	DAFÜR	DAFÜR
1.j	Re-elect Mr. Mark L. Perry	DAFÜR	DAFÜR
1.k	Re-elect Mr. A. Brooke Seawell	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.l	Elect Ms. Aarti Shah	DAFÜR	DAFÜR
1.m	Re-elect Mr. Mark A. Stevens	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>Excessive variable remuneration.</p>
3	Election of the auditor	DAFÜR	DAFÜR
4	Authorisation to increase the number of shares of the company's common stock	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>Excessive potential capital increase without preemptive rights.</p> <p>Additional potential dilution which is not in shareholders' interests.</p>

No.	Traktanden	Board	Ethos	
1	Adoption of the financial statements	DAFÜR	DAFÜR	
2	Discharge of the board of directors	DAFÜR	DAFÜR	
3	Elections of directors			
3.1	Re-elect Mr. Kurt Sievers	DAFÜR	DAFÜR	
3.2	Re-elect Mr. Sir Peter L. Bonfield	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
3.3	Elect Ms. Annette K. Clayton	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
3.4	Elect Dr. iur. Anthony Foxx	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
3.5	Re-elect Mr. Kenneth A. (Ken) Goldman	DAFÜR	DAFÜR	
3.6	Re-elect Mr. Joe Kaeser	DAFÜR	DAFÜR	
3.7	Re-elect Ms. Lena Olving	DAFÜR	DAFÜR	
3.8	Re-elect Mr. Peter Smitham	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
3.9	Re-elect Ms. Julie Southern	DAFÜR	DAFÜR	
3.10	Re-elect Ms. Jasmin Staiblin	DAFÜR	DAFÜR	
3.11	Re-elect Mr. Gregory L. (Greg) Summe	DAFÜR	DAFÜR	
3.12	Re-elect Mr. Karl-Henrik Sundström	DAFÜR	DAFÜR	
4	Authorisation to issue shares	DAFÜR	DAFÜR	
5	Authorisation to restrict or exclude pre-emptive rights	DAFÜR	DAFÜR	
6	Authorisation to repurchase own shares	DAFÜR	DAFÜR	
7	Reduce share capital via cancellation of shares	DAFÜR	DAFÜR	
8	Approve remuneration of the board of directors	DAFÜR	DAFÜR	
9	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Jeffrey S. Berg	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.2	Re-elect Dr. Michael J. Boskin	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
1.3	Re-elect Ms. Safra A. Catz	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Executive director. The board is not sufficiently independent.</p>
1.4	Re-elect Mr. Bruce R. Chizen	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Chairman of the nomination committee. The composition of the board is unsatisfactory.</p>
1.5	Re-elect Mr. George H. Conrades	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p>
1.6	Re-elect Mr. Lawrence J. Ellison	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Chairman of the board and the composition of the board is very unsatisfactory.</p>
1.7	Re-elect Ms. Rona A. Fairhead	DAFÜR	DAFÜR
1.8	Re-elect Mr. Jeffrey O. Henley	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Executive director. The board is not sufficiently independent.</p> <p>The director is over 75 years old, which exceeds guidelines.</p>
1.9	Re-elect Ms. Renée J. James	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>Non independent director (business connections with the company). The board is not sufficiently independent.</p>
1.10	Re-elect Mr. Charles W. Moorman IV	DAFÜR	DAFÜR
1.11	Re-elect Mr. Leon E. Panetta	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p>
1.12	Re-elect Mr. William G. Parrett	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN <p>The director is over 75 years old, which exceeds guidelines.</p>

No.	Traktanden	Board	Ethos	
1.13	Re-elect Ms. Naomi O. Seligman	DAFÜR	● ZURÜCK-BEHALTEN	The director is over 75 years old, which exceeds guidelines.
1.14	Re-elect Dr. Vishal Sikka	DAFÜR	● ZURÜCK-BEHALTEN	Non independent director (consultancy agreement). The board is not sufficiently independent.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	The remuneration committee amended the long-term plan during the performance period, which is not best practice. Excessive total remuneration.
3	Amendment to the 2020 Equity Incentive Plan	DAFÜR	● DAGEGEN	Potential excessive awards.
4	Re-election of the auditor	DAFÜR	DAFÜR	
5	Shareholder resolution: Racial equity audit	DAGEGEN	● DAFÜR	The proposal encourages the company to address racial diversity and inclusion.
6	Shareholder resolution: Independent board chairman	DAGEGEN	● DAFÜR	The proposal aims at improving the overall board independence.
7	Shareholder resolution: Political spending	DAGEGEN	DAGEGEN	

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Rodney C. Adkins	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Jonathan Christodoro	DAFÜR	DAFÜR	
1.3	Re-elect Mr. John J. Donahoe	DAFÜR	DAFÜR	
1.4	Re-elect Mr. David W. Dorman	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Belinda J. Johnson	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Gail J. McGovern	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.7	Re-elect Ms. Deborah M. Messemer	DAFÜR	DAFÜR	
1.8	Re-elect Mr. David M. Moffett	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Ann M. Sarnoff	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Daniel H. Schulman	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Frank D. Yeary	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
5	Shareholder resolution: Report on Whether Written Policies or Unwritten Norms Reinforce Racism in Company Culture	DAGEGEN	● DAFÜR	We support corporate policies to prevent discrimination.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Ms. Segun Agbaje	DAFÜR	DAFÜR	
1.2	Re-elect Dr. Shona L. Brown	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Cesar Conde	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Ian M. Cook	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.5	Re-elect Ms. Dina Dublon	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Michelle Gass	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Ramon Laguarta	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.8	Elect Mr. Dave Lewis	DAFÜR	DAFÜR	
1.9	Re-elect Prof. Dr. David C. Page	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Robert C. Pohlad	DAFÜR	DAFÜR	
1.11	Re-elect Dr. med. Daniel L. Vasella	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Darren Walker	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Alberto Weisser	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.
5	Shareholder resolution: Report on Sugar and Public Health	DAGEGEN	● DAFÜR	Enhanced disclosure on potential health risks.
6	Shareholder resolution: Report on External Public Health Costs	DAGEGEN	● DAFÜR	Enhanced disclosure on potential health risks.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Ronald E. Blaylock	DAFÜR	DAFÜR	
1.2	Re-elect Dr. Albert Bourla	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.3	Re-elect Dr. Susan D. Desmond-Hellmann	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Joseph J. Echevarria	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Scott Gottlieb	DAFÜR	DAFÜR	
1.6	Re-elect Prof. Dr. Helen H. Hobbs	DAFÜR	DAFÜR	
1.7	Re-elect Dr. Susan Hockfield	DAFÜR	DAFÜR	
1.8	Re-elect Prof. Dan R. Littman	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Shantanu Narayen	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.10	Re-elect Ms. Suzanne Nora Johnson	DAFÜR	DAFÜR	
1.11	Re-elect Mr. James Quincey	DAFÜR	DAFÜR	
1.12	Re-elect Mr. James C. Smith	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	An independent chairman can ensure independent oversight of management.
5	Shareholder resolution: Disclose political contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on political donations.
6	Shareholder resolution: Report on Access to COVID-19 Products	DAGEGEN	● DAFÜR	The proposal aims at improving the company's responsible business practices especially with regard to ensuring a safe and affordable COVID-19 vaccine.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Elect Mr. Brant Bough	DAFÜR	DAFÜR
1.2	Re-elect Mr. Andre Calantzopoulos	DAFÜR	DAFÜR
1.3	Elect Mr. Michel Combes	DAFÜR	DAFÜR
1.4	Elect Dr. Juan Jose Daboub	DAFÜR	DAFÜR
1.5	Re-elect Mr. Werner Geissler	DAFÜR	DAFÜR
1.6	Re-elect Ms. Lisa A. Hook	DAFÜR	DAFÜR
1.7	Re-elect Mr. Jun Makihara	DAFÜR	DAFÜR
1.8	Re-elect Ms. Kalpana Morparia	DAFÜR	DAFÜR
1.9	Re-elect Mr. Lucio A. Noto	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN The director is over 75 years old, which exceeds guidelines.
1.10	Elect Mr. Jacek Olczak	DAFÜR	DAFÜR
1.11	Re-elect Dr. Frederik Paulsen	DAFÜR	DAFÜR
1.12	Re-elect Mr. Robert Polet	DAFÜR	DAFÜR
1.13	Elect Mr. Shlomo Yanai	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Elect Mr. B. Marc Allen	DAFÜR	DAFÜR	
1.b	Re-elect Ms. Angela F. Braly	DAFÜR	DAFÜR	
1.c	Re-elect Ms. Amy L. Chang	DAFÜR	DAFÜR	
1.d	Re-elect Mr. Joseph Jimenez	DAFÜR	DAFÜR	
1.e	Elect Mr. Christopher Kempczinski	DAFÜR	DAFÜR	
1.f	Re-elect Ms. Debra L. Lee	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Terry J. Lundgren	DAFÜR	DAFÜR	
1.h	Re-elect Ms. Christine M. McCarthy	DAFÜR	DAFÜR	
1.i	Elect Mr. Jon R. Moeller	DAFÜR	DAFÜR	
1.j	Re-elect Mr. David S. Taylor	DAFÜR	DAFÜR	
1.k	Re-elect Ms. Margaret C. Whitman	DAFÜR	DAFÜR	
1.l	Re-elect Ms. Patricia A. Woertz	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	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.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Hamid R. Moghadam	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Ms. Cristina G. Bitá	DAFÜR	DAFÜR	
1.3	Re-elect Mr. George L. Fotiades	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Ms. Lydia Kennard	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Irving F. Lyons III	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines. Non independent lead director, which is not best practice.
1.6	Re-elect Ms. Avid Modjtabai	DAFÜR	DAFÜR	
1.7	Re-elect Mr. David P. O'Connor	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Olivier Piani	DAFÜR	DAFÜR	
1.9	Re-elect Dr. maths Jeffrey L. Skelton	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.10	Re-elect Mr. Carl B. Webb	DAFÜR	DAFÜR	
1.11	Re-elect Mr. William D. Zollars	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 total remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Ronald L. Havner, Jr.	DAFÜR	● DAGEGEN Concerns over the director's time commitments.
1.2	Re-elect Ms. Tamara Hughes Gustavson	DAFÜR	DAFÜR
1.3	Re-elect Ms. Leslie S. Heisz	DAFÜR	DAFÜR
1.4	Elect Ms. Michelle Millstone-Shroff	DAFÜR	DAFÜR
1.5	Elect Mr. Shankh S. Mitra	DAFÜR	DAFÜR
1.6	Elect Mr. David J. Neithercut	DAFÜR	DAFÜR
1.7	Elect Ms. Rebecca L. Owen	DAFÜR	DAFÜR
1.8	Elect Ms. Kristy M. Pipes	DAFÜR	DAFÜR
1.9	Re-elect Mr. Avedick B. Poladian	DAFÜR	DAFÜR
1.10	Re-elect Mr. John Reyes	DAFÜR	DAFÜR
1.11	Re-elect Mr. Joseph D. Russell	DAFÜR	DAFÜR
1.12	Re-elect Mr. Tariq M. Shaukat	DAFÜR	DAFÜR
1.13	Re-elect Mr. Ronald P. Spogli	DAFÜR	DAFÜR
1.14	Elect Mr. Paul S. Williams	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN The non-executive directors receive variable remuneration.
5	Eliminate cumulative voting for director elections	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Elect Ms. Sylvia Acevedo	DAFÜR	DAFÜR
1.2	Re-elect Mr. Mark Fields	DAFÜR	DAFÜR
1.3	Re-elect Mr. Jeffrey W. Henderson	DAFÜR	DAFÜR
1.4	Elect Mr. Gregory Johnson	DAFÜR	DAFÜR
1.5	Re-elect Ms. Ann M. Livermore	DAFÜR	DAFÜR
1.6	Re-elect Mr. Harish Manwani	DAFÜR	DAFÜR
1.7	Re-elect Mr. Mark D McLaughlin	DAFÜR	DAFÜR
1.8	Elect Ms. Jamie S. Miller	DAFÜR	DAFÜR
1.9	Re-elect Mr. Steven M. Mollenkopf	DAFÜR	DAFÜR
1.10	Re-elect Mr. Clark T. Randt, Jr.	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN The director is over 75 years old, which exceeds guidelines.
1.11	Re-elect Dr. Irene B. Rosenfeld	DAFÜR	DAFÜR
1.12	Re-elect Mr. Neil Smit	DAFÜR	DAFÜR
1.13	Elect Mr. Jean-Pascal Tricoire	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Concerns over the director's attendance rate, which was below 75% during the year under review.
1.14	Re-elect Mr. Anthony J. Vinciguerra	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Concerns over the director's time commitments.
2	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Ms. Tracy A. Atkinson	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Gregory J. Hayes	DAFÜR	DAFÜR	
1.3	Elect Mr. Thomas A. Kennedy	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Marshall O. Larsen	DAFÜR	DAFÜR	
1.5	Elect Mr. George R. Oliver	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Robert K. Ortberg	DAFÜR	DAFÜR	
1.7	Re-elect Prof. Margaret O'Sullivan	DAFÜR	DAFÜR	
1.8	Elect Mr. Dinesh C. Paliwal	DAFÜR	DAFÜR	
1.9	Elect Prof. Ellen M. Pawlikowski	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Denise L. Ramos	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Fredric G. Reynolds	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Brian C Rogers	DAFÜR	DAFÜR	
1.13	Elect Mr. James A. Winnefeld	DAFÜR	DAFÜR	
1.14	Elect Mr. Robert O. Work	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns. On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
4	To approve the Executive Annual Incentive Plan	DAFÜR	● DAGEGEN	The information provided on the performance targets is insufficient. Potential excessive awards.
5	To approve the amendment to the 2018 Long-Term Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
6	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Shellye L. Archambeau	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Amy W. Brinkley	DAFÜR	DAFÜR	
1.3	Re-elect Mr. John F. Fort, III	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.
1.4	Re-elect Mr. L. Neil Hunn	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Robert D. Johnson	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Laura G. Thatcher	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Richard F. Wallman	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Christopher Wright	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	Election of the auditor	DAFÜR	DAFÜR	
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. K. Gunnar Bjorklund	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Michael J. Bush	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.3	Re-elect Ms. Sharon D. Garrett	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.4	Re-elect Mr. Stephen D. Milligan	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Patricia H. Mueller	DAFÜR	DAFÜR	
1.6	Re-elect Mr. George P. Orban	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.
1.7	Re-elect Mr. Gregory L. Quesnel	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Larree M. Renda	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Barbara Rentler	DAFÜR	DAFÜR	
1.10	Elect Mr. Doniel N. Sutton	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder Resolution: Executive Share Retention	DAGEGEN	● DAFÜR	The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Andrew A. Chisholm	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Jacynthe Côté	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Toos N. Daruvala	DAFÜR	DAFÜR	
1.4	Re-elect Mr. David F. Denison	DAFÜR	DAFÜR	
1.5	Elect Ms. Cynthia Devine	DAFÜR	● ZURÜCK-BEHALTEN	Concerns over the director's time commitments.
1.6	Re-elect Mr. David I. McKay	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Kathleen P. Taylor	DAFÜR	● ZURÜCK-BEHALTEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Ms. Maryann Turcke	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Bridget A. van Kralingen	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Thierry Vandal	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Frank Vettese	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Jeffery Yabuki	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Greenhouse Gas Reduction Targets	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.
5	Shareholder resolution: Statement of Purpose	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's social responsibility.
6	Shareholder resolution: Reporting Circular Economy Loans	DAGEGEN	● DAFÜR	We support corporate policies aiming to prevent environmental risks.
7	Shareholder resolution: Target of more than 40% women on the board of directors	DAGEGEN	● DAFÜR	We support corporate policies aiming at promoting gender equality.

No.	Traktanden	Board	Ethos
1	Issue Shares in Connection with Merger	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Marc Benioff	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Craig Conway	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Parker Harris	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.4	Re-elect Mr. Alan G. Hassenfeld	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Neelie Kroes	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.6	Re-elect Mr. Colin Powell	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.7	Re-elect Mr. Sanford Robertson	DAFÜR	● DAGEGEN	The director is over 75 years old, which exceeds guidelines.
1.8	Re-elect Mr. John V. Roos	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Robin L. Washington	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Maynard G. Webb, Jr.	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Susan Wojcicki	DAFÜR	DAFÜR	
1.12	To approve the adoption of the 2013 Equity Incentive Plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Transitioning into a Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Nora A. Aufreiter	DAFÜR	DAFÜR	
1.2	Re-elect Dr. oec. Guillermo E. Babatz	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Scott C Bonham	DAFÜR	DAFÜR	
1.4	Elect Ms. Lynn K. Patterson	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Michael D. Penner	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Brian J. Porter	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Una M Power	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Aaron W. Regent	DAFÜR	DAFÜR	
1.9	Elect Mr. Calin Rovinescu	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Susan L. Segal	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Scott L Thomson	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Benita M. Warmbold	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● ZURÜCK-BEHALTEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Reporting Circular Economy Loans	DAGEGEN	● DAFÜR	We support corporate policies aiming to prevent environmental risks.
5	Shareholder resolution: Pay Ratio Disclosure	DAGEGEN	● DAFÜR	Enhanced disclosure on remuneration.
6	Shareholder resolution: Target of 40% women on the board of directors	DAGEGEN	● DAFÜR	We support corporate policies aiming at promoting gender equality.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Alan L. Boeckmann	DAFÜR	DAFÜR	
1.2	Re-elect Dr. Andrés Conesa	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Maria Contreras-Sweet	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Pablo A. Ferrero	DAFÜR	DAFÜR	
1.5	Re-elect Mr. William D. Jones	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.6	Re-elect Mr. Jeffrey W. Martin	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.7	Re-elect Ms. Bethany J. Mayer	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Michael N. Mears	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Jack T. Taylor	DAFÜR	DAFÜR	
1.10	Re-elect Ms. Cynthia L. Walker	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Cynthia J. Warner	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.12	Re-elect Mr. James C. Yardley	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Lobbying Activity Alignment with the Paris Agreement	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.a	Re-elect Ms. Susan L. Bostrom	DAFÜR	DAFÜR
1.b	Re-elect Mr. Jonathan Chadwick	DAFÜR	DAFÜR
1.c	Elect Mr. Lawrence J. Jackson Jr.	DAFÜR	DAFÜR
1.d	Re-elect Mr. Frederic B. Luddy	DAFÜR	DAFÜR
1.e	Re-elect Mr. Jeffrey A. Miller	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable and total remuneration.
3	Election of the auditor	DAFÜR	DAFÜR
4	Introduce a right to call special meetings of shareholders	DAFÜR	DAFÜR
5	Approve the 2021 Equity Incentive Plan	DAFÜR	● DAGEGEN Potential excessive awards.
6	Amend and restate the 2012 Employee Stock Purchase Plan	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Kerrii B. Anderson	DAFÜR	DAFÜR
1.2	Re-elect Mr. Arthur F. Anton	DAFÜR	DAFÜR
1.3	Re-elect Mr. Jeff M. Fettig	DAFÜR	DAFÜR
1.4	Re-elect Mr. Richard J. Kramer	DAFÜR	DAFÜR
1.5	Re-elect Mr. John G. Morikis	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.6	Re-elect Ms. Christine A. Poon	DAFÜR	DAFÜR
1.7	Elect Mr. Aaron M. Powell	DAFÜR	DAFÜR
1.8	Re-elect Mr. Michael H. Thaman	DAFÜR	DAFÜR
1.9	Re-elect Mr. Matthew Thornton III	DAFÜR	DAFÜR
1.10	Re-elect Mr. Steven H. Wunning	DAFÜR	DAFÜR
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN The auditor's long tenure raises independence concerns.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Tobias Lütke	DAFÜR	● ZURÜCK-BEHALTEN	Combined chairman and CEO.
1.2	Re-elect Mr. Robert G. Ashe	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Gail F. Goodman	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Colleen Johnston	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Jeremy Levine	DAFÜR	DAFÜR	
1.6	Re-elect Mr. John Phillips	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	To approve the stock option plan	DAFÜR	● DAGEGEN	The non-executive directors receive options.
4	Amend and restate the long-term incentive plan	DAFÜR	● DAGEGEN	The non-executive directors receive variable remuneration.
5	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Randy Garutti	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Mary Meeker	DAFÜR	DAFÜR	
1.3	Re-elect Prof. Dr. Lawrence Summers	DAFÜR	DAFÜR	
1.4	Elect Mr. Darren Walker	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder resolution: Independent chairman	DAGEGEN	● DAFÜR	An independent chairman can ensure independent oversight of management.
5	Shareholder resolution: Approve Recapitalization Plan for all Stock to Have One-vote per Share	DAGEGEN	● DAFÜR	The proposal to give each share an equal vote is in line with the principle of fair and equal treatment of all shareholders.

No.	Traktanden	Board	Ethos	
1	Elections of directors	DAFÜR	DAFÜR	
1.1	Re-elect Mr. Richard E. Allison	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Rosalind G. Brewer	ZURÜCK-GEZOGEN	ZURÜCK-GEZOGEN	
1.3	Re-elect Mr. Andrew Campion	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Mary N. Dillon	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.5	Re-elect Ms. Isabel Ge Mahe	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Mellody Hobson	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Kevin R. Johnson	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Jorgen Vig Knudstorp	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Satya Nadella	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Joshua C. Ramo	DAFÜR	DAFÜR	
1.11	Re-elect Ms. Clara Shih	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Javier G. Teruel	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Employee representation on board of directors	DAGEGEN	● DAFÜR	The nomination of an employee representative would better protect the interests of the non-management employees.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Mary K. Brainerd	DAFÜR	DAFÜR	
1.2	Elect Dr. Giovanni Caforio	DAFÜR	DAFÜR	
1.3	Re-elect Prof. Dr. oec. Srikant Datar	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Allan C. Golston	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Kevin A. Lobo	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.6	Re-elect Ms. Sherilyn S. McCoy	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.7	Re-elect Mr. Andrew K. Silvernail	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Lisa M. Skeete Tatum	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Ronda E. Stryker	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Rajeev Suri	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Shareholder resolution: Workforce involvement in corporate governance	DAGEGEN	● DAFÜR	The proposal is in line with the long-term interests of the majority of the company's stakeholders.
5	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

No.	Traktanden	Board	Ethos	
	Aktionärsantrag: Hauptsitz von Medmix in Winterthur	DAGEGEN	DAGEGEN	
1	Genehmigung des Spaltungsplans	DAFÜR	DAFÜR	
2	Grundung der medmix	DAFÜR	DAFÜR	
3	Wahlen in den Verwaltungsrat von medmix			
3.1	Neuwahl von Herrn Grégoire Poux-Guillaume als Mitglied und Präsident des Verwaltungsrats von medmix	DAFÜR	● DAGEGEN	Er ist nicht unabhängig und die Unabhängigkeit des Verwaltungsrats ist ungenügend (0.0%).
3.2.1	Neuwahl von Frau Jill Lee als Mitglied des Verwaltungsrats von medmix	DAFÜR	● DAGEGEN	Sie übt zu viele Verwaltungsratsmandate aus. Sie ist nicht unabhängig, und die Unabhängigkeit des Verwaltungsrats ist ungenügend (0.0%).
3.2.2	Neuwahl von Herrn Marco Musetti als Mitglied des Verwaltungsrats von medmix	DAFÜR	● DAGEGEN	Er ist nicht unabhängig, und die Unabhängigkeit des Verwaltungsrats ist ungenügend (0.0%).
4	Neuwahl von KPMG als Revisionsstelle von medmix	DAFÜR	DAFÜR	
5	Wahlen in den Vergütungsausschuss von medmix			
5.1	Neuwahl von Herrn Grégoire Poux-Guillaume als Mitglied des Vergütungsausschusses von medmix	DAFÜR	● DAGEGEN	Er wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann er nicht als Mitglied des Vergütungsausschusses gewählt werden.
5.2	Neuwahl von Frau Jill Lee als Mitglied des Vergütungsausschusses von medmix	DAFÜR	● DAGEGEN	Sie wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann sie nicht als Mitglied des Vergütungsausschusses gewählt werden.
5.3	Neuwahl von Herrn Marco Musetti als Mitglied des Vergütungsausschusses von medmix	DAFÜR	● DAGEGEN	Er wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann er nicht als Mitglied des Vergütungsausschusses gewählt werden.
6.1	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Verwaltungsrats von medmix	DAFÜR	● DAGEGEN	Die Vergütung ist erheblich höher als bei anderen Unternehmen von vergleichbarer Grösse und Komplexität.
6.2.1	Verbindliche prospektive Abstimmung über die gesamte Vergütung der Geschäftsleitung von medmix für das Geschäftsjahr 2021	DAFÜR	● DAGEGEN	Die gelieferten Informationen sind ungenügend.

No.	Traktanden	Board	Ethos
6.2.2	Verbindliche prospektive Abstimmung über die gesamte Vergütung der Geschäftsleitung von medmix für das Geschäftsjahr 2022	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Die gelieferten Informationen sind ungenügend.
7	Neuwahl von Proxy Voting Services GmbH als unabhängigen Stimmrechtsvertreter von medmix	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Aart J. de Geus	DAFÜR	● DAGEGEN	Combined chairman and CEO.
12.2	Re-elect Mr. Chi-Foon Chan	DAFÜR	● DAGEGEN	Executive director. The board is not sufficiently independent.
1.3	Re-elect Ms. Janice D. Chaffin	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Bruce R. Chizen	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.5	Re-elect Ms. Mercedes Johnson	DAFÜR	DAFÜR	
1.6	Re-elect Prof. Dr. Chrysostomos L. Max Nikias	DAFÜR	DAFÜR	
1.7	Elect Ms. Jeannine P. Sargent	DAFÜR	DAFÜR	
1.8	Re-elect Mr. John G. Schwarz	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Roy Vallee	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
2	To approve and amend the 2006 Employee Equity Incentive Plan	DAFÜR	● DAGEGEN	The potential variable remuneration exceeds our guidelines.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
5	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

Target

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No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Douglas M. Baker, Jr.	DAFÜR	DAFÜR	
1.2	Re-elect Mr. George S. Barrett	DAFÜR	DAFÜR	
1.3	Re-elect Mr. Brian C. Cornell	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.4	Re-elect Mr. Robert L. Edwards	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Melanie L. Healey	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Donald R. Knauss	DAFÜR	DAFÜR	
1.7	Elect Ms. Christine A. Leahy	DAFÜR	DAFÜR	
1.8	Re-elect Ms. Monica C. Lozano	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Mary E. Minnick	DAFÜR	DAFÜR	
1.10	Elect Mr. Derica W. Rice	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Kenneth L. Salazar	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Dmitri L. Stockton	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Amend Proxy Access Right	DAGEGEN	● DAFÜR	The proposal aims at improving shareholder rights.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Stéphan Crétier	DAFÜR	DAFÜR
1.2	Re-elect Mr. Michael R. Culbert	DAFÜR	DAFÜR
1.3	Re-elect Ms. Susan C. Jones	DAFÜR	DAFÜR
1.4	Re-elect Mr. Randy Limbacher	DAFÜR	DAFÜR
1.5	Re-elect Mr. John E. Lowe	DAFÜR	DAFÜR
1.6	Re-elect Mr. David MacNaughton	DAFÜR	DAFÜR
1.7	Elect Mr. François L. Poirier	DAFÜR	DAFÜR
1.8	Re-elect Ms. Una M Power	DAFÜR	DAFÜR
1.9	Re-elect Ms. Mary Pat Salomone	DAFÜR	DAFÜR
1.10	Re-elect Dr. eng. Indira V. Samarasekera	DAFÜR	DAFÜR
1.11	Re-elect Mr. D. Michael Stewart	DAFÜR	DAFÜR
1.12	Re-elect Mr. Siim A. Vanaselja	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Concerns over the director's time commitments.
1.13	Re-elect Mr. Thierry Vandal	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.
4	Amend articles of association: Virtual general meeting	DAFÜR	DAFÜR

No.	Traktanden	Board	Ethos	
1	Wahlen in den Verwaltungsrat			
1.a	Wiederwahl von Herrn Dr. Pierre R. Brondeau	DAFÜR	DAFÜR	
1.b	Wiederwahl von Herrn Terrence R. Curtin	DAFÜR	● DAGEGEN	Er ist gleichzeitig dauerhaftes Mitglied der Geschäftsleitung (CEO).
1.c	Wiederwahl von Herrn Carol A. Davidson	DAFÜR	DAFÜR	
1.d	Wiederwahl von Frau Lynn A. Dugle	DAFÜR	DAFÜR	
1.e	Wiederwahl von Herrn Dr. William A. Jeffrey	DAFÜR	DAFÜR	
1.f	Wiederwahl von Herrn David M. Kerko	ZURÜCK-GEZOGEN	ZURÜCK-GEZOGEN	Der Kandidat schied vor der Generalversammlung aus dem Verwaltungsrat aus.
1.g	Wiederwahl von Herrn Thomas J. Lynch	DAFÜR	DAFÜR	
1.h	Neuwahl von Herrn Heath A. Mitts	DAFÜR	● DAGEGEN	Er ist gleichzeitig dauerhaftes Mitglied der Geschäftsleitung (CFO).
1.i	Wiederwahl von Herrn Yong Nam	DAFÜR	DAFÜR	
1.j	Wiederwahl von Herrn Daniel J. Phelan	DAFÜR	DAFÜR	
1.k	Wiederwahl von Herrn Abhijit Y. Talwalkar	DAFÜR	● DAGEGEN	Er übt zu viele Verwaltungsratsmandate aus.
1.l	Wiederwahl von Herrn Mark C. Trudeau	DAFÜR	DAFÜR	
1.m	Wiederwahl von Frau Dawn C. Willoughby	DAFÜR	DAFÜR	
1.n	Wiederwahl von Frau Laura H. Wright	DAFÜR	DAFÜR	
2	Wiederwahl von Herrn Thomas J. Lynch als Verwaltungsratspräsident	DAFÜR	DAFÜR	
3	Wahlen in den Vergütungsausschuss			
3.a	Wiederwahl von Herrn Daniel J. Phelan als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR	
3.b	Wiederwahl von Herrn Abhijit Y. Talwalkar als Mitglied des Vergütungsausschusses	DAFÜR	● DAGEGEN	Herr Talwalkar wurde von Ethos nicht in den Verwaltungsrat gewählt. Deshalb kann er nicht als Mitglied des Vergütungsausschusses gewählt werden.
3.c	Wiederwahl von Herrn Mark C. Trudeau als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos	
3.d	Wiederwahl von Frau Dawn C. Willoughby als Mitglied des Vergütungsausschusses	DAFÜR	DAFÜR	
4	Wiederwahl von Herrn Dr. René Schwarzenbach als unabhängigen Stimmrechtsvertreter	DAFÜR	DAFÜR	
5	Genehmigung des Jahresberichts, der Jahresrechnung und der Konzernrechnung			
5.1	Genehmigung des Jahresberichts 2019/20 (ausgenommen der Vergütungsbericht und die Jahres- und Konzernrechnung)	DAFÜR	DAFÜR	
5.2	Genehmigung der Jahresrechnung 2019/20	DAFÜR	DAFÜR	
5.3	Genehmigung der Konzernrechnung 2019/20	DAFÜR	DAFÜR	
6	Entlastung der Mitglieder des Verwaltungsrats und der Geschäftsleitung	DAFÜR	DAFÜR	
7.1	Wiederwahl von Deloitte & Touche LLP als Revisionsstelle	DAFÜR	DAFÜR	
7.2	Wiederwahl des Schweizer Prüfers (Deloitte AG)	DAFÜR	DAFÜR	
7.3	Wiederwahl des speziellen Prüfers (PricewaterhouseCoopers AG)	DAFÜR	DAFÜR	
8	Konsultativabstimmung über die Vergütung der Geschäftsleitung	DAFÜR	● DAGEGEN	Der Vergütungsbericht genügt den Richtlinien von Ethos nicht.
9	Verbindliche prospektive Abstimmung über die gesamte Vergütung der Geschäftsleitung	DAFÜR	● DAGEGEN	<p>Die gelieferten Informationen sind ungenügend.</p> <p>Mit dem maximalen Gesamtbetrag könnten erheblich höhere Vergütungen gezahlt werden, als dies bei einer Gruppe anderer Unternehmen von vergleichbarer Grösse und Komplexität der Fall ist.</p> <p>Die Struktur der Vergütung genügt den Richtlinien von Ethos nicht.</p>
10	Verbindliche prospektive Abstimmung über die gesamte Vergütung des Verwaltungsrats	DAFÜR	DAFÜR	
11	Verwendung des Bilanzergebnisses	DAFÜR	DAFÜR	
12	Genehmigung der Ausschüttung einer Dividende aus der Kapitaleinlagerereserve	DAFÜR	DAFÜR	
13	Kapitalherabsetzung durch Vernichtung von zurückgekauften Aktien	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
14	Genehmigung des Aktienkaufplans für Mitarbeiter	DAFÜR	DAFÜR
15	Genehmigung des "2007 Stock and Incentive Plan" aus steuerlichen Gründen	DAFÜR	<p>● DAGEGEN</p> <p>Die Struktur der Vergütungen genügt den Richtlinien von Ethos nicht.</p>
16	Genehmigung der Verschiebung der Generalversammlung	DAFÜR	<p>● DAGEGEN</p> <p>Falls das Quorum erreicht wird, sollte der Wahlausgang als repräsentativ für die Meinung der Aktionäre gelten. Es besteht keine Notwendigkeit die Versammlung zu verschieben.</p>

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. James R. Murdoch	DAFÜR	● DAGEGEN	Non independent director. The board is not sufficiently independent.
1.2	Re-elect Mr. Kimbal Musk	DAFÜR	DAFÜR	
2	Amend articles of association: reduction director terms to two years	DAFÜR	DAFÜR	
3	Amend articles of association: eliminate applicable supermajority voting requirements	KEINE EMPFEHLUNG	● DAFÜR	The introduction of the simple majority vote is in the interests of minority shareholders.
4	Re-election of the auditor	DAFÜR	DAFÜR	
5	Shareholder resolution: Reduction director terms to one year	DAGEGEN	● DAFÜR	Annual election of the directors allows shareholders to express themselves on the directors more frequently.
6	Shareholder resolution: Additional reporting on diversity and inclusion efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
7	Shareholder resolution: Reporting on employee arbitration	DAGEGEN	● DAFÜR	Enhanced disclosure on social issues.
8	Shareholder resolution: Board committee for human capital management	DAGEGEN	● DAFÜR	The proposal strengthens the oversight of human capital management by the board.
9	Shareholder resolution: Additional reporting on human rights	DAGEGEN	● DAFÜR	Enhanced disclosure on human rights.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Mark A. Blinn	DAFÜR	DAFÜR	
1.2	Re-elect Mr. Todd M. Bluedorn	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Janet F. Clark	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Carrie S. Cox	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Martin S. Craighead	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Jean M. Hobby	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Michael D. Hsu	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Ronald D Kirk	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Pamela H. Patsley	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Robert E. Sanchez	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Richard K. Templeton	DAFÜR	● DAGEGEN	Combined chairman and CEO.
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Marc N. Casper	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.2	Re-elect Mr. Nelson J. Chai	DAFÜR	DAFÜR	
1.3	Re-elect Dr. C. Martin Harris	DAFÜR	DAFÜR	
1.4	Re-elect Prof. Dr. Tyler Jacks	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.5	Elect Ms. R. Alexandra Keith	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Thomas J. Lynch	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.7	Re-elect Mr. Jim P. Manzi	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.8	Re-elect Mr. James C. Mullen	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.9	Re-elect Mr. Lars Rebien Sørensen	DAFÜR	DAFÜR	
1.10	Re-elect Prof. Debora L. Spar	DAFÜR	DAFÜR	
1.11	Re-elect Mr. Scott M. Sperling	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Dion J. Weisler	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	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	DAFÜR	DAFÜR	

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Zein Abdalla	DAFÜR	DAFÜR
1.2	Elect Mr. José B. Alvarez	DAFÜR	DAFÜR
1.3	Re-elect Mr. Alan M. Bennett	DAFÜR	<p>● DAGEGEN</p> <p>Non independent director (board membership exceeding time limit for independence). The board is not sufficiently independent.</p> <p>Non independent lead director, which is not best practice.</p>
1.4	Re-elect Ms. Rosemary T. Berkery	DAFÜR	DAFÜR
1.5	Re-elect Mr. David T. Ching	DAFÜR	DAFÜR
1.6	Elect Ms. C. Kim Goodwin	DAFÜR	DAFÜR
1.7	Re-elect Mr. Ernie Herrman	DAFÜR	DAFÜR
1.8	Re-elect Mr. Michael F. Hines	DAFÜR	DAFÜR
1.9	Re-elect Ms. Amy B. Lane	DAFÜR	DAFÜR
1.10	Re-elect Ms. Carol Meyrowitz	DAFÜR	<p>● DAGEGEN</p> <p>Executive chairman. The board is not sufficiently independent.</p>
1.11	Re-elect Ms. Jackwyn L. Nemerov	DAFÜR	DAFÜR
1.12	Re-elect Mr. John F. O'Brien	DAFÜR	<p>● DAGEGEN</p> <p>The director is over 75 years old, which exceeds guidelines.</p> <p>The director has been sitting on the board for over 20 years, which exceeds guidelines.</p>
2	Election of the auditor	DAFÜR	<p>● DAGEGEN</p> <p>The auditor's long tenure raises independence concerns.</p>
3	Advisory vote on executive remuneration	DAFÜR	<p>● DAGEGEN</p> <p>Excessive variable remuneration.</p>
4	Shareholder resolution: Report on Animal Welfare	DAGEGEN	<p>● DAFÜR</p> <p>The proposal addresses potential abuses linked to animal cruelty, which is in the interests of all stakeholders.</p>
5	Shareholder resolution: Setting Target amounts for CEO remuneration	DAGEGEN	<p>● DAFÜR</p> <p>The proposal aims at improving the remuneration policy.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Marcelo Claure	DAFÜR	DAFÜR
1.2	Re-elect Prof. Dr. oec. Srikant Datar	DAFÜR	DAFÜR
1.3	Elect Ms. Bavan M. Holloway	DAFÜR	DAFÜR
1.4	Re-elect Mr. Timotheus Höttges	DAFÜR	<ul style="list-style-type: none"> ● 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>Concerns over the director's time commitments.</p>
1.5	Re-elect Mr. Christian P. Illek	DAFÜR	DAFÜR
1.6	Re-elect Dr. oec. Raphael Kübler	DAFÜR	DAFÜR
1.7	Re-elect Mr. Thorsten Langheim	DAFÜR	DAFÜR
1.8	Elect Ms. Dominique Leroy	DAFÜR	<ul style="list-style-type: none"> ● 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>Concerns over the director's time commitments.</p>
1.9	Re-elect Mr. G. Michael Sievert	DAFÜR	DAFÜR
1.10	Re-elect Ms. Teresa A. Taylor	DAFÜR	DAFÜR
1.11	Elect Mr. Omar Tazi	DAFÜR	DAFÜR
1.12	Re-elect Mr. Kelvin R. Westbrook	DAFÜR	DAFÜR
1.13	Elect Mr. Michael Wilkens	DAFÜR	<ul style="list-style-type: none"> ● 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>
2	Election of the auditor	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN <p>The auditor's long tenure raises independence concerns.</p>

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Ms. Amy W. Brinkley	DAFÜR	DAFÜR
1.2	Re-elect Mr. Brian C. Ferguson	DAFÜR	DAFÜR
1.3	Re-elect Ms. Colleen A. Goggins	DAFÜR	DAFÜR
1.4	Re-elect Mr. Jean-René Halde	DAFÜR	DAFÜR
1.5	Re-elect Mr. David E. Kepler	DAFÜR	DAFÜR
1.6	Re-elect Mr. Brian M. Levitt	DAFÜR	DAFÜR
1.7	Re-elect Mr. Alan N. MacGibbon	DAFÜR	DAFÜR
1.8	Re-elect Ms. Karen E. Maidment	DAFÜR	DAFÜR
1.9	Re-elect Mr. Bharat B. Masrani	DAFÜR	DAFÜR
1.10	Re-elect Ms. Irene Ruth Miller	DAFÜR	DAFÜR
1.11	Re-elect Mr. Nadir H. Mohamed	DAFÜR	DAFÜR
1.12	Re-elect Mr. Claude Mongeau	DAFÜR	DAFÜR
1.13	Elect Mr. Joe Natale	DAFÜR	DAFÜR
1.14	Re-elect Ms. Jane S. Rowe	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN Excessive variable remuneration.
4	Shareholder resolution: Report on loans made in recent years in support of the circular economy	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR We support resolutions that encourage the transition to a low-carbon economy.
5	Shareholder resolution: Target of 40% women on the board of directors	DAGEGEN	<ul style="list-style-type: none"> ● DAFÜR We support corporate policies aiming at promoting gender equality.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Ms. Jennifer S. Banner	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.2	Re-elect Mr. K. David Boyer	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.3	Re-elect Ms. Agnes Bundy Scanlan	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Anna R. Cablik	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.5	Re-elect Mr. Dallas S. Clement	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Paul D. Donahue	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Paul R. Garcia	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Patrick C. Graney	DAFÜR	DAFÜR	
1.9	Re-elect Ms. Linnie M. Haynesworth	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Kelly S. King	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.11	Re-elect Ms. Easter A. Maynard	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Donna S. Morea	DAFÜR	DAFÜR	
1.13	Re-elect Mr. Charles A. Patton	DAFÜR	DAFÜR	
1.14	Re-elect Mr. Nido R. Qubein	DAFÜR	● DAGEGEN	The director has been sitting on the board for over 20 years, which exceeds guidelines.
1.15	Re-elect Mr. David M. Ratcliffe	DAFÜR	DAFÜR	
1.16	Re-elect Mr. William H. Rogers, Jr.	DAFÜR	● DAGEGEN	Executive director and the board size is excessive.
1.17	Re-elect Mr. Frank P. Scruggs, Jr.	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.18	Re-elect Ms. Christine Sears	DAFÜR	DAFÜR	
1.19	Re-elect Mr. Thomas E. Skains	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.20	Re-elect Mr. Bruce Tanner	DAFÜR	DAFÜR	
1.21	Re-elect Mr. Thomas N. Thompson	DAFÜR	● DAGEGEN	Board size is excessive following the merger.
1.22	Re-elect Mr. Steven C. Voorhees	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Jesse A. Cohn	DAFÜR	DAFÜR	
1.2	Re-elect Ms. Baroness Martha Lane Fox	DAFÜR	DAFÜR	
1.3	Re-elect Prof. Dr. Fei-Fei Li	DAFÜR	DAFÜR	
1.4	Re-elect Mr. David Rosenblatt	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Advisory vote on say on pay frequency	EIN JAHR	EIN JAHR	
4	Election of the auditor	DAFÜR	DAFÜR	
5	Declassify the Board of Directors	DAFÜR	DAFÜR	
6	Shareholder resolution: Report on Net Zero Benchmark	DAGEGEN	● DAFÜR	The shareholder proposal was withdrawn by the proponent prior to the Annual Meeting.
7	Shareholder resolution: Independent Director Nominee with Human and/or Civil Rights Experience	DAGEGEN	● DAFÜR	The proposal strengthens the monitoring of human rights risks by the board.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Warner L Baxter	DAFÜR	DAFÜR
1.2	Re-elect Ms. Dorothy J. Bridges	DAFÜR	DAFÜR
1.3	Re-elect Ms. Elizabeth L. Buse	DAFÜR	DAFÜR
1.4	Re-elect Mr. Andrew Cecere	DAFÜR	● DAGEGEN Combined chairman and CEO.
1.5	Elect Ms. Kimberly N. Ellison-Taylor	DAFÜR	DAFÜR
1.6	Re-elect Ms. Kimberly J. Harris	DAFÜR	DAFÜR
1.7	Re-elect Mr. Roland A. Hernandez	DAFÜR	DAFÜR
1.8	Re-elect Ms. Olivia F. Kirtley	DAFÜR	● DAGEGEN Non independent lead director, which is not best practice.
1.9	Re-elect Ms. Karen S Lynch	DAFÜR	DAFÜR
1.10	Re-elect Mr. Richard P. McKenney	DAFÜR	DAFÜR
1.11	Re-elect Mr. Yusuf I. Mehdi	DAFÜR	DAFÜR
1.12	Re-elect Mr. John P. Wiehoff	DAFÜR	DAFÜR
1.13	Re-elect Mr. Scott W. Wine	DAFÜR	DAFÜR
2	Election of the auditor	DAFÜR	● DAGEGEN On a 3-year basis, the aggregate non-audit fees exceed 50% of the aggregate fees paid for audit services.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN Excessive variable remuneration.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Dr. Ronald D. Sugar	DAFÜR	DAFÜR	
1.2	Elect Ms. Revathi Advaiti	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Ursula M. Burns	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Robert A. Eckert	DAFÜR	DAFÜR	
1.5	Re-elect Ms. Amanda Ginsberg	DAFÜR	DAFÜR	
1.6	Re-elect Mr. Dara Khosrowshahi	DAFÜR	DAFÜR	
1.7	Re-elect Ms. Wan Ling Martello	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Yasir O. Al-Rumayyan	DAFÜR	DAFÜR	
1.9	Re-elect Mr. John Alexander Thain	DAFÜR	DAFÜR	
1.10	Re-elect Mr. David I. Trujillo	DAFÜR	DAFÜR	
1.11	Elect Mr. Alexander Wynaendts	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive total remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Eliminate Supermajority Vote Requirement	DAFÜR	DAFÜR	
5	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Andrew H. Card Jr.	DAFÜR	DAFÜR	
1.2	Re-elect Mr. William J. DeLaney	DAFÜR	DAFÜR	
1.3	Re-elect Mr. David B. Dillon	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Lance M. Fritz	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.5	Re-elect Ms. Deborah C. Hopkins	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Jane H. Lute	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Michael R. McCarthy	DAFÜR	● DAGEGEN	Non independent lead director, which is not best practice.
1.8	Re-elect Mr. Thomas F. McLarty III	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Jose H. Villarreal	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Christopher J. Williams	DAFÜR	DAFÜR	
2	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	To approve the adoption of the Omnibus Incentive Plan	DAFÜR	● DAGEGEN	Potential excessive awards.
5	Approval of the Union Pacific Corporation 2021 Employee Stock Purchase Plan	DAFÜR	DAFÜR	
6	Shareholder resolution: EEO-1 Disclosure	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
7	Shareholder resolution: Report Assessing Diversity and Inclusion Efforts	DAGEGEN	● DAFÜR	Enhanced disclosure on gender equality and ethnic diversity.
8	Shareholder resolution: Greenhouse Gas Reduction Targets	DAGEGEN	● DAFÜR	The resolution aims to mitigate climate change and is in line with the objectives of the Paris Accord.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Mark Carges	DAFÜR	DAFÜR	
1.b	Re-elect Mr. Paul E. Chamberlain	DAFÜR	DAFÜR	
1.c	Re-elect Mr. Ronald E.F. Codd	DAFÜR	DAFÜR	
1.d	Re-elect Mr. Peter P. Gassner	DAFÜR	DAFÜR	
1.e	Re-elect Dr. Mary Lynne Hedley	DAFÜR	DAFÜR	
1.f	Re-elect Mr. Gordon Ritter	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Paul Sekhri	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.h	Re-elect Mr. Matthew J. Wallach	DAFÜR	DAFÜR	
2	Re-election of the auditor	DAFÜR	DAFÜR	
3	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
4	Advisory vote on say on pay frequency	DREI JAHRE	● EIN JAHR	Ethos strongly support the right of shareholders to address pay-related concerns on an annual basis.
5	Allow shareholders holding 25% or more to call special shareholder meetings	DAFÜR	● DAGEGEN	The proposed threshold of 25% is too high and does not enhance the right of shareholders to call a special meeting.
6	Shareholder resolution: Call Special Shareholder Meetings	DAGEGEN	● DAFÜR	The proposed threshold would enhance the right of shareholders to call a special meeting.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.a	Re-elect Mr. Lloyd A. Carney	DAFÜR	● DAGEGEN	Concerns over the director's time commitments.
1.b	Re-elect Ms. Mary B. Cranston	DAFÜR	DAFÜR	
1.c	Re-elect Mr. Francisco J. Fernández-Carbajal	DAFÜR	DAFÜR	
1.d	Re-elect Mr. Alfred F. Kelly, Jr.	DAFÜR	● DAGEGEN	Combined chairman and CEO.
1.e	Re-elect Mr. Ramon Laguarta	DAFÜR	DAFÜR	
1.f	Re-elect Mr. John F. Lundgren	DAFÜR	DAFÜR	
1.g	Re-elect Mr. Robert W. Matschullat	DAFÜR	DAFÜR	
1.h	Re-elect Ms. Denise M. Morrison	DAFÜR	DAFÜR	
1.i	Re-elect Ms. Suzanne Nora Johnson	DAFÜR	DAFÜR	
1.j	Elect Ms. Linda J. Rendle	DAFÜR	DAFÜR	
1.k	Re-elect Mr. John A. C. Swainson	DAFÜR	DAFÜR	
1.l	Re-elect Mr. Maynard G. Webb, Jr.	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new CRO.
3	Re-election of KPMG LLP as auditor	DAFÜR	DAFÜR	
4	Amend and restate the equity incentive plan	DAFÜR	● DAGEGEN	Excessive discretion of the remuneration committee in determining the performance criteria. Potential excessive awards.
5	Introduce a right for shareholders to call a special meeting	DAFÜR	DAFÜR	
6	Shareholder resolution: Allow shareholders to act by written consent	DAGEGEN	● DAFÜR	Taking action by written consent in lieu of a meeting is a mechanism shareholders can use to raise important matters without convening an EGM.
7	Shareholder resolution: Amend principles of executive compensation program	DAGEGEN	● DAFÜR	The proposal aims at improving the remuneration policy.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Cesar Conde	DAFÜR	● DAGEGEN	Non independent director (business connections with the company). The board is not sufficiently independent.
1.2	Re-elect Mr. Timothy P. Flynn	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Sarah Friar	DAFÜR	DAFÜR	
1.4	Re-elect Ms. Carla Harris	DAFÜR	● DAGEGEN	Non independent director (various reasons). The board is not sufficiently independent.
1.5	Re-elect Mr. Thomas W. Horton	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Marissa A. Mayer	DAFÜR	DAFÜR	
1.7	Re-elect Mr. C. Douglas McMillon	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Gregory B. Penner	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Steven S. Reinemund	DAFÜR	DAFÜR	
1.10	Elect Mr. Randall L. Stephenson	DAFÜR	DAFÜR	
1.11	Re-elect Mr. S. Robson Walton	DAFÜR	DAFÜR	
1.12	Re-elect Mr. Steuart L. Walton	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Refrigerants released from Operations	DAGEGEN	● DAFÜR	We support corporate policies aiming to prevent environmental risks.
5	Shareholder resolution: Disclose lobbying contributions	DAGEGEN	● DAFÜR	Enhanced disclosure on lobbying expenses.
6	Shareholder resolution: Racial Justice and Pay Equity	DAGEGEN	● DAFÜR	The proposal would help the company to address racial pay inequity.
7	Shareholder resolution: Pandemic Workforce Advisory Council	DAGEGEN	● DAFÜR	This proposal would be useful to manage Walmart's reputational and financial risks related to workers unsafe workplace during the pandemic.
8	Shareholder resolution: Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.

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

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Elect Mr. Steven D. Black	DAFÜR	DAFÜR	
1.2	Elect Mr. Mark A. Chancy	DAFÜR	DAFÜR	
1.3	Re-elect Ms. Celeste A. Clark	DAFÜR	DAFÜR	
1.4	Re-elect Mr. Theodore Jr. F. Craver	DAFÜR	DAFÜR	
1.5	Re-elect Mr. Wayne M. Hewett	DAFÜR	DAFÜR	
1.6	Re-elect Ms. Maria R. Morris	DAFÜR	DAFÜR	
1.7	Re-elect Mr. Charles H. Noski	DAFÜR	DAFÜR	
1.8	Re-elect Mr. Richard B. Payne Jr.	DAFÜR	DAFÜR	
1.9	Re-elect Mr. Juan A. Pujadas	DAFÜR	DAFÜR	
1.10	Re-elect Mr. Ronald L. Sargent	DAFÜR	● DAGEGEN	Chairman of the remuneration committee. We have serious concerns over the 2020 remuneration paid to executives and sign-on bonuses.
1.11	Re-elect Mr. Charles W. Scharf	DAFÜR	DAFÜR	
1.12	Re-elect Ms. Suzanne M. Vautrinot	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration. Concerns over the excessive sign-on bonus granted to the new executives.
3	Election of the auditor	DAFÜR	● DAGEGEN	The auditor's long tenure raises independence concerns.
4	Shareholder resolution: Proxy access	DAGEGEN	● DAFÜR	Permitting shareholders to nominate board members gives shareholders more power to shape the board make up.
5	Shareholder resolution: Becoming a Public Benefit Corporation	DAGEGEN	● DAFÜR	The proposal aims at promoting the company's environmental and social responsibility.
6	Shareholder resolution: Incentive Compensation Report	DAGEGEN	● DAFÜR	Enhanced disclosure on executive remuneration.
7	Shareholder resolution: Racial Equity Report	DAGEGEN	● DAFÜR	Enhanced disclosure on racial equity.

No.	Traktanden	Board	Ethos	
1	Elections of directors			
1.1	Re-elect Mr. Sanjay Khosla	DAFÜR	DAFÜR	
1.2	Elect Ms. Antoinette Leatherberry	DAFÜR	DAFÜR	
1.3	Re-elect Dr. Willie M. Reed	DAFÜR	DAFÜR	
1.4	Re-elect Dr. Linda Rhodes	DAFÜR	DAFÜR	
2	Advisory vote on executive remuneration	DAFÜR	● DAGEGEN	Excessive variable remuneration.
3	Election of the auditor	DAFÜR	DAFÜR	
4	Shareholder Resolution: Simple Majority Vote	DAGEGEN	● DAFÜR	The introduction of simple majority voting is in the interests of shareholders.

No.	Traktanden	Board	Ethos
1	Elections of directors		
1.1	Re-elect Mr. Jonathan Chadwick	DAFÜR	DAFÜR
1.2	Re-elect Ms. Kimberly L. Hammonds	DAFÜR	DAFÜR
1.3	Re-elect Mr. Dan Scheinman	DAFÜR	<ul style="list-style-type: none"> ● ZURÜCK-BEHALTEN Non independent lead director, which is not best practice.
2	Election of the auditor	DAFÜR	DAFÜR
3	Advisory vote on executive remuneration	DAFÜR	<ul style="list-style-type: none"> ● DAGEGEN The long-term incentive is not subject to any performance condition.
4	Advisory vote on say on pay frequency	EIN JAHR	EIN JAHR

Disclaimer

Die Analysen der Generalversammlungen basieren auf den Richtlinien zur Ausübung der Stimmrechte von Ethos. Diese orientieren sich an den wichtigsten Best-Practice-Kodizes sowie am Begriff der nachhaltigen Entwicklung gemäss Ethos Charta. Die Informationen stammen aus Quellen, die Anlegern und der Öffentlichkeit zugänglich sind: z.B. Geschäftsberichte, Internetseiten der Unternehmen sowie direkte Auskünfte der untersuchten Unternehmen. Obwohl die Angaben mehrfach geprüft wurden, kann ihre Richtigkeit nicht garantiert werden. Ethos lehnt jede Verantwortung für die Genauigkeit der veröffentlichten Informationen ab.