



8TH EDITION

Guide to Effective Proxies

Design with a purpose

Enhance content, streamline navigation and integrate design solutions with this in-depth guide.

Online mini-guide:
Emerging Topics disclosures

DFINsolutions.com



EMERGING TOPICS

3.	Board oversight.....	45
4.	Climate risk.....	54
5.	Supply chain.....	60
6.	Human rights	66
7.	Deforestation	72
8.	Biodiversity.....	76
9.	Corporate culture.....	80
10.	Diversity & Inclusion (D&I).....	96
11.	Health and safety.....	105
12.	Employee engagement	110

3. Board oversight

Investors elect boards of directors and expect them to provide effective oversight of company executive leadership, strategy, performance and a range of related risks and opportunities. Increasingly this includes board oversight of a range of ESG and sustainability issues. This section features a broad range of disclosures with one unifying theme — they are intended to give investors confidence that the board has the requisite qualifications and is effectively engaged on these issues — at whatever stage the company is on its sustainability journey.

When DFIN surveyed companies in 2019 and 2020, it found that in just one year's time a dramatically higher number of companies were reporting board oversight of ESG. In fact, when asked whether their boards had ESG oversight, 73 percent of companies responded “yes” in 2020, relative to only 56 percent that said the same in 2019.

AMERICAN AIRLINES GROUP INC.



Communications with the Board and Non-Management Directors

The Board has approved procedures to facilitate communications between the directors and employees, stockholders and other interested third parties. Pursuant to these procedures, a person who desires to contact the Board, a standing committee of the Board or a director may do so in writing to the following address:

American Airlines Group Inc.
The Board of Directors
P.O. Box 619616, MD 5675
Dallas/Fort Worth International Airport, Texas 75281

We will review the communications with the directors, a standing committee of the Board or an officer, in each case depending on the facts and circumstances outlined in the communication. The Corporate Governance and Nominating Committee also reviews with senior management the nature of the communications and our responses to them. Any communication relating to a stockholder nominee for a position on the Board or a stockholder proposal for business to be considered at any annual meeting of stockholders or included in any proxy statement will be sent to the Chair of the Corporate Governance and Nominating Committee. As provided in our Governance Guidelines, our Lead Independent Director, Mr. Cahill, has been designated as the primary director representative for consultation and direct communication with our stockholders.

Environmental, Social and Governance Issues

At American Airlines, we know that leadership and effective management of environmental, social and governance issues is critical to the long-term success of our Company and our planet. At the Company, Environmental, Social and Governance (ESG) encompasses how we govern our business and hold ourselves accountable, invest in and support our team, serve our customers, improve our diversity, equity and inclusion, minimize our environmental impacts, and give back to our communities. It also includes being responsive to our stakeholders and transparent about our performance. If we do all these well, our Company and our team will thrive over the long term.

Governance and Approach

During 2019, we sharpened our focus on ESG issues and redoubled our commitment to reducing our environmental impact. We began by enhancing our leadership of ESG efforts and reconsidering the way ESG issues are managed by us and overseen by our Board. We formally placed responsibility for company-wide ESG efforts in our Corporate Affairs group, with a team that already had responsibility for some of the major building blocks of ESG, including corporate governance, government relations, labor relations and real estate, and experience coordinating company-wide initiatives. We recruited a new managing director for ESG and reorganized our sustainability group under her leadership. Although our Board will continue to oversee our ESG efforts, we assigned primary responsibility for coordination of that oversight to the Corporate Governance and Nominating Committee.

Next, we asked the team to design a new ESG strategy that sets objectives for ESG advances, with a focus on reducing the Company's carbon footprint and its overall impact on the environment. We also asked that the strategy engage our team members in every part of our ESG efforts. That work progressed and accelerated into the Spring of 2020.

Finally, we charged the team with changing the way we talk about ESG issues internally and improving our disclosure around ESG and sustainability. We believe we made significant progress on the first, and that our 2020 Sustainability Report, which we expect to publish this summer, will give us the chance to demonstrate improvements on the second. In the last few years, there has been an emerging consensus about what represents best-in-class reporting on ESG issues, and consequently, in 2020, our ESG reporting will be informed by the globally-recognized standards of the Task Force on Climate-related Financial Disclosures and the Sustainability Accounting Standards Board. These enhanced disclosures will provide our stakeholders with a clearer picture of how we are managing a wide array of relevant sustainability-related questions.

We also introduced and made progress on a number of specific ESG initiatives.

Climate Change and Sustainability

The global airline industry contributes about two percent of all human-induced carbon dioxide ("CO₂") emissions, and our industry's share of global emissions is projected to rise as the demand for aviation grows and other industries deploy more environmentally sustainable technologies that will not be available to the airline industry in the near term. We recognize that our industry and our Company must work to reduce our greenhouse gas ("GHG") emissions over time to do our part to limit global warming to 1.5 degrees Celsius, which is the limit advised by the Intergovernmental Panel on Climate Change.

34 2020 Proxy Statement | American Airlines

AMERICAN EAGLE OUTFITTERS, INC.



PROXY STATEMENT SUMMARY

Sustainability

Doing the right thing, continually innovating and caring about the global community is foundational to AEO's culture. During Fiscal 2019, AEO pledged to accelerate sustainability improvements across our company. Sustainability goals were finalized and announced in September 2019 with recognition that AEO is taking an industry-leading position on climate change. Our goals include a comprehensive plan to be carbon neutral by 2030 with a commitment to water reduction, energy reduction, and the use of more sustainable raw materials as follows:

- Reduce water use per jean by 30% by 2023
- Recycle 50% of our total water used in denim laundries by 2023
- Apply AEO Wastewater Management Standard to 100% of water-intensive factories, mills, and laundries by 2023
- "More sustainable" raw materials by 2023
 - All cotton used in products will be 100% more sustainably sourced (We define "more sustainable" cotton as organic, recycled, or a part of the Better Cotton Initiative program)
 - Use 50% more sustainable polyester
 - Ensure that 100% of viscose is from non-endangered forests and increase sourcing of sustainably produced viscose fibers
- Achieve carbon neutrality in all of AEO's owned and operated facilities (offices, stores, distribution centers) and employee business travel by 2030
- Reduce carbon emissions 40% by 2030 and 60% by 2040 in AEO's manufacturing from a 2018 base year
- Divert from landfills by collecting post-consumer apparel with a goal to increase volume every year
- Recycle 100% of pre-consumer apparel waste by 2020
- Identify opportunities for waste reduction in plastic packaging
- Reduce labeling and convert all labels to sustainably sourced materials by 2021

We are also committed to responsibly sourcing and creating the products that our customers love to wear. Our Vendor Code of Conduct is based on international labor standards and implemented in all of our manufacturing facilities. We believe that our compliance program focus should be about engagement and capacity building, and not just strictly following the law. We are members of the Accord on Fire and Building Safety in Bangladesh and have worked with our suppliers and factories there to improve safety conditions and have taken that experience to focus deeply on safety in other countries. We have conducted worker surveys in many of our strategic factories in order to hear from workers directly and understand their needs and concerns and ensure that their voices can also be heard by factory management. Finally, we have invested, with our factories, in the HERproject, a program that focuses on training women on health, financial planning, and gender equality.

In December 2019, the Nominating Committee refreshed its charter to clarify the Committee's oversight role with respect to the Company's ESG initiatives and changed its name to the Nominating, Governance and Corporate Social Responsibility Committee.

Sustainability Oversight Structure

Overnight responsibility embedded in the **Nominating, Governance and Corporate Social Responsibility Committee charter**. The **Nominating Committee** reports to the full Board of Directors on our ongoing ESG-related activities.

An internal **Environmental Sustainability Committee** meets quarterly to provide leadership and accountability for the Company's goals. Executive Co-Sponsors include American Eagle and Aerie Brand Presidents and the EVP - General Counsel.

Sustainability Working Groups meet bi-monthly and are centered around each goal to share ideas and implementation details.

For additional information on AEO's corporate giving, sustainability efforts and social responsibility initiatives, please visit www.aeo-inc.com/social-responsibility/.

2020 Proxy Statement | 13



Corporate Responsibility27

Corporate Responsibility

Corporate responsibility is integral to Baxter's strategic aspirations and supports its mission to save and sustain lives. The company is focused on achieving top quartile results relative to its industry peers and other comparators across four dimensions: quality and patient safety, best place to work, growth through innovation and industry leading performance. Baxter's corporate responsibility strategy focuses on the environmental, social and governance issues that matter most to the company and its stakeholders (in accordance with its mission and strategic goals), drive positive business performance, and advance long-term sustainability. This strategy is reflected in Baxter's Corporate Responsibility Priorities and Goals (which are set forth in Baxter's annual Corporate Responsibility Report and briefly highlighted below).

Management and Board Oversight

Baxter's Corporate Responsibility Council, composed of executive and subject matter experts from across the company, helps lead and oversees Baxter's corporate responsibility strategies and integration throughout the business. The full Board is regularly updated on corporate responsibility matters (including a discussion of related goals and industry trends). Topics included in these discussions in 2019 included environmental, health and safety matters and a review of Baxter's philanthropic contributions (consistent with the company's mission and strategic goals), as well as updates on the company's Best Place to Work initiatives and Baxter's diversity and inclusion efforts.

Pursuant to Baxter's enhanced stockholder engagement program, Baxter directors and management have engaged in corporate responsibility discussions with certain investors. Outputs from these discussions are shared with the entire Board during Board-wide corporate responsibility updates and to the Corporate Governance Committee as part of its oversight of corporate governance matters generally. See "Executive Compensation—Compensation Discussion and Analysis—Summary—Stockholder Engagement" for additional information.

Priorities and Goals

Baxter has a long-standing commitment to responsible operations and corporate responsibility reporting. Baxter is ever conscious of its global impact, including with respect to its employees, the communities it operates in and the people who use its products. The company believes that it has an obligation to ensure that these commitments are reflected in its global impact. Baxter's 2020 Corporate Responsibility Priorities and Goals (set from 2015 baseline) cover the following eight categories:

EMPLOYEE HEALTH AND SAFETY Pursue a zero-harm workplace and improve employee well-being	SERVING OUR COMMUNITIES Support communities worldwide in enduring ways	PRODUCT INNOVATION Improve sustainability and performance of products and services
WORKPLACE CULTURE Promote inclusion, diversity and employee engagement	Baxter	INNOVATION THAT EXPANDS ACCESS TO CARE Improve access to healthcare for the underserved
RESPONSIBLE PROCUREMENT AND LOGISTICS Implement world-class sustainability practices with key partners	ETHICS AND COMPLIANCE Drive a culture of integrity and an ethical behavior	OPERATIONS Reduce footprint through increased efficiency and resource conservation

Many of these goals contain quantitative targets against which performance is assessed, tracked and disclosed in the company's Corporate Responsibility Report annually.

investor.baxter.com



Corporate Governance | Board Committees

Board and Committee Oversight of Cybersecurity

Our Board is actively engaged in the oversight of BlackRock's cybersecurity and information security programs. Our Risk Committee receives reports on the Company's cybersecurity program and developments in information security at each meeting from our Chief Information Security Officer. Additionally, on an annual basis, senior members of BlackRock's technology, risk and information security teams provide a comprehensive overview of BlackRock's cyber risk and information security program to a joint session of the Risk and Audit Committees.

Our global information security team, in collaboration with our technology risk team and independent third parties, assesses both risks and changes in the cyber environment and adjusts our cybersecurity program as needed.

Board and Committee Oversight of Sustainability

BlackRock's Board has overall responsibility for oversight of BlackRock's Investment Stewardship and Corporate Sustainability activities. Additionally, the Governance Committee is directly responsible for overseeing:

Investment Stewardship

Social Impact

Corporate Sustainability

- With respect to Investment Stewardship, the Governance Committee periodically reviews the group's policies, programs and significant publications relating to environmental (including climate change), social and other sustainability matters in coordination with the other standing Committees of the Board.
- In addition, the duties of the Governance Committee include review of BlackRock's philanthropic program ("Social Impact") and its strategy, which is focused on efforts to support a more inclusive and sustainable economy.
- Finally, BlackRock is deeply committed to sustainability as an organization and we have implemented a wide range of sustainability initiatives over the last several years that help BlackRock deliver value to all stakeholders over the long-term.

The oversight of the Governance Committee provides an additional layer of accountability to assist in BlackRock's progress on these important initiatives for the benefit of all stakeholders. As appropriate, the Committee makes recommendations on these matters to be reviewed by the full Board.

Cybersecurity Governance Highlights:

- BlackRock employs an in-depth, multi-layered strategy of control programs, including monitoring external and internal threats and events, managing access, facilitating use of appropriate authentication options, validating controls and programs by internal teams and independent third parties and testing various compromise scenarios that are overseen by a global information security team.
- BlackRock invests in threat intelligence and participates in financial services industry and government forums to improve both internal and sector cybersecurity defense.
- BlackRock's cyber risk program performs penetration tests.
- BlackRock's cyber risk program incorporates external expertise.

34 BLACKROCK, INC. 2020 PROXY STATEMENT



Proxy SummaryBrightHouse Financial, Inc.

Our Sustainability Journey

BrightHouse's mission and purpose is to help people achieve financial security, and we believe that by focusing on this mission, we will also deliver sustainable long-term value for our stockholders. In developing and executing our strategy, our Board and management consider the interests of our stakeholders, including our stockholders, employees, distribution partners and the clients they serve. While environmental, social and governance ("ESG") considerations have always been part of our culture, we have embarked on a journey to further incorporate sustainability into our strategy. As reflected in the policies and decisions described below, we have begun that journey by focusing on the areas we believe are important to help us achieve our mission and drive our business strategy, and we are laying the groundwork to develop and realize our sustainability goals in the years ahead. We recently established an Office of Sustainability to lead BrightHouse's efforts to formally incorporate ESG considerations into our strategy, which we believe will play an important role in creating long-term value and help us meet our promises to our customers. The Office of Sustainability will build on the proactive efforts of our ESG Council and leverage internal expertise to further embed sustainability in the BrightHouse culture and share our activities with our stockholders and the public.

Board and Committee Oversight

The Board recognizes that the incorporation of sustainability considerations into our strategy requires commitment by the entire Company and has delegated to its Committees the responsibility to assist it in overseeing aspects of BrightHouse's sustainability-related practices.

- Nominating and Corporate Governance Committee** – has broad oversight of BrightHouse's sustainability program. In 2019, its charter was amended to provide that it will oversee BrightHouse's activities related to environmental stewardship and corporate social responsibility.
- Compensation and Human Capital Committee** – in 2019, the Compensation Committee's charter was amended to provide that it will oversee BrightHouse's human capital matters, including pay equity, diversity and inclusion, leadership development, culture and succession planning for the CEO and other executives. Its name was changed to "Compensation and Human Capital Committee" to reflect these oversight responsibilities.
- Audit Committee** – oversees BrightHouse's regulatory compliance and cybersecurity program.
- Finance and Risk Committee** – oversees BrightHouse's enterprise risk program, including risks associated with its financial management practices.
- Investment Committee** – oversees BrightHouse's investment portfolio, including our consideration of ESG factors in our asset management program (see "Sustainable Business Practices" below).

Our Culture and Values

Our culture is rooted in three core values. We are:

- Collaborative.** We foster an inclusive environment by building trust and respectfully working together.
- Adaptable.** We focus on what matters and evolve as necessary to grow the long-term value of our business while helping employees build fulfilling careers.
- Passionate.** We bring care and thoughtfulness to our work, and consistently strive for high performance in everything we do.

We believe these values help us build an organization where talented people from all backgrounds can make meaningful contributions to our success and grow their careers. Our core values guide how we work together and deliver on our mission.

1 | 2020 Proxy Statement



ANNEX A

Corporate and Social Responsibility

Health, environmental, safety and security

At Carnival Corporation & plc, our highest responsibilities and our top priorities are to operate safely, to protect the environment and to be in compliance everywhere we operate in the world. To that end, the Boards of Directors of Carnival Corporation & plc established Board-level Health, Environmental, Safety & Security ("HESS") Committees comprised of four independent Directors. The principal function of the HESS Committees is to assist the Boards in fulfilling their responsibility to:

- supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives at sea and ashore; and
- comply with related legal and regulatory requirements relating to health, environmental, safety, security and sustainability.

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Group Chief Executive Officers, each brand's President, the Chief Maritime Officer and senior maritime representatives attend the meetings of the HESS Committees.

In addition, Carnival Corporation & plc's HESS Policy describes our commitments to:

- protecting the health, safety and security of our passengers, guests, employees and all others working on our behalf, thereby promoting an organization that strives to be free of injuries, illness and loss;
- protecting the environment, including the marine environment in which our vessels sail and the communities in which we operate, striving to prevent adverse environmental consequences and using resources efficiently and sustainably;
- complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business activities; and
- assigning health, environment, safety, security and sustainability matters the same priority as other critical business matters.

The HESS Policy is published on the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com.

The Boards recognize that Carnival Corporation & plc needs to ensure that there is a consistent standard of operation throughout their fleet in keeping with their leading position in the cruise industry. In this regard, the Carnival Corporation & plc Maritime Operations Department is headed by a Chief Maritime Officer, with a full-time professional and administrative staff, and is responsible for providing a common, integrated approach to management of HESS matters and for reporting to the HESS Committees on such matters. The Chief Maritime Officer reports to the Chief Executive Officer and to the Chair of the HESS Committees.

The Boards of Directors of Carnival Corporation & plc have also established Board-level Compliance Committees comprised of five independent Directors. The principal function of the Compliance Committees is to assist with the Boards' oversight of our ethics and compliance program.

Carnival Corporation & plc recognizes our responsibility to provide industry leadership and to conduct our business as a responsible global citizen. Our corporate leadership is manifested in our Code of Business Conduct and Ethics, which requires that every employee and member of the Boards use sound judgment, maintain high ethical standards and demonstrate honesty in all business dealings. As a responsible global citizen, Carnival Corporation & plc is committed to achieving and maintaining the highest standards of professional and ethical conduct.

Carnival plc Directors' Report | A-5

CHEVRON CORPORATION



corporate governance

Board Nominating and Governance Committee

- Assists the Board in fulfilling its oversight of risks that may arise in connection with Chevron's governance practices and processes
- Conducts an annual evaluation of Chevron's governance practices with the help of the Corporate Governance Department
- Discusses risk management in the context of general governance matters, including topics such as Board and management succession planning, delegations of authority and internal approval processes, stockholder proposals and activism, and Director and officer liability insurance
- In conjunction with the Public Policy Committee, oversees Chevron's stockholder engagement program and makes recommendations regarding stockholder engagement
- Reports its discussions to the full Board for consideration and action when appropriate

Management Compensation Committee ("MCC")

- Assists the Board in fulfilling its oversight of risks that may arise in connection with Chevron's compensation programs and practices
- Reviews the design and goals of Chevron's compensation programs and practices in the context of possible risks to Chevron's financial and reputational well-being
- Reviews Chevron's strategies and supporting processes for executive retention and diversity
- Reports its discussions to the full Board for consideration and action when appropriate

Public Policy Committee

- Assists the Board in fulfilling its oversight of risks that may arise in connection with the social, political, environmental, human rights, and public policy aspects of Chevron's business and the communities in which it operates
- Provides oversight and guidance on and receives reports regarding environmental matters in connection with Chevron's projects and operations
- Discusses risk management in the context of, among other things, legislative and regulatory initiatives (including political activities such as political contributions and lobbying), safety and environmental stewardship, community relations, government and non-governmental organization relations, and Chevron's global reputation
- In conjunction with the Governance Committee, oversees Chevron's stockholder engagement program and makes recommendations regarding stockholder engagement
- Reports its discussions to the full Board for consideration and action when appropriate

board oversight of sustainability

Chevron's sustainability efforts and environmental, social and governance ("ESG") priorities are focused on protecting the environment, empowering people, and getting results the right way. The Board oversees Chevron's performance and management of various ESG issues, including climate change, ESG reporting, lobbying practices, human capital management, cybersecurity, and human rights. The Board also offers guidance on Chevron's Corporate Responsibility Report and on climate change reports aligned with the Financial Stability Board's Task Force on Climate-related Financial Disclosures ("TCFD"). The Board's four standing committees provide oversight and guidance over different aspects of ESG issues. For example, the Public Policy Committee assesses and advises on risks that may arise in connection with social, political, environmental, and public policy aspects of Chevron's business and helps management evaluate trends and potential implications. The Public Policy

Committee is briefed on the work of the Chevron Global Issues Committee, an executive-level committee that is regularly updated on various sustainability issues as well as ESG engagements with stockholders and other stakeholders. The Audit Committee discusses potential financial risk exposures related to sustainability, such as trends in sustainable finance and shifts in capital flows. The Governance Committee discusses maintaining appropriate Board composition to oversee various sustainability and ESG issues and reviews stockholder proposals, many of which are ESG focused. The MCC discusses how to align incentive program design with Chevron's sustainability strategy. In addition to providing oversight, the Board is committed to fostering long-term and institutionwide relationships with stockholders and listening to their input on sustainability and ESG issues.

Public Policy Committee in particular, provide oversight and guidance on environmental matters in connection with Chevron's projects and operations and are regularly briefed by professionals whose focus is on environmental protection and stewardship. Members of the Board regularly visit Chevron operations across the globe and discuss environmental matters specific and relevant to these

board oversight of environmental issues

Chevron operates using four environmental principles that define how we develop energy in an environmentally responsible manner: include environmental impact in decision making; reduce our environmental footprint; operate responsibly; and steward our sites. A description of these principles can be found at www.chevron.com/corporate-responsibility/environment. The Board of Directors, and the

22 Chevron Corporation—2020 Proxy Statement

Total of 02 pages in section

CONSOLIDATED EDISON, INC.



conEdison, inc.

The Board of Directors

Risk Oversight

The Board's primary function is one of oversight. In connection with its oversight function, the Board oversees the Company's policies and procedures for managing risk. The Board administers its risk oversight function primarily through its Committees that report to the Board. Board Committees have assumed oversight of various risks that have been identified through the Company's enterprise risk management program. The Audit Committee reviews the Company's risk assessment and risk management policies and reports to the Board on the Company's risk management program. Management regularly provides reports to the Board and its Committees concerning risks identified through the Company's enterprise risk management program. Cybersecurity has been identified as a key enterprise risk for the Company. An annual presentation on cybersecurity risks is provided to the Board and the Audit Committee reviews more in-depth cybersecurity matters on a semi-annual basis. In addition, the Board receives regular updates as to cybersecurity risks from management.

Corporate Sustainability

The Company is firmly committed to sustainability which is broadly overseen by the Board. The Board reviews and discusses various sustainability topics throughout the year and routinely considers environmental issues (including climate issues) and assesses how they impact the Company's operations, strategies and risk profile. In 2019, the Board received reports or presentations on several sustainability topics, including diversity and inclusion and supply chain diversity and sustainability. In 2019, the Board's strategy meeting focused on climate change. The Board received a presentation on the transition to a clean energy future by an outside consultant as well as presentations on current renewable energy policy trends and the impact of climate change on operations. In addition, the Board has delegated to the appropriate committees, responsibility for the specific sustainability categories relating to the oversight of risks with which such committees are charged. The Safety, Environment, Operations and Sustainability Committee oversees sustainability issues relating to safety and the environment and reviews the Company's Annual Sustainability Report prior to its publication. In discharging its responsibilities, the Safety, Environment, Operations and Sustainability Committee reviews, at each of its meetings, certain key performance indicators relating to climate risk, including energy efficiency and environmental beneficial electrification. In 2019, the Safety, Environment, Operations and Sustainability Committee also reviewed and discussed presentations relating to safety and customer service. The Corporate Governance and Nominating Committee is charged with sustainability matters relating to governance and in 2019 reviewed and discussed a presentation regarding governance benchmarking. The Management, Development, and Compensation Committee's responsibilities include oversight of sustainability issues relating to human capital management. The Management, Development, and Compensation Committee annually reviews performance results as well as proposed performance indicators for the following year. Committees not specifically tasked with oversight of sustainability also periodically review sustainability related issues. In 2019, the Audit Committee reviewed and discussed presentations regarding fraud prevention and detection activities and certain recommendations with respect to financial governance oversight.

The Company and its employees are also committed to giving back to their communities. In 2019, 635 Company employees collectively volunteered 6,300 hours at various community service events and programs throughout the Company's service territory. Events included building houses for and serving meals to those in need, judging educational competitions, educating families and students about electricity and energy efficiency, and installing solar lights to create safer neighborhood space. In addition, the Company sponsored, for the 9th year in a row, an event that raises awareness of environmental conservation and climate change.

Proxy Access

The Company developed and implemented a proxy access framework that allows a stockholder or a group of up to 20 stockholders who have owned at least 3% of the outstanding shares of the Company for at least three years to submit nominees for up to 20% of the Board, or two nominees, whichever is greater, for inclusion in the Company's Proxy Statement and form of proxy, subject to complying with the requirements identified in the Company's By-laws.

14 Consolidated Edison, Inc. Proxy Statement

DOMINION ENERGY, INC.



CORPORATE GOVERNANCE

ROLE OF THE BOARD – OVERSIGHT OF STRATEGY, RISK AND SUSTAINABILITY

Oversight of Strategy

Dominion Energy is operating in an environment of rapid change. Shifting market fundamentals, technological advances, environmental imperatives and changing customer preferences are reshaping our operations and asset portfolio. These shifts require significant Board engagement on strategy. The Board recognizes that the true measure of its stewardship is an effective long-term growth strategy that addresses the interests of shareholders and other constituencies, including customers, employees, suppliers, our neighbors in the communities we serve and the environment.

Given the iterative nature of strategy development, the Board's oversight of strategy is continuous and embedded in its governance activities throughout the year, including:

- Oversight of the company's long-term financial plan, which is updated in a process that dovetails with the company's annual corporate and business segment risk assessments;
- Semi-annual planning retreats;
- Review of the company's safety, sustainability, workforce development, diversity and innovation initiatives;
- Regular public policy updates, including customer and public opinion research; and
- Oversight of the company's Ethics & Compliance program, which is designed to reinforce the company's strong ethical culture.

Key areas of the Board's strategic role are its oversight of risk management, cybersecurity, and the company's sustainability initiatives.

Oversight of Risk Management

The company and the utility industry as a whole continue to face uncertainty posed by external forces, and the interactions among risks are becoming increasingly more complex. Accordingly, appropriate enterprise risk management (ERM) processes are embedded in all critical business processes of the company and are intended to help us nimbly respond to changes in our business environment. The Board has implemented a risk governance framework designed to help the directors:

- Understand critical risks to the company's business and its strategic plan;
- Allocate responsibilities for risk oversight among the full Board and its committees;
- Evaluate the company's risk management processes and whether or not they are functioning adequately;
- Facilitate open dialogue between management and directors; and
- Foster a culture of risk awareness throughout the company.

The ERM program is designed to identify operational, financial, strategic, compliance and reputational risks that could adversely affect the execution of the company's plans or the effectiveness of its business model (or, conversely, facilitate new growth opportunities). ERM processes are used to assess the likelihood and potential impact of these risks and develop strategies to mitigate or manage such risks within the company's risk appetite.

As provided under our Corporate Governance Guidelines and committee charters, the Board, the Audit Committee and the Finance and Risk Oversight Committee each regularly receive and discuss reports from the Chief Risk Officer and other members of management who are involved in risk management functions. In addition, the COO Committee reviews with management an annual assessment of the overall structure of the company's compensation program and policies to ensure consistency with the company's risk management objectives.

To learn more about risks facing the company, you can review the risks described in Part I, "Item 1A. Risk Factors" in the 2019 Annual Report on Form 10-K. The risks described in the Form 10-K are not the only risks facing the company. Additional risks and uncertainties also may materially adversely affect the company's business, financial condition or results of operations in future periods.

22 DOMINION ENERGY 2020 Proxy Statement

Total of 05 pages in section

EDWARDS LIFESCIENCES CORPORATION



BOARD OF DIRECTORS MATTERS

CORPORATE SOCIAL RESPONSIBILITY

Our Board recognizes the importance of our sustainability initiatives and the need to provide effective oversight of those initiatives. Our Compensation Committee maintains formal oversight responsibilities with regular discussions at meetings of the full Board. Through a well-established framework and cross-functional Sustainability Council with leaders from across the organization, we continue to incorporate sustainability into our business' core strategy – reflecting our belief that sustainability is essential to long-term growth. We also believe in transparency, and report on our sustainability efforts in an annual Sustainability Report.

Board Oversight Over Environmental, Sustainability, and Corporate Social Responsibility

Our Board has designed robust internal processes to oversee our Company's sustainability principles, strategies, and initiatives

Board of Directors

Chairman and CEO

Measured against performance management objectives for improving our sustainability strategy, metrics and disclosure

Compensation and Governance Committee

Oversees Edwards' sustainability principles and periodically reviews reports on our progress

Audit Committee

Oversees financial statements, legal and regulatory requirements and audit functions

Chief Responsibility Officers

Leads the Sustainability Council and reports on the Council's activities to the Compensation and Governance Committee and to the Executive Leadership Team

Sustainability Council

Develops and drives the implementation of the initiatives designed to improve the sustainability strategy, metrics and disclosure
Comprised of Senior leaders from multiple functional groups

*Responsible for the compensation of executives and directors, employee benefit plans, sustainability and corporate governance matters

Edwards' Sustainability Report discusses our programs and practices designed to promote ethical business practices, good corporate governance, and the well-being and health of our environment, employees, and the communities in which we live and work. We continue to align our sustainability efforts with our aspirations and patient-focused innovation strategy. In 2019, we integrated sustainability factors into our strategic planning process to ensure future sustainability goals continue to be closely aligned with our business strategy. We conducted a comprehensive materiality assessment refresh through engagement with internal and external stakeholders that identified the sustainability topics that matter most for the Company. Sustainability targets were set that align with our Company's aspirations. Our team continues to assess and report progress on our targets annually. We also expanded our Sustainability Metrics at-a-Glance, a snapshot of our ESG data, to provide additional data, and we expanded our Governance Maps that show the process used to establish accountability in one overarching, interactive graphic to illustrate Edwards' internal responsibility structures for managing our material topics. Each section describes who is involved when we set, execute, and communicate our strategy.

Edwards Lifesciences Corporation | 2020 Proxy Statement 19

FORTIVE CORPORATION



Corporate Governance

Oversight Structure

Our Nominating and Governance Committee is charged with overseeing our CSR reporting and making recommendations to the full Board of Directors regarding the process. At the management level, our CSR process is overseen by a CSR Steering Committee made up of several senior company leaders and led by our VP of CSR. Furthermore, our CSR Steering Committee is chaired by our SVP and General Counsel, who reports directly to the CEO and provides periodic updates to the Nominating and Governance Committee and the full Board of Directors regarding many of our ongoing CSR-related activities, including our progress on safety initiatives, environmental compliance, and compliance. We also maintain an EHS Leadership Council, which drives our EHS strategies and participates on the CSR Steering Committee.

BOARD OF DIRECTORS

- Oversees CSR initiatives and reporting process
- Overall responsibility entrusted in the Nominating and Governance Committee charter
- Report to the full Board of Directors on our ongoing CSR-related activities

STEERING COMMITTEE

- Committee comprised of senior executives and our VP of CSR

EHS LEADERSHIP COUNCIL

- EHS leaders from various operating companies

WORKING GROUP

- Cross-functional team

32 2020 Proxy Statement FORTIVE CORPORATION

GENERAL MILLS, INC.



CORPORATE GOVERNANCE

- Oversees board evaluations, and leads the board's process for selecting his or her successor;
- Advises the Chairman of the board's informational needs and reviews and approves the types of information sent to the board;
- Calls meetings of the independent directors, as needed, and sets agendas for executive sessions;
- Monitors and coordinates with the Chairman and chair of the corporate governance committee on governance issues; and
- Serves as a board representative for consultation and direct communication with major shareholders.

Our Independent Lead Director is elected to serve for a three-year term, with the appointment ratified annually. R. Kerry Clark has served as the Independent Lead Director since December 2015. To provide additional continuity of board leadership during the transition to a new Chairman in fiscal 2018, the board extended Mr. Clark's term as Independent Lead Director by an additional year in 2018. His term will expire at the 2019 annual meeting and, based on a thorough succession process, the board will appoint a new Independent Lead Director at that time. Throughout his tenure as our Independent Lead Director, Mr. Clark has drawn on his leadership, strategic planning and governance expertise to foster active discussion and collaboration among the independent directors on the board and to serve as an effective liaison with management.

Sustainability and Social Responsibility

For over 150 years, General Mills has been making food people love while creating long-term value for society and our shareholders. Feeding a growing global population and the success of our business depends on a healthy planet. We have taken bold actions to advance sustainability, and we embrace our responsibility to help achieve a stable climate, clean water, healthy soil, strong ecosystems and thriving farming communities. An overview of the company's initiatives may be found in our Global Responsibility Report, available on our website at www.generalmills.com under the Responsibility section).

Sustainability Leadership Structure

The board has made it a priority to ensure sustainability is taken seriously at all levels of the company. The company has worked to create a robust sustainability culture and has built the oversight parameters set forth below to ensure it remains a priority.

- Public Responsibility Committee:** In 1971, General Mills was one of the first large public companies to form a public responsibility committee of the board. Today, among other things, the committee reviews and monitors strategy, policy and key investments related to sustainability and other social responsibility initiatives.
- Leadership Team:** The General Mills leadership team has ultimate accountability for the company's global responsibility and sustainability programs. The Chairman and Chief Executive Officer convenes the sustainability governance committee, which consists of officers of the company, at least three times per year. Sustainability goals are included in our Chairman and Chief Executive Officer's annual performance objectives.
- Chief Sustainability & Social Impact Officer:** The company's Chief Sustainability & Social Impact Officer stewards the company's sustainability work, reporting to the Chief Supply Chain Officer, and working closely with the Vice President of Sourcing and other key business leaders to develop, coordinate and execute programs to achieve company-wide sustainability targets.
- Enterprise Risk Management:** Given the significant impact sustainability issues can have on the company, certain sustainability issues are also covered by the company's enterprise risk management processes.

GENERAL MILLS, INC. - Notice of 2019 Annual Meeting of Shareholders and Proxy Statement 21

Total of 02 pages in section

HESS CORPORATION



[Table of Contents](#)

[Proxy Summary](#)

Commitment to Sustainability

Hess is committed to helping meet the world's growing energy needs in a safe, environmentally responsible, socially sensitive and profitable way. Our purpose is to be the world's most trusted energy partner and sustainability is fundamental to our long-term strategy. We believe our focus on sustainability creates value for our stockholders and helps position us to continuously improve business performance. Our strategy focuses our efforts on the areas most significant to our business, including health and safety, climate change, community and stakeholder engagement, human rights, and transparency.

Climate Change Strategy

Hess has established a climate change strategy that is closely aligned with the recommendations of the Financial Stability Board's Task Force on Climate-Related Financial Disclosures ("TCFD") to guide our initiatives to reduce greenhouse gas ("GHG") emissions, invest in carbon-efficient technologies and innovations, and ensure our business strategy accounts for potential low-demand scenarios. Our climate change strategy lies in our broader business strategy, strategic planning and capital allocation decisions, including applying a theoretical price of carbon in our economic evaluations for significant new projects and conducting annual scenario planning exercises which incorporate the International Energy Agency's scenarios for future energy demand and carbon pricing. These efforts help position Hess for the long term as a low-cost producer providing the energy necessary to ensure human welfare and global economic development, even in a low-carbon future.

Board Oversight of Sustainability Practices

The board is actively engaged in overseeing Hess' sustainability practices and works alongside senior management to ensure focus on these topics. During 2019, as a reflection of the board's continued commitment to developing oil and gas resources in an environmentally responsible and sustainable manner, the board elevated the environmental, health and safety subcommittee of the audit committee to a stand-alone committee of the board. The environmental, health and safety committee has specific oversight responsibility and makes recommendations to the full board of directors with respect to Hess' policies, positions and systems for environmental, health, safety and social responsibility, compliance and risk management. Our board is climate change literate, and these and other environmental risks are discussed at the board level and taken into account in strategic decisions. Furthermore, the board's compensation and management development committee has tied executive compensation to advancing the environmental, health and safety goals of the company.

Safety	Climate Change & Environment	Social Responsibility
<ul style="list-style-type: none"> Reduced our severe safety incident rate by 36% since 2014 Achieved a 67% reduction in process safety incidents since 2014 Working closely with employees and contractors to reinforce a shared workforce goal of zero safety incidents 	<ul style="list-style-type: none"> Reduced absolute Scope 1 and 2 greenhouse gas emissions by 60% on an equity basis over past 12 years Contributing to the Sak Institute's development of plants that, according to the Sak Institute, are capable of absorbing and storing potentially billions of tons of atmospheric carbon per year Board evaluates sustainability risks and carbon asset risk scenarios in making strategic decisions 	<ul style="list-style-type: none"> Guided by commitments to international voluntary initiatives including the U.N. Global Compact Invest in community programs with a focus on education, workforce development and environmental stewardship Committed to having a positive impact on the communities where we operate

V 2020 PROXY STATEMENT HESS

JPMORGAN CHASE & CO.



CORPORATE GOVERNANCE | ELECTION OF DIRECTORS

Director nominees Board business Board oversight Board engagement

to promote a culture consistent with the Firm's How We Do Business Principles (the "Business Principles"). The full set of Business Principles is included in "How We Do Business - The Report," which is posted on our website at jpmorganchase.com/governance.

For more information about the Firm's risk management, see the "Firmwide risk management" section of the Firm's Annual Report on Form 10-K for the year ended December 31, 2019 ("2019 Form 10-K").

Environmental, social and governance matters

The Board oversees a range of matters pertaining to ESG topics, including: the Firm's governance-related policies and practices; our systems of risk management and controls; our investment in our employees; the manner in which we serve our customers and support our communities; and how we advance sustainability in our businesses and operations. In particular, the Board's Public Responsibility Committee provides oversight of the Firm's positions and practices on community investment, fair lending, consumer practices, sustainability—including matters such as the Firm's approach to climate change—and other public policy issues that reflect the Firm's values and impact its reputation among all of its stakeholders.

The Firm is committed to being transparent about how we do business and reporting on our efforts. One way we do this is by publishing an annual ESG Report, which provides information on how we are addressing the ESG matters that we and our stakeholders view as among the most important to our business. The Firm's ESG report is available on our website at jpmorganchase.com/esg.

2020 PROXY STATEMENT 29 JPMORGAN CHASE & CO



Oversight of ESG Risk

Responsibility for identifying environmental, social and governance (ESG) risks is integrated across the enterprise and managed by the Enterprise Governance Council (the Council). The Council is composed of senior leaders who represent our three business segments, our independent compliance functions and our enterprise functions with the ability to impact ESG issues. The Council and management reference the ERM to identify potential ESG risks relevant to our Company. The Council monitors these risks on a quarterly basis to ensure a clear and comprehensive view of existing and emerging ESG risks, identify controls, and help establish mitigation plans to address those risks. The Council reviews the outcomes of these assessments in its ESG priority topics scorecard review. For more information, please see our Health for Humanity Report at healthforhumanityreport.jnj.com.

The Science, Technology & Sustainability (STS) Committee is primarily responsible for overseeing ESG risk. However, because ESG risk assessment is an integral part of our overall approach to risk management, ESG risks are reviewed and evaluated by the Board and its Committees as part of their ongoing risk oversight of our Company. For example, the Regulatory Compliance Committee meets with the Chief Quality Officer to review our product quality program and key metrics on a quarterly basis. Extensive disclosure on our product quality programs is also provided in our annual Health for Humanity Report. Please see "Board Oversight of Risk Management" on page 26.

The STS Committee oversees our ESG priorities and disclosures on an annual basis. The STS Committee reviews the ESG disclosures in our annual Health for Humanity Report and evaluates our progress against our Health for Humanity 2020 Goals. The STS Committee oversees certain Council initiatives on an annual basis and our overall citizenship and sustainability efforts, including our results as measured by the Access to Medicine Index. The STS Committee updates the full Board on these matters, including our Access to Medicine and Global Public Health strategy. By integrating ESG risk into the responsibilities of the STS Committee, which also oversees research and development, we ensure that ESG considerations are integrated in our product development process from its earliest stages.

Oversight of Risks Related to Executive Compensation

The Board believes that a key element of its risk oversight responsibilities is considering whether our executive compensation programs incentivize our leaders to take excessive risks. The Board reviews our Company's financial performance, as well as other strategic factors including product quality metrics and talent development and diversity metrics to ensure our leaders are driving long-term growth in a manner aligned with Our credo values. Please see our Guiding Principles on page 62.

The Compensation & Benefits Committee reviews the performance of our CEO and Executive Committee using the above metrics. It also oversees the design of our executive compensation programs to ensure that the programs do not incentivize our executive officers, either individually or as a group, to make excessively risky business decisions that could maximize short-term results at the expense of long-term value. The independent Directors who serve on this Committee are informed of our most significant risks, including litigation, drug pricing and product quality. The Committee, in consultation with its independent compensation consultant, ensures that our executive compensation programs are aligned with our long-term strategy and do not incentivize overly risky behavior.

We have highlighted several key elements of our executive compensation programs designed to mitigate risk in the following table. Please see the Compensation Discussion and Analysis beginning on page 45 for a complete discussion of our compensation programs.

Significant Recognitions:

Ranked #3 in 2019
ACCESS TO MEDICINE

Johnson & Johnson
2020 Proxy Statement - 27



Governance of the Company » Corporate Responsibility and Sustainability

Sustainability Governance and Strategy

Our commitment to sustainability starts at the top and is integrated throughout our Company.

Board of Directors

The Board of Directors approves and oversees the implementation of the Company's mission, vision, and values. The Board of Directors is briefed each quarter on our sustainability progress.

Chairman and CEO and Executive Committee

Authority for day-to-day management of economic, environmental, and social topics is delegated to the Executive Committee which comprises the senior executives responsible for all our major corporate functions.

Global Sustainability Council

The Johnson Controls Global Sustainability Council (GSC) leads Johnson Controls efforts to be a global leader in providing scalable, market-based building and energy solutions addressing the world's greatest sustainability challenges. The GSC was established in 2009 to provide a structure for our enterprise-wide sustainability engagement. The GSC is responsible to the Chief Executive Officer and the Executive Committee.

2025 Sustainability Strategy

The GSC, which provides a central role as a coordinating structure for the enterprise on sustainability issues, is comprised of VP-level executives from different business areas, functions and regions (including operations, human resources, communications, marketing, legal, community engagement, products, and sales) to ensure that our Sustainability Strategy has senior-level support across the enterprise, globally.

Solutions	People	Partnerships	Performance	Governance
Provide increasingly sustainable products and services	Foster a culture of sustainability that engages and attracts people who want to make a difference	Lead in global partnerships that significantly increase our sustainability impact	Improve our sustainability performance and track progress	Demonstrate our commitment from the top

2020 Notice and Proxy Statement 31



Board of Directors and Committees (Continued)

Executive Officer, as applicable. In the event that an award is approved prior to an individual's start date with the Company, the award will be granted on the first calendar day of the first month on or following the individual's start date; however, if an award is approved contingent on the award recipient providing documentation supporting the forfeiture of compensation from a former employer and that documentation has not been provided as of the individual's start date, the award will be granted on the first calendar day of the month following the provision of such documentation and acceptance by the Company.

Typically, equity-based awards are denominated as a dollar value and then converted into a number of performance stock units, restricted stock units or stock options. The number of performance stock units or restricted stock units is determined based on the fair market value of the Company's common stock, which is defined as the average of the high and low trading prices of the Company's common stock on the trading day immediately preceding the grant date. The number of stock options is determined based on the grant date fair value of a stock option to purchase a share of the Company's common stock. The grant date fair value of stock options and performance stock units is determined in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation-Stock Compensation (FASB ASC Topic 718). Stock options have an exercise price equal to the average of the high and low trading prices of the Company's common stock on the trading day immediately preceding the grant date. We believe that our equity-based compensation grant procedures effectively protect against the manipulation of grant timing for employee gain.

The Company's human resources staff regularly monitors, and updates the Compensation Committee on, the use of shares of the Company's common stock for equity-based awards and the number of shares available for future awards under our equity-based compensation plans. As part of the process of granting annual LTI compensation, the Compensation Committee considers share use and equity run rate (as defined in "Item 4 — Approval of the 2020 Incentive and Stock Award Plan" on page 68) so that annual LTI awards, and the extent to which shares of the Company's common stock are used for those awards, are maintained at a reasonable level.

DIRECTORS AND GOVERNANCE COMMITTEE

The Directors and Governance Committee's duties and responsibilities include, among other things:

- assisting the Board by identifying, considering and recommending, consistent with criteria approved by the Board, qualified candidates for election as directors, including the slate of directors to be nominated by the Board for election at the Company's annual meeting of stockholders;
- recommending Board committee assignments;
- overseeing the development and implementation of succession planning for the Company's chief executive officer; and
- developing and recommending to the Board the Company's Governance Guidelines, including taking a leadership role in shaping the Company's corporate governance.

FINANCE COMMITTEE

The Finance Committee reviews and makes recommendations to the Board concerning, among other matters, the Company's capital structure, capital management and methods of corporate finance (including proposed issuances of securities or other financing transactions) and proposed acquisitions, divestitures or other strategic transactions.

ESG COMMITTEE

The ESG Committee's purpose is to oversee and support the Company's commitment to social, environmental and other public policy initiatives. The ESG Committee receives at least annual updates on sustainability, environmental matters, social impact and diversity and inclusion topics and reports to the Board on a regular basis.

EXECUTIVE COMMITTEE

The Executive Committee is empowered to act for the full Board during the intervals between Board meetings, except with respect to matters that, under Delaware law or the Company's bylaws, may not be delegated to a committee of the Board. The Executive Committee meets as necessary, with all actions taken by the Committee reported at the next Board meeting.

Marsh & McLennan Companies, Inc. Notice of Annual Meeting and 2020 Proxy Statement 15



CORPORATE RESPONSIBILITY

For more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and responsibly, while creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEgas.com, the contents of which are expressly not incorporated herein by this reference.

In April of 2019, the ESG Steering Committee was formed to provide oversight of the company's reporting, both internal and external, of its ESG initiatives. The steering committee is chaired by the Director Investor Relations and the CFO acts as the executive sponsor. The steering committee is represented by leaders from across business functions including, commercial, legal, corporate communications, human resources, environmental compliance, safety, government affairs, operations and facilities.

SAFETY AND HEALTH

The safety of our employees, our customers and the communities where we operate is at the forefront of each business decision we make as safety is our number one core value. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

A substantial part of our workforce is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is why we continue to focus on enhancing our preventive safety programs, such as near-miss reporting, vehicle-safety monitoring, risk assessment and others.

We have established an Environment, Safety, Health and Compliance ("ESHC") Steering Committee. The primary purpose of the ESH&C Steering Committee is to provide vision, leadership, direction and oversight of our ESH&C programs, processes and management systems for the protection of our employees, the environment and the communities we serve, as well as systems focused on the safe design and operation of our natural gas distribution system.

2019 Safety and Health Performance Updates and Highlights

- Since 2013 we have experienced a 64% reduction in our TRIR.
- Since 2013 strains and sprains, our employees' most prevalent type of injury, has declined by 81%.
- Since 2013 we have experienced a 86% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVR.

ENVIRONMENTAL PERFORMANCE

2019 Environmental Updates and Highlights

- We concluded a five-year accelerated cast iron pipe removal and replacement program that began in 2014.
- We joined Sustainable Tulsa, a non-profit organization that provides "education, tools, and resources to inform and engage businesses and individuals in the three areas of sustainability: social responsibility, economic vitality, and environmental stewardship." Our goal is to establish a sustainability baseline, identify best practices, and provide a mechanism for continuous improvement.
- In 2019, our Energy Efficiency Program in Oklahoma and the Austin and Rio Grande Valley Conservation Programs in Texas combined to issue more than 99,696 rebates totaling approximately \$13,737,234 million through energy-efficiency and conservation programs that offered customers rebates on natural gas appliances and energy-efficient home improvements.
- We continue to be a partner in the EPA's Natural Gas STAR Program and the EPA's Natural Gas STAR Methane Challenge program to voluntarily promote and track commitments to reduce greenhouse gas emissions. Our Methane Challenge Program commitment to annually replace or rehabilitate at least two percent of our combined inventory of cast iron and nonmethane-ally-protected steel pipe aligns with our planned system integrity expenditures for infrastructure replacements. We anticipate reporting in 2020 our 2019 performance to the EPA. We exceeded our goal by achieving an overall replacement rate greater than two percent in 2018 and between six and seven percent in 2017.

COMMUNITY INVESTMENT

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not only the right thing to do—it's smart business. By contributing financially and through volunteer work, we can help build stronger communities and create a better environment for our employees, our customers and the general public.

ONE Gas, Inc. Notice of 2020 Annual Meeting of Shareholders and Proxy Statement

PAYPAL HOLDINGS



ESG Oversight and Highlights

ESG Oversight and Highlights

PayPal recognizes its responsibility as a global citizen to operate in a responsible and sustainable manner aligned with our mission to build a more financially inclusive and interconnected world. The Company remains focused on managing material environmental, social, and governance (ESG) factors that support its values-led culture based on Collaboration, Inclusion, Innovation, and Wellness. The management of key non-financial risks and opportunities such as global talent recruitment, retention, and development, as well as workforce inclusion, social innovation, environmental sustainability, and responsible business practices are essential components of the Company's long-term performance and strategy.

ESG Governance Structure

The oversight, executive management, and program implementation of the Company's ESG efforts are structured to ensure these topics are integrated into the foundation of its strong governance framework. The Company established quarterly briefings for Board Committees and Senior Leadership on ESG topics and recently began at least annual discussions with a subcommittee of the Company's ERMC to discuss current and emerging ESG-related risk topics.



Priority ESG Programs & Progress

In the Company's annual ESG report, the Global Impact Report, PayPal highlights its programs and progress on key ESG topics:

- **Social Innovation** – including reporting on annual social impact metrics, product and service enhancements, research and thought leadership, and partnerships to improve financial health, power charitable giving and strengthen local communities
- **Employees and Culture** – including executing an effective human capital management strategy to support the recruitment, retention and development of our workforce, and diversity and inclusion metrics and initiatives that demonstrate our commitment to equality and inclusion
- **Environmental Sustainability** – including responsibly managing our resources, addressing climate change, and improving our water and waste management practices
- **Responsible Business Practices** – including establishing policies and practices to safeguard trust, ensuring ethical and compliant business operations, and securing and protecting customer information

38

2020 Proxy Statement



PHILIP MORRIS INTERNATIONAL INC.



PROXY STATEMENT SUMMARY

Investor Outreach

Throughout the year, the Company engages in an extensive shareholder outreach program during which it seeks input on a range of matters, including executive compensation and corporate governance. In 2019, we met with 59 of our top 100 institutional investors, representing 71% of our available global shareholder base (which excludes index and pension funds that do not meet with management), to discuss our business and environmental, social and governance programs. In addition to these regular Investor Relations engagements, we invited 83 of our largest shareholders (including their governance and ESG decision makers), holding approximately 58% of our outstanding shares, to participate in individual conference calls to discuss executive compensation and corporate governance. These engagements provided us with a better understanding of our shareholders' priorities, perspectives and positions. We reported the substance of these engagements to our Compensation and Leadership Development Committee, our Nominating and Corporate Governance Committee, and our entire Board of Directors.

Before deciding to hold this year's annual meeting of shareholders in a virtual format, we solicited the views of our 85 largest shareholders, the responses were significantly positive.

Our Focus on Sustainability

As part of our continued focus on sustainability, the Board in 2018 added oversight of our sustainability strategies and performance to the charter of the Board's Nominating and Corporate Governance Committee. In 2019, we made the GDP Climate A list for the sixth year in a row. In addition, PMI earned a position on the Water Security A List, a recognition of the Company as a global leader in water security. PMI's efforts on forest protection earned us a rating of A- by CDP Forests. For the third year in a row, PMI was recognized as a Supplier Engagement Leader for its engagement with suppliers to reduce their greenhouse gas emissions. We also improved our ranking in the 2019 S&P Corporate Sustainability Assessment, an annual evaluation of companies' sustainability practices. As one of our sustainability priorities, we will continue to address littering by raising awareness and encouraging behavior change to ensure proper disposal of cigarette butts.

For additional information about our sustainability efforts, see our Sustainability Report available at www.pmi.com/sustainability/sustainability-report.

EQUAL-SALARY Certification

Last year, we became the first multinational company to receive a global EQUAL-SALARY certification from the EQUAL-SALARY Foundation. This achievement is an important building block on the road to creating a more inclusive gender-balanced workplace and continuing our reputation as a top employer.

2020 Shareholder Vote Recommendations

The Board of Directors makes the following recommendations to shareholders:

	Board's Recommendation	Page
Item 1: Election of Directors	FOR each nominee	16
Item 2: Advisory Vote Approving Executive Compensation	FOR	56
Item 3: Ratification of the Selection of Independent Auditors for 2020	FOR	59

PMI 2020 Proxy Statement • 9

PORTLAND GENERAL ELECTRIC COMPANY



CORPORATE GOVERNANCE

BOARD OVERSIGHT OF HUMAN CAPITAL MANAGEMENT AND CULTURE

Our Board understands that our people and our culture are critical to our continued success. We seek to attract and retain a talented, motivated, and diverse workforce and to maintain a culture that reflects our core values, our drive for performance, and our commitment to acting with the highest levels of honesty, integrity, and compliance.

Our Values

- CHAMPION**
relentless safety
- SERVE**
customers boldly
- EMBRACE**
diversity & inclusion
- LISTEN**
& lead the way
- BE**
a great neighbor
- ACT with integrity**
& live by our Guiding Behaviors
BE accountable
EARN trust
DISMANTLE barriers
TEAMWORK
POSITIVE attitude
MAKE the right thing happen

FIND OUR ETHICS CODES ONLINE

The texts of the Code of Business Ethics and Conduct and the Code of Ethics for Chief Executive and Senior Financial Officers are available on our website at <https://investors.portlandgeneral.com/corporate-governance> or in print to shareholders, without charge, upon request to Portland General Electric Company, 121 SW Salmon Street, NWT3301, Portland, Oregon 97204, Attention: Corporate Secretary. Any amendments to either of these codes, and any waiver of the Code of Ethics for Chief Executive and Senior Financial Officers, and of certain provisions of the Code of Business Ethics and Conduct for directors, executive officers or our Controller, will be disclosed to our shareholders to the extent required by law.

HUMAN CAPITAL MANAGEMENT

Primary responsibility for overseeing the Company's human capital management programs lies with our Compensation Committee. In addition to providing input on leadership succession planning and talent development, the Compensation Committee regularly engages with management on a broad range of human capital management topics, including health and safety, diversity and inclusion, pay equity, strategic workforce planning, employee engagement, and performance management.

ETHICS AND COMPLIANCE

To establish the foundation of our ethics and compliance culture, the Board has adopted a Code of Business Ethics and Conduct, which all directors, officers, and employees are expected to adhere to and affirm biannually. The code covers all areas of workplace conduct, including conflicts of interest, unfair or unethical use of corporate opportunities, protection of confidential information, and legal and regulatory compliance. In addition, our CEO, CFO, and Controller must abide by the Code of Ethics for Chief Executive and Senior Financial Officers. Employees are expected to report any violation of our ethics codes and may do so using a variety of methods, including an anonymous third-party hotline. The Audit Committee has also adopted procedures for receiving and addressing complaints regarding accounting, internal accounting controls, or auditing matters. The committee receives quarterly reports from our Ethics and Compliance department on key compliance metrics and employee conduct matters.

GOVERNANCE OF THE COMPANY

- **Oversight of Environmental, Social and Governance (ESG) Risks.** The Board has designated the GNC with responsibility for overseeing the company's practices and positions to further ESG performance and sustainability. The committee receives updates, which include climate-related issues, at regularly scheduled meetings, and the full Board receives sustainability updates as significant issues arise. The company has also established a Corporate Sustainability Committee, which includes senior leaders throughout the company. The committee is responsible for reviewing and guiding the development of a sustainability strategy, providing oversight and establishing priorities and performance metrics. The sustainability strategy, commitments and priorities are reviewed by the Corporate Leadership Council and presented to the Board. The company also maintains a robust enterprise risk management (ERM) process that provides a business portfolio view of material risks that may impact achievement of the company's business strategy. As part of the ERM process, representatives from the company's operating companies and service groups identify, assess, monitor and report on ongoing and emerging risks, including climate-related and broader ESG risks. The company's Risk Management group oversees this process and reports quarterly to the Audit Committee.

20 PPL CORPORATION 2020 Proxy Statement

PROLOGIS, INC.



Environmental Stewardship, Social Responsibility and Governance

GOVERNANCE AT PROLOGIS

Strong Oversight Ensures the Resilience of Our Business

Good governance runs deep throughout our organization

- Good governance is the responsibility of everyone at Prologis. It is about strong oversight at all levels of our business, ensuring that we are always resilient. From building a strong balance sheet with \$4.8 billion in liquidity to driving a 100% participation rate in ethics training, we foster a culture of strong governance across our organization.

Financial Governance

Strong infrastructure to identify and manage current and future financial risks and opportunities include:

- Quarterly Board-level risk mapping of debt, currency and operational risk
- Our CEO, CFO and executive team members each assessing risk and return of every capital decision through a rigorous investment committee process
- Global data management and forecasting systems for efficient management, analytics and reporting across our portfolio of 814 million square feet



Reputational Governance

Engagement with our stakeholders strengthens our brand through:

- Our customer advisory board and customer sustainability advisory council, including 60% of our top 25 customers
- Outreach in 2019 to more than 70% of our public stockholders and 100% of our private investors in ESG-focused roadshows, meetings and other touchpoints
- A focus on our employees, evidenced by inclusion & diversity incorporated in our 2019 bonus metrics
- More than 59,000 hours spent helping communities in which we live and work over the past five years

Operational Governance

Layers of vigilance protecting and growing our business—a depth of oversight brought by advantages of our scale such as:

- Our global customer solutions team building customer relationships across markets
- Our property management teams on the ground in each key market ensuring quality of service and product consistent with the Prologis brand
- Our procurement team keeping a watchful eye over expenses, using our pricing power to drive costs down
- Our global research team staying ahead of trends and disruptors
- Prologis Labs innovating with our customers to future-proof our portfolio

Prologis Proxy Statement | March 20, 2020

38

PUBLIC SERVICE ENTERPRISE GROUP (PSEG)



Corporate Governance – Board and Committee Oversight of Risk Management

Board and Committee Oversight of Risk Management

The objective of PSEG's risk management program is to promote effective management of risk in order to support the achievement of growth and business objectives within acceptable risk levels. An important aspect of the program is promoting a risk-aware culture where all employees have a responsibility for identifying and communicating risks.

The Board has ultimate responsibility for the oversight of risk management at PSEG, overseeing the Company's risk management program and reviewing the most significant risks facing the Company.

The Board interacts with senior management regarding assessment and mitigation of the most significant risks facing the Company, across a range of categories that includes strategic, financial, operational, environmental, health and safety, legal and compliance and reputational risks.

The Corporate Governance Committee reviews key enterprise risks and recommends to the Board the mapping of each risk to an appropriate committee or the full Board, in accordance with the allocation of risk categories reflected in the charter of each committee.



The Board's oversight of risk management is supported by the Risk Management Committee, which consists of senior executives, and by the Enterprise Risk Management (ERM) team, led by the Cybersecurity Chief Risk Officer in collaboration with other assurance functions and management committees and councils, such as the Cybersecurity Council. Our cybersecurity risk management practices are fully integrated into our overall risk management program. At least annually, the Chief Risk Officer leads the Corporate Governance Committee and the Audit Committee on enterprise-level risks and emerging risks. Throughout the year, the Board and each committee provide ongoing oversight of key enterprise risks through deep-dive risk reviews and risk updates presented by representatives of the relevant line of business and functional areas. The risk reviews include analyses of underlying risk causes, as well as reviews of current risk mitigation and response activities. The committees report out to the Board regarding their risk reviews and elevate risk issues to the Board as appropriate. Management integrates risk evaluation into business decisions and escalates to the committees and Board as appropriate.

20 PSEG 2020 Proxy Statement

Total of 02 pages in section

REPLIGEN CORPORATION



- The Nominating and Corporate Governance Committee is responsible for overseeing risks related to the composition and structure of the Board of Directors and its committees and the Company's corporate governance which includes oversight of its Environmental, Social and Governance ("ESG") practices. With respect to the composition of the Board of Directors and its committees, the Nominating and Corporate Governance Committee on an annual basis, assesses the qualifications, independence and diversity of members of the Board of Directors and makes membership recommendations. With respect to the Company's ESG practices, the Nominating and Corporate Governance Committee reports to the Board periodically on ESG objectives and status.

Environmental, Social and Governance Practices Oversight

The Nominating and Corporate Governance Committee is responsible for overseeing the Company's practices and initiatives with respect to ESG factors, as set forth in the committee's charter. As a global organization, the Company recognizes the importance of corporate responsibility and sustainability in the communities in which Replogit and its customers and suppliers operate.

Under the oversight of the Nominating and Corporate Governance Committee, the Company in 2019 embarked on a comprehensive ESG program to assess, benchmark and prioritize its sustainability practices. As a result, the Company has established a clear framework to guide our future efforts. In doing so, we plan to leverage guidance from the Sustainability Accounting Standards Board ("SASB") standards for the medical equipment and supplies industry. We have identified key pillars that we believe reflect areas most critical and relevant to the Company in context of our industry, where we play an important role in human health, not as a biopharmaceutical developer but as a key supplier of the tools and technologies that improve and optimize the process for manufacturing these critical medicines. The Company will continue to evolve our ESG disclosures to give shareholders and other stakeholders increased visibility into our ESG activities, such as:

- Environmental Stewardship:** We strive to minimize the waste, water and energy impacts of our day-to-day operations and in our products' lifecycle. We have formed a working group comprised of employees and management from across our organization. This working group also establishes corporate policies and practices focused on our corporate headquarters and seven global manufacturing facilities.
- Human Capital Management, Employee and Product Safety:** We believe our success begins with hiring and developing a highly skilled and motivated employee base. We also understand the importance of a diverse and inclusive workforce and ensuring their safety and investing in the communities in which we live and operate.
- Corporate Governance:** We will continue to uphold our strong corporate governance, shareholder rights and executive compensation programs. This is demonstrated in our ongoing data security and privacy measures with respect to safeguarding clients and employee information, our effective collaborations with our suppliers through partnerships, our active monitoring of inventory, sourcing and critical materials risks, and our emphasis on ethical and responsible business practices in our workforce trainings.

Shareholder Outreach

We value the views and insights of our shareholders and conduct regular outreach to ensure open lines of communication. Our Board and management engage with and listen to our shareholder through a robust schedule of investor meetings, conferences, roadshows and special events. Throughout 2019, in addition to our traditional Investor Relations outreach efforts through which we directly engaged with shareholders representing over 60% of our outstanding shares, we also engaged with proxy governance teams at institutions representing over 30% of outstanding shares. These discussions covered a range of topics including our business and financial performance and strategies, corporate governance and executive compensation programs, and environmental and social matters.

Each of the proxy governance conversations included at least one member of our Board as appropriate. Our shareholder engagement activities have influenced Board meeting agendas and have led to governance enhancements that help us address the issues that matter most to our shareholders. We consider this ongoing engagement program important in creating long-term value, in maintaining a culture of integrity, compliance and sustainability, and informing our ESG activities.

Repligen Corporation | 2020 Proxy Statement

REPUBLIC SERVICES, INC.



2019 Business and Performance Highlights

During 2019, we continued to create value for our shareholders. Our strong performance reflects our focus on executing our strategy designed to profitably grow our business, manage our cost structure, generate consistent earnings and free cash flow growth, improve return on invested capital, and increase cash returns to our shareholders. Highlights of the year include:

- Outperformed our upwardly revised adjusted earnings per share ("EPS") and adjusted free cash flow ("FCF") guidance despite continued headwinds from lower recycled commodity prices;
- Full-year diluted EPS was \$3.33 per share and full-year adjusted EPS⁽¹⁾ was \$3.34 per share. Adjusted EPS increased 8 percent over the prior year;
- Full-year cash provided by operating activities was \$2.4 billion and adjusted free cash flow⁽¹⁾ was \$1.2 billion;
- Invested \$526 million in acquisitions during 2019;
- Returned \$801 million to shareholders in 2019 through dividends and share repurchases, representing a cash yield of 3.3 percent;
- Total shareholder return was 27 percent for the full year; and
- Received numerous notable awards for our continued leadership in Environmental, Social and Governance (ESG) matters in 2019, as discussed in more detail in the "Environmental, Social and Governance (ESG) Leadership" section below.

⁽¹⁾ Adjusted EPS and adjusted free cash flow are non-GAAP financial measures. For a reconciliation of these non-GAAP measures to the comparable measures in accordance with GAAP, see "Reconciliation of GAAP to Non-GAAP Financial Measures" in Annex A on page 108.

Environmental, Social and Governance (ESG) Leadership

Our sustainability goals and practices are core to our business and are integrated into our business strategy as well as our long-term financial targets. Sustainable business practices are embedded in our day-to-day operations, which improve our profitability and support long-term value creation for our shareholders. The Board, through its Sustainability & Corporate Responsibility Committee, is responsible for overseeing our management's handling of environmental, social and enterprise risks, including environmental and corporate sustainability related risks and opportunities posed to the Company. As a result of this ongoing commitment to sustainable business practices, we have been recognized for our leading performance in several key areas including employee engagement, ethics, innovation, climate change and sustainability.



Shareholder Engagement

We have a well-developed shareholder engagement program that emphasizes year-round shareholder engagement and direct communication with our Board. During 2019, we engaged directly with shareholders representing approximately 53% of shares outstanding, as well as one proxy advisor. Key areas of discussion with shareholders in the past year included:

- Our continued commitment to sustainable business practices, including an overview of our new 2030 sustainability goals;
- Our Board's commitment to director refreshment and strong governance practices. This included our ongoing efforts to add new members to our Board—focusing on individuals who provide a diversity of background, skills, and viewpoints to oversee our Company's strategic direction;
- Our Board's oversight of human capital management, including safety, employee engagement, inclusion and diversity, and talent development. Based on these discussions and the Company's commitment to these initiatives, we added a new "Human Capital Management" section to our Proxy Statement on page 33.

Our Board and our management team highly value these shareholder discussions and consider this feedback in Board deliberations and decisions. The feedback we received from our shareholders during these discussions was positive, and we look forward to continuing these conversations and engagement efforts.

Republic Services, Inc. 2020 Proxy Statement | 11



Corporate Responsibility and ESG – Environmental, Social, Governance

Our Board recognizes that environmental, social, governance and sustainability ("ESG") issues are of increasing importance to our investors, as well as our customers, and are essential to our Company's long-term performance and value creation. Our Board is committed to corporate governance best practices and, as such, is committed to integrating responsible ESG initiatives into our operations and strategic business objectives.

BOARD COMMITTEE OVERSIGHT:

As an indication of our Board's ongoing commitment to ESG issues, in January 2019, the Board adopted a revised charter for the newly-renamed "Nominating, Governance and Corporate Responsibility Committee." With the charter change, the Board delegated to the Committee authority to oversee the Company's corporate responsibility and ESG-related matters. The revised charter is available at <http://www.sallybeautyholdings.com/investor-relations/corporate-governance/governance-documents>.

CORE ESG VALUES REFLECTED IN OUR CODE OF CONDUCT AND ETHICS:

Our Company's core values regarding ESG and corporate responsibility are reflected in our Code of Business Conduct and Ethics (the "Code"), which is the standard of conduct that applies to all of our employees, officers and directors. The Code reflects the Board's beliefs about how we should conduct ourselves individually and as a company, and includes the following core values relating to corporate responsibility and ESG matters: conducting our business as a good corporate citizen in compliance with all laws, rules and regulations applicable to us and the conduct of our business; conducting operations with regard to the welfare of our employees and for the protection of the environment and the general public; and providing equal opportunity to all employees and job applicants.

The Code is available on our website at <http://investor.sallybeautyholdings.com> and is available in print to any person, without charge, upon written request to our Vice President of Investor Relations. We intend to disclose on our website any substantive amendment to, or waiver from, a provision of the Code that applies to our principal executive officer, our principal financial officer, our principal accounting officer or persons performing similar functions. We have not incorporated by reference into this Proxy Statement the information included on or linked from our website, and you should not consider it to be part of this Proxy Statement.

STOCKHOLDER ENGAGEMENT:

Based on informal discussions with stockholders during the past year, the Board initiated a sustainability materiality assessment of the Company. As a result the Board determined that the Company's ESG strategy should focus on areas where we can have a material, meaningful impact, which include Energy and Environment; Product Development and Sourcing; and Diversity and Inclusion.

Energy/Environment: We continue to make progress toward reducing our environmental impact by reducing energy usage and increasing energy efficiency. We have implemented a number of initiatives designed in part to reduce our impact on the environment.

- In 2019, we rapidly consolidated our energy footprint, transitioning from two home office buildings into one, and closing four distribution centers.
- In 2019, we proactively replaced 400 of our most inefficient heating/air condition units in SBS and BSG stores with units having a higher SEER energy efficiency rating.

18 **SALLY BEAUTY HOLDINGS, INC.** 2019 Proxy Statement



Corporate Governance

Board and Management Approach to Sustainability

The board takes an active role in providing oversight of sustainability through its Environmental, Health, Safety and Technology Committee. This includes reviewing business strategies on safety and reliability, system modernization, and electrification and decarbonization, while overseeing efforts that minimize the impact of company operations on the environment. We rigorously track performance on environmental, social and governance-related topics and issues and incorporate many elements of sustainability into our risk management approach.

Our annual sustainability report includes goals and results in the areas of emissions reductions, renewable energy, energy efficiency, water use, employee and public safety, electric reliability, customer assistance programs, diversity and inclusion, employee engagement and community giving. We also publicly report detailed information annually on our greenhouse gas emissions and climate-related risks and opportunities.

Succession Planning and Management Development

Our Compensation Committee oversees and regularly evaluates leadership succession planning practices and results. The committee reports annually to the Board of Directors on succession planning, including policies and principles for executive officer selection. In connection with this review and Joseph A. Householder's retirement as President and Chief Operating Officer effective January 1, 2020, the board appointed George W. Billic, who served as Group President and Principal Legal Officer from the date he joined the company in June 2019 until he was appointed as President and Chief Legal Officer effective January 1, 2020.

Review of Related Person Transactions

SEC rules require us to disclose certain transactions involving more than \$120,000 in which we are a participant and any of our directors, nominees as directors or executive officers, or any member of their immediate families, has or will have a direct or indirect material interest. The charter of our Corporate Governance Committee requires the committee to review and approve or ratify any such "related person transaction" that is required to be disclosed. When evaluating any such transaction, the Corporate Governance Committee focuses on a variety of factors on a case-by-case basis, including the identity of the related party, the nature and terms of the transaction and the dollar amount involved. There were no transactions requiring such review in 2019 or 2020 through the date of mailing this proxy statement.

Director Orientation and Education Programs

Every new director participates in an orientation program and receives materials and briefings to acquaint him or her with our business, industry, management and corporate governance policies and practices. Continuing education is provided for all directors through board materials and presentations, discussions with management, visits to corporate facilities and other sources. Several directors, at the company's expense, also attend third-party offered education courses and participate in the National Association of Corporate Directors (NACD), of which the company is a member.

Director Access to Senior Management, Independent Accountant and Counsel

Directors have complete access to our senior management and other employees, as well as to our independent registered public accounting firm. Directors also have complete access to counsel, advisors and experts of their choice to assist the board as needed in discharging its duties.

Retirement Policy

In accordance with our Corporate Governance Guidelines, directors should not be nominated to stand for election after attaining age 75.

Sempra Energy 2020 Proxy Statement 13



Additional information about the Company's corporate governance structure and practices can be found in the Board of Directors General Policies and Procedures, our Amended Regulations and our Amended Articles of Incorporation.

The Nominating and Corporate Governance Committee also oversees our corporate social responsibility and sustainability program. To show our commitment to conducting our business with ethics and integrity while embracing a strong spirit of social responsibility, we released our first corporate social responsibility report last year. The report detailed our investments in our associates and communities and our commitment to engaging in practices to protect the environment during 2018. Some of the highlights of our report covering 2018 include:

- Health and Safety**
Our 2018 lost-time-accident rate was the second-lowest in our 120-year history.
- Ethics**
We were recognized for being one of the world's most ethical companies by the Ethisphere Institute for the ninth time in the last ten years.
- Waste Management**
We diverted 90% of our waste from landfills through methods such as recycling and waste to energy.
- Community Outreach**
We awarded \$547,000 to support our associates' children who plan to attend a four-year college or university.

For more information regarding our corporate social responsibility program, please see our 2018 corporate social responsibility report available on our website at <https://www.timken.com/about/corporate-social-responsibility/>.

Risk Oversight

The Board of Directors primarily relies on its Audit Committee for oversight of the Company's risk management. The Audit Committee regularly reviews issues that present particular risks to the Company, including those involving competition, customer demands, economic conditions, planning, strategy, finance, sales and marketing, product technology, innovation, information technology and cybersecurity, facilities and operations, environmental, supply chain, product warranty and legal matters. The full Board also reviews these issues as appropriate. The Board believes that this approach, supported by our leadership structure, provides appropriate checks and balances against undue risk taking.

Shareholder Communications

Shareholders or interested parties may send communications to the Board of Directors, to any standing committee of the Board, or to any Director, in writing to The Timken Company, 4500 Mt. Pleasant Street NW, North Canton, Ohio 44720. Shareholders or interested parties also may submit questions, concerns or reports of misconduct through the Timken Helpline at 1-800-846-5363 and may

24



Our Approach to Strategy and Risk Oversight
Oversight of Corporate Responsibility and Sustainability

Current Policy Issues and Corporate Reputation. The Corporate Governance and Policy Committee has primary responsibility for overseeing the Company's handling of business and reputational risks relating to Verizon's position and engagement on important public policy issues, as well as individual events and incidents that may affect the Company's reputation. Each year, Verizon's Executive Vice President and Chief Administrative, Legal and Public Policy Officer updates the Committee on the current policy issues facing the Company that may generate publicity and impact corporate reputation. Through this annual briefing, the Committee reviews and discusses with management the most pressing known reputational issues and the Company's position on each issue, as well as the processes in place to anticipate potential developments in each of the identified areas and to quickly respond to any such developments in a timely manner.

Strategic Crisis Management. In order to position Verizon leadership and the Board to respond to strategic risks and protect Verizon's core assets in a potential crisis, the Company maintains a Strategic Crisis Management Program. The Program defines clear roles and responsibilities in dealing with various potential crises and outlines a process to make decisions and implement appropriate actions on a timely basis. Through the Program, the Verizon Strategic Crisis Leadership Team is positioned to assume executive ownership of strategic crisis events through drills and scenario-based training. The Program also includes employee crisis awareness training in order to ensure that employees across the Company are prepared to quickly identify and report circumstances or events that could develop into a strategic crisis so that our leadership team can take appropriate steps in response. In addition, Verizon's Board maintains a Board Crisis Response Plan, which is a structured plan to be used in connection with any crisis that could have a significant strategic impact on the Company's brand, reputation, finances or legal, political or regulatory position—providing a framework for ensuring appropriate Board oversight and assessment of the response to a crisis, while allowing the necessary flexibility to address the different types of crises that might arise.

Oversight of Corporate Responsibility and Sustainability

Our Board recognizes that operating responsibly—respecting human rights by creating an environment of respect, integrity and fairness for our employees and customers wherever we do business, minimizing the environmental impact of our operations, fostering online trust and safety and protecting the privacy of our customer's information—is fundamental to the long-term success of the Company. The Corporate Governance and Policy Committee oversees corporate responsibility and sustainability. In 2018, Verizon established a new management body called the Responsible Business Council, chaired by the CEO, to oversee the integration of responsible practices as a core operating principle. At least annually, the Chief Corporate Responsibility Officer briefs the Committee on the Council's activities and the Company's community and social impact initiatives. In 2019, Verizon created a new role dedicated to enhancing the Company's sustainability reporting and stakeholder engagement on environmental, social and governance issues that align with Verizon's core business strategy. The Chief ESG Officer heads a newly formed cross-functional team that focuses on strategic areas including governance, reporting, human rights, environmental sustainability and digital trust and safety and also oversees Verizon's efforts to deliver on its ESG commitments. The Chief ESG Officer regularly provides the Corporate Governance and Policy Committee with updates on the Company's ESG priorities, commitments and reporting.

Oversight of Financial Risk Management and Capital Allocation

The Finance Committee assists our Board in its oversight of financial risk management. In performing this function, the Finance Committee monitors Verizon's capital needs and financing plans and oversees the strategy for managing risk related to currency, interest rate and renewable energy exposures. The Finance Committee reviews and approves the Company's derivatives policy and monitors the use of derivatives. The Finance Committee also reviews Verizon's pension and other postretirement benefit obligations, as well as its insurance and self-insurance programs.

Oversight of Compensation Risks

The Human Resources Committee considers the impact of the executive compensation program and of the incentives created by the compensation awards on Verizon's risk profile. It also oversees management's annual assessment of compensation risk arising from Verizon's compensation policies and practices.

Verizon 2020 Proxy Statement 17



Our Environmental, Social and Governance (ESG) Strategy

We are committed to responsible and sustainable business practices, which strengthen our ability to innovate and better serve our partners, audiences and shareholders. We are proactively identifying, measuring and mapping the environmental, social and governance ("ESG") impacts of our global operations and working to manage and report these ESG impacts transparently with and to our stakeholders.

We are committed to implementing and tracking progress against goals that will position ViacomCBS as a leader in ESG and sustainability. From our LEED®-Certified headquarters in New York City to our company-wide diversity and inclusion initiatives, this commitment informs our work to integrate ESG into the way we do business and better understand our economic, environmental and social impacts as a company and across our global brands.

HOW WE MANAGE ESG

Our commitment to ESG starts at the top, with our Board of Directors and senior leadership. The Nominating and Governance Committee of the Board has direct oversight over our ESG strategy and reporting.

We have assembled a new team dedicated to driving our ESG strategy forward and overseeing our annual reporting and responses to ESG inquiries and assessments. We will prioritize transparency and disclosure, particularly of our most material impacts.

OUR ESG COMMUNICATIONS

In 2020, we conducted our first companywide ESG analysis for the combined company to identify the most important risks and opportunities across our business globally. The results of this ESG assessment are informing our ESG strategy and goals, which we are developing and plan to release later in 2020 as part of our first annual comprehensive ESG Report. In that report, we will provide the public with more detail about our commitment and approach to managing ESG strategically across ViacomCBS.



BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Evaluation

The Corporate Governance and Nominating Committee leads our Board's annual self-evaluation process. The evaluation process is conducted by soliciting an assessment from each director about the effectiveness of the Board and the committees on which he or she serves. Directors provide feedback about numerous topics including the Board and applicable committee's structure and composition, interaction with management, and areas of focus, as well as the quality of meetings and materials. Each committee and the full Board then conduct separate discussions regarding the evaluation and assessment topics. Follow-up items are then addressed at subsequent Board and committee meetings.

Diversity

The composition, skills, and needs of the Board change over time and will be considered in establishing the profile of desirable candidates for any specific opening on the Board. The Corporate Governance and Nominating Committee recognizes the benefits of a diverse Board membership reflecting differences in viewpoints, professional experiences, educational background, skills, race, gender, ethnicity, national origin, and age. The Committee is committed to seeking qualified diverse candidates, including diversity of race, gender, and ethnicity, in each independent director search, and instructs any search firm that it engages accordingly. The Committee believes that this process is effective in maintaining the diversity of the Board's composition.

Environmental, Social, and Governance Oversight and Practices

Sound ESG Oversight

Our Board is committed to overseeing the integration of environmental, social, and governance ("ESG") principles throughout Whirlpool. Regional business leaders and senior leaders in our product, sourcing, manufacturing, legal, communications, government relations, and technology functions comprise our Sustainability Steering Committee. The committee establishes and oversees our strategic priorities on relevant ESG issues based on results of our ESG Materiality Assessment. In line with our commitment to sound ESG practices, we became a signatory to the UN Global Compact in December 2019. Our approach to sound ESG practices focuses on three core elements: our people, our communities, and our environment.



Our People

At Whirlpool, inclusion and diversity is one of our long-standing enduring values. We strive to create an inclusive culture that celebrates and values diversity, and to provide high-quality tools and training for our employees. Some of the highlights of our focus on our people include:

- **Gender Equality.** In 2018, our Chairman and CEO, Marc Bitzer, made an organizational and personal commitment to the Catalyst® CEO Champions for Change to increase female representation in leadership positions. In 2019, female representation on our Executive Committee, an internal committee comprised of Whirlpool Corporation's most senior leaders, increased to 30%, in addition, 33% of our non-employee director nominees are women.
- **Inclusion and Diversity.** In 2019, our focus was on Inclusion, through which we helped employees understand that workplace inclusion results in workforce diversity and better Company performance. As part of this focus, we conducted a workshop for executives on inclusive leadership, launched our new "Inclusion Behaviors" tenets (Welcomed, Respected, Valued, and Heard), implemented employee storytelling on inclusion, and sponsored our first-ever Global Inclusion Week, during which employees engaged in over 25 inclusion-focused events globally. Over 63% of employees attended at least one activity.
- **Our Integrity Manual (Global Code of Ethics).** We were proud to roll out our refreshed global code of ethics in 2019. Our Integrity Manual defines Whirlpool Corporation's principles for ethical business conduct, which form the moral compass for everything we do at Whirlpool, and provides a strong foundation for continued enhancement of our culture of integrity. During our roll out, more than 56,000, or 73%, of all employees participated in commitment sessions and identified specific actions consistent with the principles in our Integrity Manual.



Corporate Governance (continued)

Environmental, Social and Governance ("ESG") Oversight and Activities

In 2019, the Company formed a cross-functional management committee to coordinate and communicate on the Company's ESG initiatives. Information on our ESG commitments and the various ESG-related awards we have received is available on our website at <https://www.willistowerswatson.com/en-US/About-Us/environmental-social-and-governance>, which information is not part of or incorporated by reference into this Proxy Statement.

With respect to Board oversight of ESG matters in general, the Board takes an approach that the most appropriate Committee should maintain oversight over a particular issue rather than concentrating all ESG initiatives into any one Committee. The Committees report to the Board as appropriate. For example:

- The Risk Committee has the primary responsibility of assisting the Board in its oversight of the framework, policies and practices used by management to identify, assess and manage key strategic and operational risks facing the Company. The Risk Committee considers enterprise risk a key area for regular quarterly review, as such, it reviews business continuity risks, including climate-related risks, if identified as having a material impact on the business strategy or operations.
- The Governance Committee reviews ESG disclosure in the proxy statement and discusses with management on an annual basis, its corporate social responsibility initiatives, which include the Company's environmental sustainability program and charitable contributions.
- The Compensation Committee reviews talent and culture, including inclusion and diversity, as well as social initiatives such as Gender Pay Gap.
- The Audit Committee reviews the ESG disclosure included in our Irish Statutory Accounts.

ESG Commitments

Our clients, colleagues and other stakeholders expect us to conduct our business with integrity and in an environmentally and socially responsible manner with the highest ethical standards. We take these expectations seriously and have embraced principles that are aligned with our business priorities, are consistent with our commitment to ethical and sustainable practices and demonstrate our respect for those communities in which we operate across the globe.

Accordingly, we are committed to:

- Demonstrating that we are a responsible and ethical business partner by conducting our business based on our Code of Conduct and our Company values, which emphasize managing all relationships with fairness, decency and good citizenship.
- Partnering with our clients and communities to help address their social and economic challenges. For example, we are a founding member of the Insurance Development Forum, a public/private partnership led by the insurance industry and international organizations (such as the United Nations and the World Bank) that aims to optimize and extend the use of insurance and its related risk management capabilities to build greater resilience and protection for people, communities, business, and public institutions that are vulnerable to disasters and their associated economic shocks.
- Enabling our colleagues to reach their full potential by fostering a culture of mutual respect and security, an inclusive and diverse work environment, an array of professional development opportunities, safe working conditions and fair hiring and labor standards. Each year our leaders adopt diversity and inclusion-focused objectives through the company, and we continue to look for ways to ensure an objective and fair process that mitigates human biases in all of our talent programs and processes. Examples of our inclusion and diversity activities include:
 - Globally:
 - For the fifth year running, we were a gold sponsor of the Dive In festival for inclusion and diversity in insurance, holding events across the company globally.
 - For the second year running, we were included in the Bloomberg Gender-Equality Index, which tracks the financial performance of public companies committed to supporting gender equality through policy development, representation, and transparency.

4. Climate risk

Climate risk is of growing interest to a range of stakeholders including investors, employees, communities, customers and others. Whatever one's personal views may be, investors are broadly united in the belief that global warming is accelerating toward dangerous levels, and carries with it human, environmental and economic costs. This brings climate change squarely into investors' core focus on investment risk, with the potential for financial impacts that cross all industries and markets, impacting long-term shareholder returns as well as economic stability. There is a growing acceptance that a healthy economy requires both healthy people and a healthy planet. This section shows a range of disclosures in which companies address their impact on the environment.

The Taskforce on Climate-related Financial Disclosures (TCFD) provides a voluntary reporting framework for consistent climate-related financial disclosures for use by companies in providing information to investors, lenders, insurers and other stakeholders. The TCFD framework follows four core pillars: Governance, Strategy, Risk Management and Metrics and Targets. We are seeing an increase in U. S. companies both assessing the TCFD framework and developing disclosures based on its recommendations.

ARMSTRONG WORLD INDUSTRIES, INC.



SUSTAINABILITY

As a leading building products manufacturer, we are committed to operating as a strong corporate citizen across all areas of our business. This commitment is reflected in our ongoing initiatives to design and develop sustainable roofing and wall products and solutions for every space, and in our expanded sustainability initiative, which we launched in 2019. Our initiative reflects our mission to make a difference in the lives of people where they live, work, learn, heal & play. It is being designed to support our strategic priorities, align with all stakeholder interests, and be visible and measurable.

Corporate social responsibility has long been an important priority for the Board and the Company. Epitomized by our founder's motto, "Let the buyer have faith," we have a proven history of over 150 years of commitment to being an ethical and responsible company acting with integrity and respect for each other, our customers and our communities.

BOARD GOVERNANCE AND OVERSIGHT

In October 2019, the Board approved an amendment to the charter for the Governance Committee, renaming it as the "Nominating, Governance and Social Responsibility Committee" and tasking it with responsibility for overseeing our corporate responsibility and sustainability programs and practices.

CORPORATE LEADERSHIP AND MANAGEMENT

In 2019, we appointed a dedicated sustainability leader, Ms. Helen Sahi, as our Director of Sustainability, to lead our program and further develop our objective and action plans towards specific measurable goals. Ms. Sahi is an experienced sustainability leader, and has led similar initiatives for other publicly-traded manufacturers, integrating sustainability into the everyday fabric of company business and shaping sustainability vision and strategy.

Our expanded initiative is organized around three functional program "pillars": People, Planet and Product. Each functional pillar is led by a cross-functional steering committee responsible for assessing, selecting and prioritizing goals, establishing targets and developing roadmaps to achieve them, and monitoring progress against science-based metrics.

OUR PLANET PILLAR

Under this pillar of our program, we are broadly focused on offsetting traditional electricity usage sources with renewable sources, reducing or recapturing water in our operational processes, and exploring reuse of dust resulting from our processes. For example:

Recycling Program We were the first company to develop a ceiling recycling program and, since 1999, we have diverted more than 200 million square feet of reclaimed ceiling tiles from landfills. The recycling program takes discarded ceiling panels from renovation and demolition projects and upcycles them to new ceiling products, providing a responsible, end-of-life solution for our ceiling products.

In 2019, our recycling program received the 2019 Leadership Award from the Northeast Recycling Council, Inc., a multi-state non-profit organization committed to environmental and economic sustainability.

Operations Footprint Our efforts to reduce our own environmental footprint include:

- upcycling industry waste streams into our products so that we use more waste than we generate; several of our facilities are zero-waste;
- energy reduction improvements that seek to contribute to greenhouse gas reduction;
- water recycling and infrastructure improvements; and
- being a founding member in the U.S. Green Building Council.

In 2019, the Armstrong Avenue, our corporate campus showroom facility, received the FitWell Certification. The FitWell Standard, operated by the Center for Active Design, a health and wellbeing assessment and certification routine that measures and scores buildings against sixty-three evidence-backed design and operational strategies, with the goal of improving and promoting building users' health and wellbeing.

OUR PRODUCT PILLAR

Under this pillar of our program, we are broadly focused on ensuring our products are free of chemicals of concern, looking at ways to reduce our

AWI 2020 Proxy Statement | 15

CAPITAL ONE FINANCIAL CORPORATION



SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE

- Other workforce development programs supported through FutureEdge include Per Scholas (technology access and education for underserved communities) and Future Founders (entrepreneurship skills for high school students).
- **Community Advisory Council.** We continue to consult with our Community Advisory Council which engages our senior leadership with civic leaders, community representatives and consumer advocates to provide a variety of perspectives and facilitate informed dialogue on the company's strategy, products, and services, especially those related to underserved communities.
- **Affordable Housing.** We provide a comprehensive approach to affordable housing which is a central part of our focus on building healthy, thriving communities. We created the Blueprints to Buildings Fund in 2015 that provides grant support to nonprofit affordable housing developers, have worked with the Greater Washington Urban League to create a homebuyer's club to prepare prospective homebuyers for home ownership through grants, savings accounts, and classes. We manage a \$5.6 billion loan and investment portfolio focused on affordable rental housing, through which we provide capital to finance affordable housing developments built by nonprofits, local agencies, and specialty developers and bring financial expertise to developments with multiple public and private funding sources. This allows us to address critical community needs through customization and innovation. Since the program's inception, Capital One has helped finance more than 140,000 units of affordable housing.
- **Awards and Recognition.** In 2019, our community engagement efforts earned us the following recognition and awards, including:
 - "National Corporation of the Year" Carolinas-Virginia Minority Supplier Development Council
 - "America's Top Corporations for Women's Business Enterprises" Women's Business Enterprise National Council

Our Environmental Footprint

Our environmental efforts are rooted in our sense of accountability for our actions, both to our stakeholders and society as a whole. We are committed to continuously improving the environmental sustainability of our business, to reducing the impact of our operations, and to using resources and materials thoughtfully. We continue to engage our associates, customers, suppliers, and other stakeholders in our environmental efforts.

Annually purchase 100% renewable energy

Carbon neutral for Scope 1, 2 and business travel greenhouse gas emissions

Diverted 58% of 2019 corporate campus waste away from landfills

Highlights of our environmental sustainability efforts include the following:

- **Sustainable Finance.** Between 2015 and 2019, we invested more than \$7 billion in environmentally responsible projects through our renewable energy, multi-family green financing and not-for-profit banking businesses.
- **Supporting Renewable Energy.** Capital One met its ongoing annual commitment to 100% renewable energy by purchasing 370,000 MWh of Renewable Energy Credits for 2019. We believe that renewable energy is a critical tool in the fight against climate change and in 2018 Capital One joined other leading global companies and became a member of RE100, a global initiative of businesses committed to 100% renewable electricity. We continued to meet our RE100 commitments in 2019.
- **Reducing Greenhouse Gas ("GHG") Emissions.** We continue to meet our goals for reducing greenhouse gas emissions. We are carbon neutral for Scope 1, Scope 2 and business travel emissions, and we committed to a 25% reduction in Scope 3 emissions by 2025 from a 2018 baseline. Scope 1 GHG emissions are direct emissions from sources that are owned or controlled by Capital One; Scope 2 GHG

CAPITAL ONE FINANCIAL CORPORATION | 2020 PROXY STATEMENT 45

CARNIVAL CORPORATION & CARNIVAL PLC



ANNEX A															
<p>We are tracking our progress against our 2020 sustainability goals, which reinforce our commitment to the environment, our employees and the communities in which we operate. We are pleased to share that through the commitment of our dedicated and diverse workforce, we reached our carbon reduction goal ahead of schedule. As we finalize our sustainability strategy beyond 2020 we have committed to support the Cruise Line International Association commitment to a 40% carbon intensity rate reduction by 2030. We have also committed to eliminating non-essential single use items including plastics by the end of 2021. As we continue to finalize our additional sustainability targets we are using the United Nations' 2030 sustainable development goals as a framework.</p>															
Environmental Goals	<ul style="list-style-type: none"> Reduce intensity of carbon dioxide equivalent ("CO₂e") emissions from operations by 25% by 2020 relative to our 2005 baseline Continue to improve the quality of our emissions into the air by developing, deploying and operating advanced air quality systems across our fleet Increase usage of ship-to-shore power connection capabilities Increase Advanced Wastewater Purification Systems coverage of our fleet-capacity by 10 percentage points by 2020 relative to our 2014 baseline Continue to improve our shipboard operations' water use efficiency by 5% by 2020 relative to our 2010 baseline Continue to reduce waste generated by our shipboard operations by 5% by 2020 relative to our 2010 baseline, as measured by kilograms of non-recycled waste per person per day 														
Health, Safety and Security Goal	<ul style="list-style-type: none"> Continue to build on our commitment to protect the health, safety and security of guests, employees and all others working on our behalf 														
Labor and Social Goals	<ul style="list-style-type: none"> Continue to build a diverse and inclusive workforce and provide all employees with a positive work environment and opportunities to build a rewarding career to further drive employee engagement Further develop and implement vendor assurance procedures ensuring compliance with Carnival Corporation & plc's Business Partner Code of Conduct and Ethics Continue to work on initiatives and partnerships that support and sponsor a broad range of organizations for the benefit of the communities where we operate 														
<p>Our ship fuel consumption and emission rates and our total ship fuel greenhouse gas emissions are as follows:</p> <table border="1"> <thead> <tr> <th>Measure</th><th>Units</th><th>2019</th><th>2018</th></tr> </thead> <tbody> <tr> <td>Total ship fuel greenhouse gas emissions (in millions)</td><td>Tonnes CO₂e⁽¹⁾</td><td>10.48</td><td>10.42</td></tr> <tr> <td>Ship fuel greenhouse gas emission rate</td><td>Grams CO₂e/ALB-KM⁽²⁾</td><td>246</td><td>251</td></tr> </tbody> </table> <p>(1) Greenhouse gas emission data collection and calculations were performed in accordance with our greenhouse gas inventory management plan, the Greenhouse Gas Protocol and ISO 14064-3:2006 standard. Ship fuel emissions represent over 95% of the combined scope 1 emissions (direct emissions from sources that are owned or controlled by Carnival Corporation & plc) and scope 2 emissions (indirect emissions from the consumption of purchased electricity, heat or steam).</p> <p>(2) We measure and report the ship fuel greenhouse gas emission rate in terms of grams of CO₂e per available lower berth kilometer ("ALB-KM"). This indicator enables us to make meaningful greenhouse gas emission reduction comparisons that take into account changes in fleet size, itineraries and passenger capacity.</p> <p>Further details of matters related to health, environmental, safety, security and sustainability reporting and community relations at Carnival Corporation & plc are available in the "Sustainability" section of the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com and our sustainability website at www.carnivalsustainability.com.</p>				Measure	Units	2019	2018	Total ship fuel greenhouse gas emissions (in millions)	Tonnes CO ₂ e ⁽¹⁾	10.48	10.42	Ship fuel greenhouse gas emission rate	Grams CO ₂ e/ALB-KM ⁽²⁾	246	251
Measure	Units	2019	2018												
Total ship fuel greenhouse gas emissions (in millions)	Tonnes CO ₂ e ⁽¹⁾	10.48	10.42												
Ship fuel greenhouse gas emission rate	Grams CO ₂ e/ALB-KM ⁽²⁾	246	251												
Carnival plc Directors' Report A-7															

CIENA CORPORATION



Environmental & Sustainability	
<p>Sustainability in Our Products and Suppliers</p> <ul style="list-style-type: none"> Technology innovation reduces environmental impact of network infrastructures at a time of significant traffic and service expansion Product portfolio design optimizes power utilization and reduces network elements Efforts to improve the energy efficiency per gigabit of throughput in our high-performance networking solutions Initiatives to improve space and cooling requirements Member of the Responsible Business Alliance ("RBA") We have adopted, and seek to ensure that our key direct suppliers adopt, the standards and principles set forth in the RBA Code of Conduct TL00000 certified product lifecycle management process Sustainability assessments with suppliers representing significant spend Supplier diversity program Engaged with key customers on sustainability opportunities in products and fulfillment, underpinning the circular economy 	<p>Pursue Opportunities to Reduce Our Carbon Footprint</p> <ul style="list-style-type: none"> Participate in CDP climate change and water disclosures Rapid adoption of flexible and remote working and collaborative tools Pursuing opportunities to consolidate real estate footprint 5 locations LEED certified or certifiable <p>Reporting and Recognition</p> <ul style="list-style-type: none"> RBA / Rocky Mountain Institute / TIA sustainability membership Published initial CSR Report in December 2018 Advanced rating by EcoVadis AT&T Diversity Supplier Award Conflict Minerals Report Completed global Environment, Health and Safety Management System Certification
Community Outreach & Support	
<p>Encourage Opportunities to Volunteer Time</p> <ul style="list-style-type: none"> Ciena Cares – a comprehensive, best-in-class community program Local "Ciena Cares Champions" across the globe promote engagement in our communities Flexible volunteering during work time Rewards for volunteer hours served provide further charity benefits Joint community projects with customers and business partner Opportunities for employees to volunteer in person or virtually 	<p>Charitable Donation Matching</p> <ul style="list-style-type: none"> New online charitable giving portal to promote employee donation matching program New employee stipend to donate to their favorite charities Up to \$1,000 annual matching for employee donations <p>Support for Current and Potential Employees</p> <ul style="list-style-type: none"> Disaster relief programs for employees, customers and natural disaster response Support for STEM education
<p>We maintain a Corporate Social Responsibility Policy and an Environmental, Health and Safety Policy which, along with our CSR Report, can be found on the "Corporate Social Responsibility" page of the "About us" section of our website at www.ciena.com</p>	
ciena 2020 Proxy Statement 15	

CLEARWATER PAPER CORPORATION



2019 Sustainability and Safety Success	
Sustainability Goals	Accomplishments
Targeted improvements from our baseline in three key areas—water use, waste and energy use	<ul style="list-style-type: none"> Decreased water consumption by 11% Reduced waste-to-landfill by 68% Decreased energy consumption by 2%
	<p>2019 Arkansas Environmental Stewardship Award</p> <ul style="list-style-type: none"> Awarded to our Cypress Bend, Arkansas team to honor the quality and innovation of environmental projects and programs Presented by the Arkansas Department of Environmental Quality <p>2019 Idaho Governor's Award for Excellence in Energy Efficiency</p> <ul style="list-style-type: none"> Awarded to our Lewiston, Idaho team for reducing annual energy consumption by 7.7 million kilowatt hours <p>2019 Idaho Pollution Prevention Champion Award</p> <ul style="list-style-type: none"> Awarded to our Lewiston, Idaho team for installation of several variable speed drives to reduce energy consumption Presented by the Idaho Department of Environmental Quality
	<p>Recognized with three sustainability awards in 2019</p>
Safety Achievements	<ul style="list-style-type: none"> Company-wide commitment to and implementation of American Forest & Paper Associations' Serious Injury and Fatality Prevention Program Trained 150 mill leaders in safety leadership principles
Clearwater Paper Corporation 2020	
4	

CONCHO RESOURCES



Implementing the TCFD Recommendations		
<p>The Company recognizes that the risks presented by climate change are a growing area of interest for our stockholders and other stakeholders. In 2019, the Company published an inaugural Climate Risk Report, which demonstrates responsiveness to the interests of our stakeholders and aligns with our goals to increase the transparency of Concho's sustainability performance.</p> <p>The Company developed the Climate Risk Report using the recommendations issued by the Financial Stability Board's Task Force on Climate-related Financial Disclosures ("TCFD"), which promotes greater understanding of climate-related risks and opportunities through better disclosures. In preparing the Climate Risk Report, the Company's management team reviewed the impact to our business of various commodity price assumptions based on the low-carbon scenarios put forth by the International Energy Association's 2019 World Energy Outlook. The Climate Risk Report describes how the Company addresses climate-related risks and highlights the resiliency of our portfolio in a low-carbon economy. By adopting the TCFD's framework, the Company is working to better understand how climate-related risks may impact our business while navigating a dynamic energy environment.</p>		
Corporate Responsibility Progress Highlights		
Safety	Emissions	Water Recycling
Maintaining low lost time & total recordable incident rates for employees and contractors.	Reduced flared volumes by nearly 50% between 2016 and 2018.	Scaling water recycling program through strategic agreements with midstream partners.
Team Development	Good Governance	Community Investment
Investing in our team through our corporate Leadership Development Program to support internal advancement.	Three new directors in last three years.	Supporting higher education in the Permian Basin with the creation of an engineering academy at Midland College.
2020 PROXY STATEMENT 5		

Total of 02 pages in section

During 2020, we look forward to introducing quarterly community service days, continuing to support the organizations that we have been involved with and identifying new organizations to support.

Environmental Stewardship

We recognize that commercial real estate assets can have a significant effect on the environment and on the health and safety of building occupants, and we believe that being aware of, and addressing, these issues are important aspects of building a successful and sustainable business. Our commitment to the environment starts at our corporate headquarters, in Princeton, New Jersey, and extends to our acquisition and leasing practices.

We emphasize sustainability at our corporate headquarters. To this end, we have responsible practices that seek to minimize environmental impact, such as using energy efficient lighting, minimizing HVAC run times and promoting an active recycling program.

Prior to acquiring a property, we engage in comprehensive environmental due diligence, including obtaining Phase I Environmental Site Assessments. If we are satisfied with our environmental and other due diligence and acquire a property, we generally lease the property to a tenant pursuant to a lease that obligates our tenant to comply with all environmental laws, rules and regulations.

9

CEO Pay Ratio

Our CEO pay ratio was calculated in compliance with the requirements set forth in Item 402(u) of Regulation S-K. We identified the median employee using our employee population as of October 1, 2019. To identify the median employee, we applied our consistently applied compensation measure across the identified populations. Our consistently applied compensation measure is the compensation to employees that is considered taxable wages in the country in which the employee is employed, and this definition was applied consistently within each country for the fiscal year 2019. We then calculated the median employee's compensation for the fiscal year 2019 in the same manner as the named executive officers in the Summary Compensation Table.

For fiscal year 2019, our median employee compensation was \$59,235. Our chief executive officer compensation was \$27,658,117. Accordingly, the ratio of the annual total compensation of our CEO to that of our median employee is approximately 467:1.

Our CEO pay ratio is influenced by the countries in which we have employees. Of our employee population on the measurement date, a substantial portion of our employees are in locations where wages are significantly lower than other locations in which we operate.

Our CEO pay ratio is also influenced by the one-time Worldpay Integration Incentive Plan grant of PSUs made in 2019 to our CEO in the target amount of \$9,000,000 which could vest based on meeting performance goals for revenue and expense savings synergies related to the Worldpay acquisition. If this grant was excluded from the pay ratio calculation, our pay ratio would have been 315:1.

Corporate Citizenship

FIS is a leader in technology and services that help businesses and communities thrive by advancing the way the world pays, banks and invests. We are committed to making a positive impact on the world around us through demonstration of excellence in corporate responsibility. We are committed to operating our company with integrity and the highest ethics, contributing to our surrounding communities, promoting diversity and inclusion, empowering our employees, and preserving our natural resources. We are also committed to the highest levels of data security, protecting the privacy of our clients, and ensuring the global financial system is accessible to and inclusive of everyone. Our Board's Corporate Governance and Nominating Committee oversees our ESG program.

Environmental Commitment

FIS and our colleagues worldwide are committed to ensuring our planet is a sustainable home for current and future generations. This commitment to environmental stewardship is part of FIS' Code of Business Conduct and Ethics. This includes a pledge to driving environmental awareness among our colleagues by engaging them in our efforts to reduce our environmental impact.

Energy Usage

As a global leader in financial services technology, our primary opportunities for reducing direct environmental impact are the efforts we make to operate our data centers and office buildings efficiently and responsibly.

To do this effectively, our strategy includes consolidating FIS data centers, which reduces the environmental footprint of our technology infrastructure at the same time that it saves costs and increases operating efficiencies. Our plan includes reducing the number of our data centers from 48 in 2018 to 14 by 2021, as we continue to migrate to a secure cloud-based technology. As a result, since 2018 we reduced our data center square footage by ~60,000 square feet, and – in 2019 – we reduced our annual data center electrical consumption by ~26,280,000 kilowatts/hour. We anticipate further reductions through 2020 and beyond as we continue our data center consolidation efforts.

Fidelity National Information Services, Inc. 61

Total of 02 pages in section

- Rail** - Experienced fulfillment challenges and profit pressures following the consolidation of its North American manufacturing capacity. Otherwise, Rail executed its key initiatives by introducing its next-generation tamper technology in 2019, and in September 2019, secured an initial major order of \$100 million for its innovative, environmentally-friendly Utility Track Vehicles from Europe's largest railway infrastructure manager, DB Netz AG (Deutsche Bahn). The potential for total orders may approach \$300 million over the life of this contract.
- Industrial** - In the first-half of 2019 (prior to accounting for this segment as a Discontinued Operation), the Industrial segment realized revenue and operating income growth of \$58 million or 33 percent and \$9 million or 36 percent, respectively, versus the comparable period of 2018.

Financial and operational highlights for each business unit are summarized in the table below:

Harsco Environmental	Clean Earth	Rail
<ul style="list-style-type: none">Revenues generated totaled \$1 billion, unchanged from the prior year after adjusting for foreign exchange impacts, despite a decrease in customer steel production.Operating margin exceeded 10 percent, for the third consecutive year.Finalized approximately 34 renewal and new growth contracts in 2019 with estimated revenues of approximately \$794 million over the life of these contracts.Invested \$66 million of capital in new growth contracts.	<ul style="list-style-type: none">Revenues increased \$31 million or 22 percent in the second-half of the year versus the comparable period of 2018.Operating income increased from \$6 million to \$20 million versus the comparable period of 2018.In 2019, processed over 5.4 million tons of hazardous, contaminated and other materials, with 99.2 percent beneficially re-used or diverted from landfills and incinerators.Backlog increased to 3.3 million tons at year-end 2019.Increased capacity to process PFAS-containing wastewater following an investment and expansion of the Company's operating footprint in Michigan.	<ul style="list-style-type: none">Revenues increased \$20 million or 7 percent compared with 2018.Backlog increased 43 percent compared with year-end 2018.Awarded several major contracts during the year; the largest was a multi-year contract to supply UTVs (utility vehicles) to DB Netz AG (Deutsche Bahn) in Germany.Launched the new TX16 tamper technology, with significant productivity, safety and other enhancements relative to legacy tamper technology.

On February 7, 2020, the Company announced it entered into a definitive agreement to acquire Stericycle Environmental Solutions, Inc. ("ESOL"), an established hazardous waste transportation and processing solutions provider, from Stericycle, Inc. The acquisition of ESOL marks the next step in Harco's transformation into a global, market leading, single-thesis environmental solutions platform. The transaction is expected to close by the end of the first quarter, subject to customary closing conditions, including regulatory approval. We continue to believe that shifting our portfolio to less-cyclical businesses with attractive growth potential is the best way to create sustainable, long-term value for Harco and our shareholders.

Compensation Highlights

Our executive compensation program's primary objective is aligning our executives' pay with the interests of our stockholders. The program is also designed to reward short- and long-term financial, strategic and operational business results, while facilitating the Company's need to attract, motivate, develop and retain highly-qualified executives who are critical to our long-term success.

31

Total of 02 pages in section

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Carbon Neutrality

Macerich is committed to achieving carbon neutrality by 2030 through efficiency, sustainable investment, renewable and clean generation sources and renewable energy credits, while setting scientific greenhouse gas (GHG) reduction goals.

These GHG goals include reducing energy consumption, increasing on-site renewable energy and more. Since launching our formal sustainability program in 2008 with our Strategic Energy Plan (SEP), Macerich has reduced its energy utilization and carbon footprint every year for more than 11 consecutive years. In 2019 alone, Macerich reduced energy consumption by more than 28.3 million MWh.

Zero Waste

We're building on strong existing programs in waste and water management, heading toward our goal of achieving zero waste by 2025-2030.

Macerich is targeting reduction of net water consumption by 50% from 2015 levels and eliminating 100% of property water effluent by 2030. Our objectives for zero waste include a focus on conservation and efficiency, water capture and reuse, stormwater management, and tenant water consumption. Through thoughtful repurposing and engineered irrigation systems, we have reduced our water use by 70 million gallons in two years, which has been particularly impactful in the still drought-ridden western United States.

Minimizing the impact of our properties on local landfills is also a key priority, now and in the long term. At Valley River Center in Oregon, for example, we diverted hundreds of pounds of metal fixtures from landfills by creating a designated dumpster program and recycling the metal materials. Overall, Macerich is working to increase waste diversion rates to over 70% by 2025 and reduce overall waste by 50% from 2015 levels.

Reduced carbon footprint by 33% from 2014-2019 which equates to greenhouse gas emissions from nearly 240 million passenger car miles

Energy Consumption and Greenhouse Gas Emission

Energy Use (kWh)	2017	2018	2019
Electricity	423,526,636	400,124,947	386,821,194
Natural Gas	146,953,913	149,000,000	113,985,060
Total	570,480,549	549,124,947	500,806,254

Performance

Carbon Footprint (metric tons CO2e)	203,683	196,616	186,476
-------------------------------------	---------	---------	---------

Water Summary

	2017	2018	2019
Volume of Water used (million gallons)	943	842	873
Building water intensity ratio (million gallons per square foot)	29.57	29.54	27.36

REDUCED ANNUAL WATER CONSUMPTION BY 243 MILLION GALLONS SINCE 2014

20 2020 PROXY STATEMENT



CORPORATE GOVERNANCE

Sustainability and Climate Scenarios Reporting



The Sustainability Committee is committed to being transparent about how we pursue our business objectives and manage the risks inherent to energy-sector companies such as ours. The Committee oversees our health, environmental, safety and security policies, practices and programs, and reviews our performance and public reporting on these matters. Since 2011, we have published an annual Sustainability Report (previously the Citizenship Report), highlighting our commitment to our values, our communities and environmental stewardship. This report has been developed in accordance with the International Petroleum Industry Environmental Conservation Association (IPIECA) Sustainability Reporting Guidance.

We also publish an annual Perspectives on Climate-Related Scenarios report, which provides a detailed look at the Board's risk management oversight, climate-related scenario analyses, asset optimization and portfolio management, and concludes we are well positioned to remain successful into the future. We have modeled this report on the disclosures recommended by the Financial Stability Board's Task Force on Climate-related Financial Disclosures and continue to enhance it each year based upon those recommendations.

MPC's 2030 Greenhouse Gas Emissions Intensity Goal

Our commitment to environmental performance is long-standing, and we have been a leader in reducing greenhouse gas (GHG) emissions intensity. Our GHG emissions charts, which are available on our website, show the significant progress we have made on GHG emissions intensity over the past five years.

Demonstrating our continuing leadership in this area, we announced in early March that we have established a companywide goal of reducing our GHG emissions per barrel of oil equivalent (BOE) processed to 30% below 2014 levels by 2030. Our GHG emissions intensity reductions encompass Scope 1, defined as direct emissions from our operations—such as refineries, trucks, compressors and other equipment—as well as Scope 2, which are indirect emissions resulting from the electricity and steam we purchase to support our business activities. We will measure these GHG emissions reductions per BOE because we use a variety of feedstocks, including crude oil, natural gas and renewable feedstocks, such as soybean oil. BOE, a unit of measure defined by the U.S. federal government, allows these different throughputs to be measured on a common basis.

Our 2030 goal builds upon the business strategy we highlight in our Perspectives on Climate-Related Scenarios report, which has lowered our GHG emissions intensity by approximately 20% over the past five years. Additional focus areas to achieve the 2030 goal include expanding our energy efficiency program, reducing methane emissions and increasing our use of renewable energy. We are committed to reassessing this goal as achievements toward GHG emissions intensity reductions are realized.

To further promote the responsible, long-term growth of our business, the Compensation and Organization Development Committee has determined to link achievement of our GHG reduction goal to our executive compensation program. Our 2020 Annual Cash Bonus program includes a new Sustainability metric that combines a new GHG Intensity metric that measures our progress toward our GHG emissions intensity reduction goal together with a number of existing safety- and environmental-related metrics. See the Executive Summary in our "Executive Compensation Discussion and Analysis" below for further information about this new metric.

Find more online

The "Corporate Citizenship" page of our website, at www.marathonpetroleum.com/Responsibility/Corporate-Citizenship, offers a more comprehensive look at our corporate responsibility and sustainability policies, practices and procedures, as well as key disclosures including our:

- ▶ Sustainability Report
- ▶ Our GHG emissions charts
- ▶ Perspectives on Climate-Related Scenarios report

2020 Proxy Statement | 21



Murphy Oil at a Glance

Our Social and Environmental Sustainability

Our People

Competitive compensation, outstanding benefits and a global work environment help us to attract and retain talented people, the real strength of our Company. A summary of employee benefits, which may vary by country, are listed below:

A summary of employee benefits, which may vary by country, are listed below:

- Medical, dental, and vision health care coverage
- Health Care Flexible Spending Account
- Retirement Savings Plans
- Life Insurance Benefits
- Employee Assistance Program
- Employee Educational Assistance
- Travel Assistance Program
- Employee gift matching (as outlined in the Compensation Discussion & Analysis)

Climate Change

We share the climate change concerns of our stockholders, employees and communities and we are proactive in understanding and mitigating any environmental impact.

- We have adopted the Murphy Guiding Principles for Climate Change
- We invest to reduce GHG and other emissions. From 2015 to 2019 environmental expenditures totaled approximately \$95 million
- We set internal GHG emissions reduction targets to drive continual performance
- We sponsor the Massachusetts Institute of Technology's Joint Program on the Science and Policy of Global Change

Around the world, over 800 dedicated, well-trained and skilled Murphy people work proudly to help supply the energy on which this and future generations depend.

Wherever Murphy is present, all employees and partners are motivated and incentivized to create a safe and rewarding workplace, to meet and surpass environmental standards, and to be a welcomed member of our local communities.

MURPHY OIL CORPORATION



CORPORATE RESPONSIBILITY

For more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and responsibly, while creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEgas.com, the contents of which are expressly not incorporated herein by this reference.

In April of 2018, the ESG Steering Committee was formed to provide oversight of the company's reporting, both internal and external, of its ESG initiatives. The steering committee is chaired by the Director Investor Relations and the CFO acts as the executive sponsor. The steering committee is represented by leaders from across business functions including commercial, legal, corporate communications, human resources, environmental compliance, safety, government affairs, operations and facilities.

SAFETY AND HEALTH

The safety of our employees, our customers and the communities where we operate is at the forefront of each business decision we make as safety is our number one core value. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

A substantial part of our workforce is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate these risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is why we continue to focus on enhancing our preventive safety programs, such as near-miss reporting, vehicle safety monitoring, risk assessment and others.

We have established an Environment, Safety, Health and Compliance ("ESHHC") Steering Committee. The primary purpose of the ESHHC Steering Committee is to provide vision, leadership, direction and oversight of our ESHHC programs, processes and management systems for the protection of our employees, the environment and the communities we serve, as well as systems focused on the safe design and operation of our natural gas distribution system.

2019 Safety and Health Performance Updates and Highlights

- Since 2013 we have experienced a 64% reduction in our TRIR.
- Since 2013 strains and sprains, our employees' most prevalent type of injury, has declined by 81%.
- Since 2013 we have experienced a 86% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVR.

ENVIRONMENTAL PERFORMANCE

2019 Environmental Updates and Highlights

- We concluded a five-year accelerated cast iron pipe removal and replacement program that began in 2014.
- We joined Sustainable Tulsa, a non-profit organization that provides "education, tools, and resources to inform and engage businesses and individuals in the three areas of sustainability: social responsibility, economic vitality, and environmental stewardship." Our goal is to establish a sustainability baseline, identify best practices, and provide a mechanism for continuous improvement.
- In 2019, our Energy Efficiency Program in Oklahoma and the Austin and Rio Grande Valley Conservation Programs in Texas combined to issue more than 99,696 rebates totaling approximately \$13,737,234 million through energy efficiency and conservation programs that offered customers rebates on natural gas appliances and energy-efficient home improvements.
- We continue to be a partner in the EPA's Natural Gas STAR Program and the EPA's Natural Gas STAR Methane Challenge program to voluntarily promote and track commitments to reduce greenhouse gas emissions. Our Methane Challenge Program commitment to annually replace or rehabilitate at least two percent of our combined inventory of cast iron and noncathodically-protected steel pipe aligns with our planned system integrity expenditures for infrastructure replacements. We anticipate reporting in 2020 our 2019 performance to the EPA. We exceeded our goal by achieving an overall replacement rate greater than two percent in 2018 and between six and seven percent in 2017.

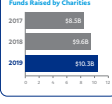
COMMUNITY INVESTMENT

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not only the right thing to do—it's smart business. By contributing financially and through volunteer work, we can help build stronger communities and create a better environment for our employees, our customers and the general public.

ONE Gas, Inc. Notice of 2020 Annual Meeting of Shareholders and Proxy Statement



ESG Oversight and Highlights

Social Innovation	Employees & Culture	Environmental Sustainability	Responsible Business Practices
<ul style="list-style-type: none"> Reached \$10B+ in funding to 225K+ small & medium businesses since inception Expanded Xoom services to 130+ markets, aligned with UN SDG Goal 10 to reduce inequalities 	<ul style="list-style-type: none"> Instituted diverse hiring policy for every open position Director-level and above Established supplier diversity program to identify/increase use of diverse businesses 	<ul style="list-style-type: none"> Made progress towards setting a science-based company-wide ESG emissions goal Revised our Environmental Sustainability Policy in accordance with ISO 14001 and other relevant standards 	<ul style="list-style-type: none"> Partnered with Polaris to create Financial Intelligence Unit to combat human trafficking Established a robust third-party code of conduct that includes requirements for sustainability, human rights, business ethics, etc.
Funds Raised by Charities 	100% global gender pay equity 100% U.S. women pay equity	2019 Progress 20% of material based data centers were matched with renewable energy Goal: 100% renewable energy use in data centers by 2025	All employees complete annual compliance and ethics training

Global Talent Strategy

The Company recognizes the fundamental importance of ensuring we attract, recruit, retain, and develop top global talent in order to create innovative products and services for our customers. Our ability to deliver on our mission to democratize financial services starts by building a global team of diverse employees that reflect the communities where we work and live, and the diversity of the customers we serve. PayPal's human capital management strategy focuses on the whole employee lifecycle, follows a pay-for-performance compensation program and provides employees with comprehensive benefits and opportunities for advancement. The Company established regular reporting mechanisms and employee engagement surveys for formal performance reviews and informal peer feedback to recognize key talent and build a culture of continuous improvement. PayPal's concerted efforts to create an enduring culture of total wellness is foundational to executing on an effective business strategy.

Consideration of Industry Trends & Stakeholder Feedback

The Company continuously assesses industry trends, research and standards such as the Sustainable Accounting Standards Board (SASB), UN Sustainable Development Goals (SDGs), Taskforce for Climate Related Financial Disclosures (TCFD) and other frameworks in the development and execution of its ESG strategy. For example, the Company provided an initial high-level mapping to the 17 SDGs and continues to refine its approach to integrating these international standards into its strategies and disclosures.

PayPal also receives regular feedback from investors, employees, regulators, customers, and other stakeholders for consideration as the Company continues to develop its ESG reporting and strategy efforts. In 2019, the Company conducted an industry-leading governance perception survey to better understand how global investors consider ESG information in their decision-making and engagement strategies, current perspectives of PayPal's ESG performance, and recommendations for future activities. The Company engaged with 24 investors with approximately \$4.2 trillion in assets under management from North America, Europe, and Asia. These results will play a critical role as PayPal conducts its inaugural ESG materiality/prioritization assessment and enhances its disclosures and initiatives.

As we continue to evolve our ESG efforts, we're committed to sharing progress through subsequent reports and updates. For further information and to access the Global Impact Report, visit: <https://www.paypal.com/us/webapps/mpp/globalimpact>.

PayPal 2020 Proxy Statement 39

PUBLIC SERVICE ENTERPRISE GROUP (PSEG)



Corporate Governance – Our Approach to Sustainability

CLEANER ENERGY

Clean Energy Future
PSEG's \$3.5 billion Clean Energy Future proposal calls for significant investments in energy efficiency, electric vehicle charging infrastructure, energy storage and advanced metering. The program is subject to approval by the New Jersey Board of Public Utilities (BPU).

ZECs to Preserve Nuclear
The BPU awarded Zero Emissions Certificates (ZECs) to all three New Jersey nuclear plants, recognizing their zero carbon benefits. The ZEC law demonstrates New Jersey's intent to preserve nuclear plants for their clean air attributes and positive impact on jobs and on fuel diversity.

Gas System Modernization Continues
PSEG completed Phase 1 of its Gas System Modernization Program (GSM), which replaced approximately 450 miles of cast-iron and unprotected steel gas infrastructure over three years, avoiding approximately 75,000 tons of greenhouse gas (GHG) emissions. We began GSM II, which calls for replacement of an additional 875 miles of aging gas mains through 2023.

Moving to a Cleaner, More Efficient Generating Portfolio
PSEG Power sold its 776-megawatt interest in the coal-fired Keystone and Conemaugh generating facilities and related assets, leaving PSEG Power with one remaining coal asset, which is scheduled for retirement in mid-2021.

Evaluating Offshore Wind and Renewable Investments
PSEG exercised its option on Ørsted's Ocean Wind Project, which begins a period of exclusive negotiation to potentially acquire a 25% equity interest in the offshore wind project.

Climate change is the preeminent challenge of our time. How PSEG and others in our industry respond to this challenge will define our legacy.
Ralph Izzo, CEO

24 PSEG 2020 Proxy Statement

SALESFORCE.COM, INC.



ESG AT SALESFORCE

ESG AT SALESFORCE™

We believe the business of business is to make the world a better place for all of our stakeholders, including our stockholders, customers, employees, partners, the planet and the communities in which we work and live. To this end, we are proud to have signed and to support the Business Roundtable's Statement on the Purpose of a Corporation, which affirms the essential role corporations can play in improving our society—a belief that Salesforce has long held and long incorporated into our business practices—to make sure we are doing well and doing good.

Delivering innovative solutions to our customers is core to our mission and, as a technology company, we have also developed solutions on the Salesforce platform that enable our customers and stakeholders to address environmental, social and governance (ESG) matters that are meaningful to them. All of these goals align with our long-term growth strategy and financial and operational priorities.

Salesforce is also committed to transparent ESG disclosures and maintaining programs that support the success of ESG initiatives. We believe that transparently disclosing our ESG goals and relevant metrics related to our ESG programs will allow our stakeholders to be informed on our progress. To this end, we are working to align with the recommendations of the Sustainability Accounting Standards Board (SASB) and of the Financial Stability Board's Task Force on Climate-related Financial Disclosures (TCFD). Each year, we publish an annual stakeholder impact report on our website detailing our overall strategy relating to ESG programs as well as our efforts and key metrics in these areas. In fiscal 2020, during our annual Dreamforce conference, we also held our first ESG-focused panel at our annual Investor Day and updated the analyst and investment community on our ESG initiatives.

Protecting Our Planet

At Salesforce, we consider the environment to be one of our key stakeholders and we are committed to harnessing our culture of innovation to improve the state of the world. To that end, we are working to play a meaningful role in creating a sustainable, low-carbon future by integrating sustainability into our business operations. This includes not only managing our own environmental footprint as we continue to grow, but also participating in initiatives to help others drive impactful climate action. We believe that improving our environmental footprint and addressing sustainability risks contributes to the long-term benefit of our company and our stockholders.

Carbon and Energy Strategy

Salesforce delivers all customers a carbon neutral cloud and we are committed to achieving 100 percent renewable energy for our global operations by the end of fiscal 2022. In fiscal 2020, we procured electricity from renewable energy resources equivalent to 63 percent of what we used globally. We have set an internal price on carbon by offering all of our Scope 1 and 2 emissions, as well as the parts of our Scope 3 (indirect emissions) related to delivering a carbon neutral cloud and all employees committing and business travel emissions.

Global Collaboration & Initiatives

Salesforce, along with a coalition of businesses and U.N. leaders, has pursued setting 1.5 degree science-based emissions reduction targets in order to combat climate change. The Science-Based Targets Initiative has approved Salesforce's emissions reduction targets. This also includes a supply chain engagement commitment whereby suppliers representing 60 percent of Salesforce's Scope 3 emissions, covering all upstream emission categories, will set science-based targets by 2024.

In January 2020, the World Economic Forum (WEF) and certain partners, including Salesforce, launched 1to1 with a goal to conserve, restore and grow 1 billion trees within this decade. This initiative is designed to empower and mobilize communities to slow the planet's rising temperatures and work towards decreasing emissions to a 1.5 degree science-based target. To achieve this goal, Salesforce will contribute our technology to WEF's Uplink, a new digital platform to bring stakeholders together to solve the United Nations' Sustainable Development Goals. We have also made a commitment to support and mobilize the conservation and restoration of 100 million trees over the next decade.

Company goals are aspirational and may change. Statements regarding the Company's goals are not guarantees or promises that they will be met. Content available at websites and in documents referenced in this section are not incorporated herein and are not part of this Proxy Statement.

2020 Proxy Statement **23**

SBA COMMUNICATIONS CORPORATION



CORPORATE GOVERNANCE

multi-day safety certification program that is required for all our employed tower climbers. We are proud of the fact that our average lost-day incident rate in the U.S. (days away from work due to workplace incidents) for 2017 through 2019 was below the 2018 industry benchmark.

Planet

- We believe that our business model plays an important role in reducing the environmental footprint of communications infrastructure by encouraging wireless service providers to co-locate their antennae on a single tower, thus reducing the needless proliferation of multiple towers. Our towers are built to host equipment from multiple tenants and are located on small geographic footprints, typically ranging from 2,000 to 10,000 sq. ft. Further, the ground beneath our tower sites is often permeable, allowing surface water to be absorbed into the ground rather than contributing to surface-water runoff.
- A focus of our environmental sustainability is on the reduction of our energy consumption and utilization of resources more efficiently. We provide tenants with access to space on our towers, while our tenants provide all of their own utilities in almost every instance. Consequently, our tenants consume most of the energy at each site by use of their equipment. Substantially all of our sites run primarily on electricity powered from the electrical grid and only have generators for backup power if the electrical grid goes down. These generators are typically owned and maintained by tenants. In fact, a very small percentage of sites have generators owned by SBA, and virtually all of those generators are used as backup power in the event that the electrical grid goes down. As of 2019, only 286 (or approximately 1% of our total sites) contain generators owned by SBA. Of those generators, just three provide primary power for the sites.
- We proactively use fleet route optimization software to improve the fuel efficiency of our vehicle fleet, reduce the number of miles driven and reduce CO2 emissions. In 2019, the estimated emissions from our vehicles in the United States totaled 3,932 metric tons of CO2, a decrease of 9% since 2017.
- We are committed to a long-term, sustainable approach to prioritizing environmental protection and conservation during our site development process and consider all environmentally significant impacts during our site selection, development and operation. In the United States, our Avian Protection Plan Team identifies, tracks and protects threatened and endangered migratory birds that nest on SBA towers. In 2019, we increased our number of protected bird sites to 2,266 from 412 sites in 2017.

Philanthropy

- Philanthropy remains an essential focus for SBA and we are proud of the impact our employees have in supporting their communities. We offer 16 hours of team and individual volunteer time off each year and match our employee charitable donations.
- Through companywide philanthropic initiatives, we support critical outreach efforts for tower industry foundations and military veterans. In their local communities, our employees engage in an array of activities, partnering with nonprofits to preserve the environment and wildlife, constructing affordable housing units, focusing on foster care, sheltering lost, homeless and unwanted animals and providing services and care for companion animals.
- Our "Tower U" safety professionals offer tower rescue training to first responders because we recognize that the safety of these first responders is paramount to the communities in which we operate.

24 SBA Communications Corporation | 2020 Proxy Statement

SEATTLE GENETICS



CORPORATE GOVERNANCE

CORPORATE RESPONSIBILITY

At Seattle Genetics, we are committed to developing transformative medicines for patients with cancer in a socially responsible and sustainable manner. We are dedicated to providing patients access to our medicines and education about their disease. We also believe that fostering a culture of inclusion with diverse perspectives and operating with integrity are key to our success. We continue to support the community both locally and through nonprofits that are dedicated to patients and advancing research. Finally, as grow, we are striving to limit our environmental impact and operate in an increasingly sustainable manner.

PATIENTS	EMPLOYEES & COMMUNITY	ENVIRONMENT
<p>Providing patients with safe and effective medicines as well as supporting patient advocacy and education through philanthropic donations</p> <ul style="list-style-type: none"> Assisting patients with access to our medicines through financial reimbursement support through our SeaGen Secure program Supporting patient advocacy organizations to help patients learn more about their disease states and find a community Improving patients' lives through scientific excellence by seeking to develop therapies for areas of significant unmet need Working to ensure that our supply chain meets or exceeds good manufacturing practices (GMP) as well as U.S. Food & Drug Administration, European Medicines Agency, Occupational Health and Safety Act (OSHA) and Environmental Protection Agency (EPA) standards 	<p>Continuing to be an employer of choice by promoting an inclusive and rewarding workplace and being a good corporate citizen in the communities where we operate</p> <ul style="list-style-type: none"> Continuing to foster a diverse and inclusive workforce at all levels. As of the end of 2019: <ul style="list-style-type: none"> 57% of our workforce was female and 30% were racially/ethnically diverse 38% of our leadership (Executive Director and above) were female and 18% were racially/ethnically diverse Proactively seeking feedback from employees, including a 97% completion rate of the 2019 Employee Engagement survey 97% of those responding agreed that the Company's values are important for achieving our mission of improving lives of people with cancer and 94% are personally committed to fulfilling our vision Expanding philanthropic and volunteer opportunities in support of environmental, cancer and other nonprofits through our Employee Impact Committee Educating our employees on adherence to our Code of Conduct and Business Ethics and seeking partners who share our Standards for Suppliers 	<p>Seeking to operate our business in a sustainable manner and aligning with suppliers that we believe share our vision</p> <ul style="list-style-type: none"> Focusing on improving energy, water and waste management practices Enhancing a sustainability reporting framework with specific targets for reducing our water and energy use, carbon emissions and waste Continuing to make available and promote to employees environmentally friendly options such as alternative commute options and electric vehicle charging stations Implementing and maintaining a risk management process and internal controls designed to comply with our policy on Environmental, Health and Safety (EHS) management. Identifying and seeking to manage EHS risks and issues in line with principles of good governance and tiered accountability.

2020 PROXY STATEMENT **23**

5. Supply chain

In the modern world, few companies are completely vertically integrated where they have full control from the supply of raw materials to the manufacture and distribution of their finished products. Rather, most products involve the cumulative effort of multiple organizations, known as the supply chain. Increasingly, in reporting on and managing climate impact, as well as in ensuring company resilience in the face of a range of potential disruptions, investors are interested in the full process or chain, and not just what occurs within a company's "four walls" (figuratively or literally).

Clearly this is both strategic and operational, and, as with many issues, companies must find an appropriate balance between disclosing enough to engender investor confidence in its processes and oversight, and disclosing too much and unnecessarily exposing them to competitive risks.

ALKERMES PLC



Expanded Access Program

We endeavor to make safe and effective medicines available to all appropriate patients. Prior to regulatory approval, participation in one of our clinical trials is the best way for patients to gain access to our investigational medicines. However, understanding that some patients facing serious or life-threatening conditions may not be able to participate in a clinical trial, we have established a program under which patients may be eligible to receive access to our investigational treatments outside the clinical trial context. Any requests for such early access must be made by a physician and are subject to a number of eligibility considerations. Additional details about this program can be found under the Research and Development section of our website at www.alkermes.com/research-and-development.

Product Quality and Patient Safety

We have robust policies and procedures in place to promote safe and sustainable research, development, manufacture and commercialization of products, including a comprehensive quality management system that is designed to ensure that products we manufacture, store, test or distribute consistently meet applicable product specifications, safety and efficacy standards, "good practice" (i.e., GCP, GMP, GLP) quality guidelines and regulations and other regulatory requirements. We are also committed to ensuring the authenticity of our medicines and guarding against counterfeit products to safeguard patients and minimize risk in the marketplace for our products.

Responsibility in Manufacturing and the Supply Chain

We are committed to meeting our manufacturing objectives reliably and responsibly through the establishment and maintenance of a safe, sustainable, and ethical supply chain. Beyond our own facilities, we contract with a growing network of third-party manufacturers to formulate certain products and produce components of products or product packaging for clinical and commercial use. All service providers involved in the manufacture and packaging of our products are subject to inspection by the FDA or comparable agencies in other jurisdictions and we require that our contract manufacturers adhere to current Good Manufacturing Practices ("GMP") in the manufacture of these products and components. All contract manufacturers and suppliers must undergo a pre-approval inspection by our quality personnel to assess whether they comply with applicable standards and regulations prior to initiating work for Alkermes. Strategic supply chain partners are also subject to Alkermes environmental health, safety and security standards and expectations.

Social Responsibility and Community Impact

Beyond our employees, we are committed to giving back to the communities in which we live and work. We support research and advocacy efforts to raise awareness of patient needs and to increase access to medicines and other forms of treatment in support of patient health and well-being. Hundreds of our employees volunteer every year as part of our employee-founded volunteer programs, including ALKERMES IN ACTION and, since 2017, we have committed over \$4 million to innovative not-for-profit organizations and independent researchers working in the areas of substance use disorders and serious mental health through our ALKERMES INSPIRATION GRANTS initiative, our ALKERMES PATHWAYS RESEARCH AWARDS program and our investigator-sponsored studies program.

Alkermes in Action



ALKERMES Inspiration Grants



Alkermes Pathways



ALKERMES PLC 2020 Proxy Statement 38

AMGEN INC.



Corporate Governance

Reducing Carbon Emissions Through Energy Conservation. Our carbon reduction strategy focuses on eliminating energy use, increasing energy efficiency, and increasing the proportion of energy used from renewable and alternative sources. We have exceeded our 2020 carbon targets and are continuing to work through our portfolio of identified carbon reduction opportunities as we finalize our next generation of environmental targets. Amgen also participates in the COP (formerly Carbon Disclosure Project).

Sustainable by Design. Amgen helped invent the processes and tools that created the global biotech industry. As we continue to grow and innovate, we are pioneering advanced technologies for research and development and manufacturing to increase operational efficiency, improve access to our medicines, and reduce our environmental footprint.

Our next-generation biomanufacturing facility in Singapore is an example of our innovative capability at work. This redesign of our approach to biomanufacturing dramatically reduces the scale and costs of making biologics, vastly reduces water and energy use, while maintaining a reliable, high-quality, compliant supply of medicines. In 2019, we continued to work on the construction of our second next-generation biomanufacturing plant in Rhode Island. This new plant is expected to be the first of its kind in the U.S. and will use our next-generation biomanufacturing capabilities.

United Nations Global Compact. We are a signatory to the United Nations Global Compact, a voluntary initiative based on commitments to implement universal sustainability principles and take steps to support United Nations goals.

Climate-Related Risks and Opportunities. We have processes to evaluate and quantify risk from climatic events to our operations and take steps to avoid the associated consequences. Additionally, Amgen has had a carbon and energy reduction strategy since 2008 and, as described above, considerable progress has been made in reducing our carbon footprint as a result.

Social Responsibility

Improving Patient Access to Medicines. Amgen is committed to assisting patients with no or limited drug coverage to access the medicines they need. We provide patient support and education programs and help patients in financial need access our medicines. Amgen Safety Net Foundation (ASNF), a separate legal entity entirely funded by Amgen, supports qualifying patients in the U.S. who might go without important medicines because of financial barriers, by providing our medicines at no cost. In 2019, the commercial value of Amgen's medicines provided at no cost to uninsured or underinsured patients by ASNF was approximately \$1.5 billion⁽¹⁾. In 2018, Amgen donated over \$93 million worth of Amgen cancer treatment and supportive care medicines⁽¹⁾ for distribution to patients in 18 developing countries through Direct Relief, a leading non-governmental organization, and we recently completed a second donation of medicine through Direct Relief in 2019.

⁽¹⁾ Valued at wholesale acquisition cost.

We also partner with payers to share risk and accountability for health outcomes, and help patients access the medicines they need without significant financial burden. We continue to spearhead implementation of innovative contracting, including outcomes-based and risk-sharing approaches, to improve patient access to medicines while providing budget predictability to payers, in addition to value based partnerships designed to create mutually beneficial opportunities, improve patient outcomes, experience, and satisfaction in the context of the healthcare system and overall total costs to society.

Supplier Sustainability and Diversity. All staff members are responsible for upholding the Amgen Values and Code of Conduct and, similarly, we require our suppliers to conduct their businesses in alignment with our mission and values. We focus not only on commitment to quality, cost, and reliability but also on a wide range of sustainability and social responsibility considerations, such as business ethics, labor and human rights, and environmental impacts.

We also have a supplier diversity program designed to identify, develop, and utilize small, disadvantaged, veteran, service-disabled veteran, minority, and women-owned business enterprises, as well as companies located in historically underutilized business zones, in our procurement of goods and services.

Science Education. The Amgen Foundation, Inc. (Amgen Foundation) a separate legal entity entirely funded by Amgen, seeks to advance excellence in science education to inspire the next generation of innovators, and invest in strengthening communities where our staff members live and work.

Since its inception almost 30 years ago, the Amgen Foundation has contributed more than \$325 million to non-profit organizations across the world that reflect our core values and complement Amgen's dedication to impacting lives in inspiring and innovative ways.

- Through what is now a sixteen-year commitment from the Amgen Foundation, the Amgen Scholars Program makes it possible for young scientists across the globe to engage in cutting-edge research experiences and learn more about biotechnology and drug discovery.
- LabXchange, developed at Harvard University with the financial sponsorship of the Amgen Foundation, is a free online science education platform which launched in January 2020 providing students around the world with access to personalized instruction, next-generation virtual lab experiences, and networking opportunities across the global, scientific community.
- The Amgen Foundation is the biology partner of the Khan Academy, a leading online learning educational platform with over 89 million registered users across the globe.
- Additionally, the Amgen Foundation supports the Amgen Biotech Experience, an innovative science education program that empowers high school teachers to bring biotechnology education into their classrooms.

AMGEN | 2020 Proxy Statement

APPLE INC.



Education

apple.com/education

Apple works alongside educators to unleash the creative potential in every student.

Our products and curriculum bring creative expression into the classroom, and our free Apple Teacher professional learning program helps educators integrate technology and creativity into every lesson.

We have reimaged Everyone Can Code and expanded Everyone Can Create resources to better prepare students for a rapidly changing world.

Privacy & Security

apple.com/privacy

Apple believes privacy is a fundamental human right. Every Apple product is designed from the ground up to protect privacy and security.

Great experiences do not have to come at the expense of privacy and security. Instead, they can support them.

To give more control over personal information, we provide a set of dedicated privacy management tools on each user's Data and Privacy page.

Environment

apple.com/environment

We prioritize the environment in everything we create, design, power, and manufacture.

All of Apple's global facilities are powered with 100% renewable electricity, and 44 suppliers have committed to 100% renewable electricity for Apple production.

We have continued to transition to recycled and renewable materials in new products, including our most recent iPhone® devices, which use 100% recycled rare earth elements in the Taptic Engine™—a first for a smartphone.

Supplier Responsibility

apple.com/supplier-responsibility

Apple cares deeply about the people who build our products and the planet we all share. We hold ourselves and our suppliers to the highest standards, and we share our work openly.

We are on track to provide health education to over one million people in the supply chain to give people the tools to take charge of their well-being. All of our final assembly facilities for iPhone®, iPad®, Mac®, Apple Watch®, AirPods®, and HomePod™ have achieved UL Zero Waste Certification.

Apple Inc. | 2020 Proxy Statement | 9

APPLIED MATERIALS, INC.



Key Initiatives

Diversity and Inclusion	Supply Chain
<p><i>We believe diverse and inclusive teams create a richer culture, enhance performance, and attract the best talent.</i></p> <ul style="list-style-type: none"> Transparency. Publish diversity and inclusion information to highlight initiatives and accomplishments and provide key diversity data to our stakeholders Commitment. Continue to build a culture of inclusion to accelerate progress towards meeting Company goals of increasing women's representation globally and underrepresented minorities in our U.S. workforce. Promote the next generation of diverse technology leaders by supporting STEM education programs Engagement. Integrate emphasis on diversity and inclusion in new hire orientation and employee development programs and measure inclusion in our annual employee survey 	<p><i>Sustainable supply chains are core to our success, and we actively seek to manage and promote global best practices.</i></p> <ul style="list-style-type: none"> Industry Coalition. Member of Responsible Business Alliance (formerly EICC) and have adopted its Code of Conduct, to promote safe working conditions in supply chains and environmentally-responsible, sustainable and ethical business operations Commitment to High Standards. Require all companies in our global supply chain to implement Responsible Business Alliance Code of Conduct and Applied's Standards of Business Conduct
Environment	Ethics
<p><i>We seek to operate and develop products in a way that minimizes environmental impact.</i></p> <ul style="list-style-type: none"> GHG Emissions. Committed to reducing GHG emissions in our own operations and in our industries through energy-efficient product design and customer solutions Water and Waste Reduction. Our Austin, TX water reclamation project has recycled 5.7 million gallons of water. Our continued focus on recycling increased our 2018 waste diversion rate to 81%. Packaging materials now account for roughly 70% of our total recyclables Renewable Energy. Our on-site green-power generation initiatives in 2018 produced 3.4 Gigawatt hours (the equivalent of powering 2.3 million homes per year). In 2018, 31% of our energy consumption came from renewable sources 	<p><i>We maintain highest ethical standards in interactions with employees, customers, suppliers, competitors and public.</i></p> <ul style="list-style-type: none"> Human Rights. Our Standards of Business Conduct include several important provisions on human rights, including prohibitions on the use of child labor or forced, bonded or indentured labor in our operations Conflict Minerals. Committed to responsible sourcing of materials for our products. Do not directly purchase conflict minerals or have any direct relationship with mines or smelters that process these minerals. Are involved in the Conflict-Free Sourcing Initiative (CFSI) Training and Business Ethics Helpline. Conduct numerous global training reinforcement programs and offer 24/7 Business Ethics Helpline

xii | 2020 Proxy Statement

CAPITAL ONE FINANCIAL CORPORATION



SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE

emissions are indirect emissions from energy purchased by Capital One, and Scope 3 emissions are from sources that are not owned or directly controlled by Capital One but are related to our activities such as our supply chain, associate commute and business travel. We inventory and verify our GHG emissions each year through a reputable third party and report them annually to CDP.

- **Our Offices.** We pursue U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") Silver (or higher) certification for all new office construction and comprehensive renovations. More than 50% of our office portfolio is LEED or Green Globe certified, including our McLean 2 building, located in Tysons, Virginia, that has a variety of eco-friendly features including rainwater capture; green roof vegetation; electric-vehicle charging ports; native plant landscaping; automated shade and lighting controls for daylight harvesting; and access to public transportation and bike racks.
- **Reducing Waste and Conserving Water.** Capital One has committed to reducing landfill waste 50% by 2025 at our four primary campus locations. At those locations, we have removed individual trash cans and implemented centralized waste bins that include composting and recycling. In 2019, we composted 1,452 tons of organic waste, recycled 963 tons of secure shred paper, and recycled 555 tons of plastics, non-confidential paper and aluminum. We also donate food that otherwise might go to waste to local hunger relief organizations (more than 16 tons of food was donated in 2019). We have implemented several measures to conserve water at our facilities, including establishing Environmental Protection Agency WaterSense products as standard plumbing fixtures, using native landscaping strategies, and using surface runoff water to irrigate vegetation at our headquarters campus.
- **Paper Policy.** We instituted a corporate paper policy in 2009 to increase the percentage of environmentally preferred paper in our supply chain. Our current goal is that 95% of the paper purchased for Capital One operations is certified by the Forest Stewardship Council or contains 30% post-consumer waste recycled content.

How to Contact Us

Our Directors

Communicate with our directors, including our Lead Independent Director, Committee Chairs or Independent Directors as a group

Mail correspondence to:
Board of Directors / Lead Independent Director
c/o Corporate Secretary's Office
Capital One Financial Corporation
1600 Capital One Drive
McLean, Virginia 22102

Investor Relations

Reach out to our Investor Relations team at any time
Email:
investor.relations@capitalone.com

The Corporate Secretary will review all communications sent to the Board, the Lead Independent Director, committee chairs, or individual directors and forwards all substantive communications to the appropriate parties. Communications to the Board, the Independent Directors or any individual director that relate to Capital One's accounting, internal accounting controls or auditing matters are referred to the Chair of the Audit Committee and Capital One's Chief Audit Officer. Other communications are referred to the Lead Independent Director. Please continue to share your thoughts or concerns with us. We value your input and your investment.

46 CAPITAL ONE FINANCIAL CORPORATION | 2020 PROXY STATEMENT

CHURCH & DWIGHT CO., INC.



PROPOSAL 1

Our directors, including our director nominees, possess relevant experience, skills and qualifications that contribute to a well-functioning board. Our Corporate Governance Guidelines provide that the Board should consider whether individual directors possess the following personal characteristics: integrity, education, commitment to the Board, business judgment, business experience, accounting and financial expertise, diversity (which may include differences of viewpoint, professional experience, education, skills, race, gender, national origin or other individual qualities and attributes that contribute to board heterogeneity), reputation, civic and community relationships, high performance standards and the ability to act on behalf of stockholders. Additionally, the skills and experiences that the Board seeks in evaluating its composition, and which inform Board succession planning and director nomination processes, as well as the individual experiences, skills and characteristics of our Board members are highlighted in the following matrix:

Accounting & Finance 3.6	Senior Management 4.8
M&A/Business Development 4.5	Risk Management 3.7
CPG Industry 4.0	Cybersecurity/Information technology 3.8
R&D/Innovation 3.5	Disruptive Innovation 3.6
Traditional Marketing & Sales 4.5	Strategy Development 4.8
Public Company Governance 3.9	International 3.8
Supply chain 3.6	Digital Marketing & Sales 3.4
Compensation/Human Resources 4.0	

Church & Dwight Co. | 2020 Proxy Statement | 9

DUNKIN' BRANDS GROUP, INC.



from cage-free sources. In 2015, we committed to source gestation crate-free pork by the end of 2022. We issued our first progress report in December 2018. Since we announced our animal welfare commitments, we have been working with our U.S. based suppliers to track industry efforts as well as progress within our own supply chain.



Sustainable Packaging. Dunkin' plans to eliminate all polystyrene foam cups from its global supply chain by the middle of 2020. Our elimination of foam is expected to remove approximately **1 billion** foam cups annually from the waste stream.

- Dunkin' U.S. is working to transition to a fully recyclable hot cup lid made of #5 polypropylene by mid-2020.
- The hot cup and lid transition is expected to remove approximately **19 million pounds of polystyrene** from the waste stream annually.
- Currently, 86% of Dunkin' and 85% of Baskin-Robbins U.S. packaging is made from renewable, recyclable and/or certified materials. We continue to work with our suppliers with the goal of getting to 100%.
- For plastic, increasing the recyclability and reducing our consumption is a top priority. We remain committed to finding a long-term sustainable alternative to our single-use plastic packaging, including straws, that meets our guests' expectations and reduces environmental impacts.
- We are committed to increasing the amount of recycled and certified content in our packaging—since 2018 we have used only certified paperboard.
- Since 2013, we have distributed over 6 million reusable mugs to Dunkin' guests and continue to encourage our guests to bring in their reusable mugs. Over the past two years, we served **over 31.6 million** beverages to our guests in reusable mugs.
- In 2019 we launched stainless steel reusable straws in participating Dunkin' U.S. restaurants. Our uniquely-branded pink and orange straws are made of high-quality stainless steel, come four to a pack and include a cleaner brush and reusable carrying pouch.
- Internationally, our restaurants in the European Union (EU) are moving to more sustainable packaging per the EU single-use plastic ban. By April 2020, the United Kingdom (UK) market will have transitioned plastic straws and stirrers to sustainable alternatives.

24 ♦ 2020 Proxy Statement

Dunkin' Brands Group Inc.

GENERAL MILLS, INC.



CORPORATE GOVERNANCE

Sustainability Highlights

Our sustainability efforts cover the full range of our supply chain – from sourcing ingredients to providing millions of meals through food donations. Our sustainability and corporate social responsibility achievements, some of which are highlighted below, help us strengthen our business, brands and the communities we serve.



Significant Recognitions				
ISS Accolades Highest Environmental and Social Quality Scores	DJSI Member of North American and World Indices	A List CDP Water and CDP Climate Ratings	#3 Corporate Responsibility magazine's 100 Best Corporate Citizens	FTSE4Good Index member
Working Mother 100 Best Company				

GENERAL MILLS, INC. - Notice of 2019 Annual Meeting of Shareholders and Proxy Statement 23

Total of 02 pages in section

GENERAL MOTORS COMPANY



SPOTLIGHT ON KEY ESG INITIATIVES

Responsible Sourcing

At GM, we recognize that our impact goes beyond our walls to include our entire value chain, of which suppliers make up a significant part. As a result, we seek to partner with suppliers who share our purpose and values.

Holding Our Suppliers Accountable

Our Supplier Code of Conduct and supplier contracts set forth expectations for ethical social, business, and environmental practices; and our major suppliers must certify compliance. Beyond our Supplier Code of Conduct, we outline our expectations for supplier conduct in purchase contract terms and conditions. These clearly state our prohibition against any use of child labor or any other form of forced or involuntary labor, abusive treatment of employees, or corrupt business practices in the supplying of goods and services to us. Furthermore, our contracts lay out expectations for lawful compliance with data protection and privacy; wages; hours and conditions of employment; subcontractor selection; anti-discrimination; occupational health/safety, and motor vehicle safety. By choosing to do business with GM, our suppliers accept our terms and conditions, and for our largest suppliers we also expect that they certify compliance with laws in the provisions of our contract. Additionally, we provide our suppliers with access to the same communication tools—the AwareLine, Speak Up For Safety, Global Response Incident Reporting and others—that our own employees use to raise concerns. We also hold various webinars and provide external training to improve supplier operations, primarily in the areas of environmental management, workplace conditions, ethics, and human rights.

SPOTLIGHT: ENHANCED FOCUS ON RESPONSIBLE COBALT SOURCING

As electrification grows in importance to our vehicle portfolio, so too does the focus on cobalt, which is used in lithium-ion batteries. There are concerns around the use of child labor in the mining of cobalt, which would represent a serious violation of our Supplier Code of Conduct and terms and conditions in supplier contracts. Through our membership in the Responsible Minerals Initiative ("RMI"), we are working directly and actively on a cobalt subteam in the following areas:

- Piloting the Cobalt Reporting Template, which is based on the Conflict Minerals Reporting Template, for suppliers to use in identifying cobalt refiners in their supply chain.
- Conducting research on potential cobalt refiners and providing this information to the RMI team.
- Continuing to conduct outreach to cobalt refiners, as they are identified, to participate in RMI's Cobalt Refiner Supply Chain Due Diligence Assessment. This assessment is used to validate that cobalt refiners have systems and processes in place to conduct due diligence in accordance with internationally recognized frameworks.
- Continuing to conduct due diligence of key GM Tier I suppliers to receive assurance from these suppliers that responsible sourcing of cobalt is a top priority.

32 GENERAL MOTORS

2020 PROXY STATEMENT

THE GOODYEAR TIRE & RUBBER COMPANY



CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS

Corporate Responsibility

BETTERFUTURE

Pillar	GOODYEAR SUSTAINABLE SOURCING	GOODYEAR RESPONSIBLE OPERATIONS	GOODYEAR ADVANCED MOBILITY	GOODYEAR INSPIRING CULTURE
Topic	Sustainable Raw Materials & Sourcing Supply Chain Management	Safety & Health Operational Impacts Product Quality End-of-Life (ELI) Business Continuity	Advancing Tire Performance Reducing the Rolling Resistance	Diversity & Inclusion Health & Wellness Community Engagement Governance & Compliance Talent Development
Focus Areas	<ul style="list-style-type: none"> Source sustainable natural rubber Increase sustainable material usage Prioritize raw material traceability Increase materials of concern Manage supply chain (SC) risks 	<ul style="list-style-type: none"> Culture of safety and health Reduce environmental impacts Produce high-quality products Drive ELI to beneficial reuse Risk analysis and mitigation 	<ul style="list-style-type: none"> Fuel efficiency, safety, longevity, and comfort fleets, autonomous, connected and electric vehicles 	<ul style="list-style-type: none"> Demonstrate ethical values Healthy and well-rounded Global community engagement Diverse and inclusive culture Human talent development

Sustainable Sourcing
Over the last two years we've audited 99% of our sourced natural rubber for compliance with our Natural Rubber Procurement Policy, part of our commitment to responsibly sourcing our raw materials and aligning with our policy to audit all active natural rubber suppliers every two years.

Our soybean oil technology has now replaced petroleum-derived oil in the tread compounds of four tires – the new Assurance ComfortDrive, the Assurance WeatherReady, the Eagle Enforcer All Weather, and the Eagle Exhilarate, which has been ranked by a leading consumer magazine as #1 in the Ultra High-Performance All-Season tire category.

Responsible Operations
In 2019, we launched a brand-new learning experience around Isolation and Control of Hazardous Energy (i-CHIE), and rolled it out to more than 6,300 associates at 25 sites globally. We are also leveraging state-of-the-art sensor technology to conduct ergonomic assessments in our manufacturing facilities. This system helps us to identify and address potential injury risks, which will help reduce the number of injuries in our facilities:

- 2019 Serious Injury Rate: 0.02
- 2019 Total Incident Rate: 1.86
- We continue to work toward reducing our environmental impacts. Since 2010, we have reduced:
 - Greenhouse Gas (GHG) emissions by 19%
 - Water use by 14%
 - Energy use by 18%
 - Solvent use by 40%

Advanced Mobility
Our biggest opportunity to reduce GHGs throughout the life cycle of our tires comes from the use phase. We've set goals to reduce rolling resistance by 40% and tire weight by 9% by 2025 (from a 2005 baseline) in our global consumer tire portfolio. To date, we've reduced:

- Rolling resistance by 29%
- Weight by 6%

11

HONEYWELL INTERNATIONAL INC.



PROXY SUMMARY

KEY LEADERSHIP APPOINTMENTS – DEEP LEADERSHIP BENCH SUPPORTED BY ROBUST SUCCESSION PLANNING AND KEY HIRES

- Tim Mahoney appointed as Senior Vice President, Enterprise Transformation. Mr. Mahoney has established a successful track record in his three decades of work in the aerospace industry, where he served 10 years as President and Chief Executive Officer of Honeywell Aerospace. In his new role, Mr. Mahoney will be responsible for driving the digitization of Honeywell's core support functions and promoting common processes, data management, and systems to better serve customers while operating more efficiently.
- Mike Madson appointed as President and Chief Executive Officer of Honeywell Aerospace in charge of running Honeywell's largest segment. Prior to his appointment, Mr. Madson served as Vice President of Integrated Supply Chain for Honeywell Aerospace, where he was responsible for the global supply chain and manufacturing footprint. Mr. Madson has over three decades of experience in the Honeywell Aerospace business.
- Suresh Venkataraman appointed as Chief Technology Officer in charge of end-to-end new product development and introduction processes, including efforts to develop new, breakthrough technologies and software for the Industrial Internet of Things.
- Jeff Kimball appointed as Senior Vice President and Chief Commercial Officer in charge of driving organic growth by enhancing global sales and marketing capabilities.

TRANSFORMATION INITIATIVES – HONEYWELL CONNECTED ENTERPRISE, INTEGRATED SUPPLY CHAIN, AND HONEYWELL DIGITAL

- Honeywell Connected Enterprise delivered double-digit connected software growth in 2019. The transition to a software-industrial company is still in its early stages, but is off to a tremendous start as the organization launched a new suite of connected offerings, including Honeywell Forge.
- Advanced our Integrated Supply Chain transformation to drive over \$0.5 billion long-term, run-rate savings, through improved material productivity, streamlined manufacturing footprint, and automation of procurement processes. In 2019, we further established supply base management strategies and optimized our manufacturing and distribution footprint.
- Established the Honeywell Digital initiative to drive process improvement, digitization, and efficiencies across the Company. Honeywell Digital is the foundation to running the Company with data-driven decision making. In 2019, this initiative provided enhanced digital marketing and customer contact center, reduced our enterprise resource management (ERP) systems by 28% from 71 to 51, automated over 500 software applications, and cleaned 5.2 million critical master data records. We also remain on track to achieving our long-term target of -10 ERP systems by the end of 2021.
- Moved corporate headquarters to Charlotte, North Carolina, a city which will enable recruitment and retention of world-class talent to support Honeywell's strategic focus on providing leading technology and software solutions in key markets.
- Executed a successful brand launch that enhanced our reputation as a premier technology company while reaching more customers, attracting external talent, and engaging more employees through our #FutureShapers campaign.

YEAR IN REVIEW – ANOTHER EXCITING YEAR THAT POSITIONS US WELL FOR THE FUTURE

In 2019, we again executed on our commitments to shareholders. We made substantial progress in advancing our strategic initiatives, met or exceeded all financial commitments, gave back to our communities, and upgraded the working experience for our employees. While our work in our communities, for our customers, for our employees, and for our shareholders is not over, we are proud of the outstanding achievements throughout the year.

Honeywell | Notice and Proxy Statement | 2020

2

IBM



U.N. Sustainable Development Goals: IBM's Contributions

Adopted in 2015, the 17 U.N. Sustainable Development Goals (SDGs) establish a framework to build an inclusive and sustainable world and provide an opportunity for IBM to build upon its collaboration with stakeholders from a cross section of communities, governments, and the social sector. IBM is uniquely positioned to contribute towards the achievement of the 17 SDGs through the proactive management of the Company's internal operations and supply chain, corporate social responsibility programs, diversity and inclusion practices, and most importantly, the IBM products, solutions, and services that IBM offers to clients.

Products, Services and Solutions

Supply Chain

Safer food chains, smarter agriculture, improved water management, faster drug development – these are just a few of the goals that technologies such as artificial intelligence (AI) and the Internet of Things are helping to achieve. Whether through partnerships with social organizations or by collaborating with innovative clients, IBM is helping to enable a wide range of solutions designed to improve lives. This includes:

- **Watson Decision Platform for Agriculture** which is providing AI-driven insights for the agriculture ecosystem to support greater food quality and sustainability.
- **The United Nations Development Programme** is working with IBM Research to apply the latest advances in AI, text analysis and machine learning to automate this rapid integrated assessment and help countries develop more sustainably.

Workplaces Diversity and Inclusion

IBM's workforce diversity and inclusion programs are helping to promote fairness and equality. Diversity & Inclusion Executive Councils, led by IBM's most senior leaders, are creating an equal opportunity workforce that celebrates diversity, inclusion, and innovation, and over 250 employee-led Business Resource Groups bring together IBMers from over 50 countries around a shared interest in equality.

Environmental Programs

IBM's environmental initiatives align with the U.N. SDGs, ranging from our programs to conserve energy, water, and other resources; to our commitments to source renewable energy; to the way we design our products to be reused, recycled, and disposed of properly at the end of their useful lives; to how we prevent pollution from our operations.

A comprehensive look at IBM's contributions to the U.N. Sustainable Development Goals can be found at https://www.ibm.com/ibm/environment/news/ibm_unsdgs_2018.pdf.

26 2020 Notice of Annual Meeting & Proxy Statement | U.N. Sustainable Development Goals

INTEL CORPORATION



MANUFACTURED CAPITAL

We are an integrated device manufacturer (IDM). Unlike many other semiconductor companies, we primarily design and manufacture our products in our own manufacturing facilities, and we see our in-house manufacturing as an important advantage. We continue to develop new generations of manufacturing process technology as we seek to realize the benefits from Moore's Law. Realizing Moore's Law results in economic benefits as we are able to either reduce a chip's cost as we shrink its size, or increase functionality and performance of a chip while maintaining the same cost with higher density. This makes possible the innovation of new products with higher performance while balancing power efficiency, cost, and size to meet customers' needs. Our ability to optimize and apply our manufacturing expertise to deliver more advanced, differentiated products is foundational to our current and future success.

We improved our 10nm factory production, yield, and volume during 2019, and launched 10th-generation Intel® Core™ processors, our first 10nm volume product, and Intel® Agilex®, our first 10nm FPGA. We expect to deliver initial production shipments of our first 10nm-based Intel® Xeon® Scalable product, Ice Lake, in the latter part of 2020.

We are on track to deliver our first 7nm-based product, a data-center-focused discrete GPU, at the end of 2021. We are approaching next-generation process nodes with a focus on striking an optimal balance between schedule, performance, power, and cost and will continue to drive intra-node advancement.

NETWORK AND SUPPLY CHAIN

We previously announced multiple manufacturing site expansions with multi-year construction activities that began in 2019. In addition to expanding our own manufacturing capability, we are increasing our ability to enable our differentiated manufacturing to produce more CPU products. We use third-party foundries to manufacture wafers for certain components and leverage subcontractors to augment capacity to perform assembly and test in addition to our in-house manufacturing, primarily for chips and adjacent products. As we considered the estimated \$300 billion TAM opportunity ahead of us, it was imperative that we prepare our global manufacturing network to be responsive to changes in demand. However, despite increasing 14nm wafer capacity, we did not see a commensurate increase in client CPU unit volume as wafer capacity was largely consumed by increases in modern and chipset volumes, and unit die sizes. Our focus on capacity expansion and meeting customer expectations is critical as we move into 2020.

We have nine manufacturing sites—six are wafer fabrication and three are assembly/test facilities. The map marks our manufacturing sites and the countries where we have a significant R&D or sales and marketing presence.

The majority of our logic wafer manufacturing is conducted in the U.S. We ramp factory start-up costs as we ramp facilities for new process technologies. We ramped the 10nm process node in Oregon and Israel in 2019, and began production in Arizona in our 2020 fiscal year. We also expanded our memory facilities in Dalian, China.

Our manufacturing facilities are primarily used for silicon wafer manufacturing of our platform and memory products. These facilities are built following a "copy exactly" methodology, whereby new process technologies are transferred identically from a central development fab to each manufacturing facility. This enables fast ramp of the operation as well as better quality control. These wafer fabs operate in a network of manufacturing facilities integrated as one factory to provide the most flexible supply capacity, allowing us to better analyze our production costs and adapt to changes in capacity needs.

In 2019, we ramped 96-layer 3D NAND technology and prepared to begin manufacturing our 144-layer 3D NAND technology in 2020 in our facility in Dalian, China. The next generation of Intel® Optane™ technology and SSDs are being developed in New Mexico following the sale of our non-controlling interest in IMFT to Micron on October 31, 2019. We will continue to purchase product manufactured by Micron at the IMFT facility under established supply agreements.

¹ Source: Intel calculated 2024 TAM derived from industry analyst reports.

Intel | Notice and Proxy Statement | 2020

42

MOTOROLA SOLUTIONS, INC.



Governance & Compliance

Environment

Supply Chain

- In 2019, we began reporting ESG matters to the Governance and Nominating Committee of the Board.
- This year we introduced the Trust Center to give our customers more information about how we protect their data. For more details visit: https://www.motorolasolutions.com/en_us/about/trust-center.html
- We have a number of critical policies that ensure we do business the right way:
 - ✓ Our Board of Directors Principles of Conduct
 - ✓ Our Code of Business Conduct
 - ✓ Our Supplier Code of Conduct
 - ✓ Ethics and Compliance Training
 - ✓ Anti-Bribery Training
 - ✓ Anti-Harassment Training
 - ✓ Whistleblower Protection Policy
- We developed an Anti-Human Trafficking Statement and Compliance Plan.
- Our Audit Committee oversees ethics issues.
- We routinely conduct internal audits on ethical standards.
- For more information on our robust corporate governance structure, see pages 7-15.

- We reduced water use by 8% since 2016.
- We reduced waste production by 29% since 2016.
- We introduced a new greenhouse gas emissions tracking tool in 2018 to report a more accurate profile of our emissions.
- We set a target to reduce our Scope 1 and Scope 2 Greenhouse Gas Emissions by 38% by 2027.

- We are an active Responsible Business Alliance (RBA) member, supporting the well-being of workers in the global electronics supply chain.
- We conduct regular independent social and environmental risk management audits.
- We conduct separate independent audits of direct material supply chain spend, based on current reporting standards.
- We promoted supplier diversity by ensuring that businesses owned by women and other underrepresented groups are included in our supplier selection process.

For more information on our commitment to corporate responsibility, please see the 2018 corporate responsibility report at https://www.motorolasolutions.com/content/dam/msl/docs/about-us/cr/2018_corporate_responsibility_report_v0.pdf; the 2019 corporate responsibility report is expected to be issued in 2020.

6 **Motorola Solutions** Notice of 2020 Annual Meeting of Shareholders and Proxy Statement

Total of 02 pages in section

Total of 02 pages in section

NIELSEN HOLDINGS PLC



THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

- In 2019, we reaffirmed our commitment to human rights through the third iteration of our Global Human Rights Guidelines. We also provided optional internal training for associates to learn more about how protecting human rights is part of everyone's job.
- We published new thought leadership and complementary content throughout 2019 about consumer preferences regarding the sustainability attributes of the products they purchase and the media channels that sustainable consumers utilize.

Nielsen Green

We remain focused on creating more sustainable outcomes by leveraging operational efficiencies and harnessing the power of our employees' contributions. We continue to actively manage our impact on the environment in part through Green Teams, our employee engagement program.

- In 2019, 11,500 employees participated in Earth Week activities over five days in 31 countries. Our associates also volunteered over 2,000 hours across more than 59 projects in celebration of our second World Cleanup Day.
- We were included on JUST Capital's and Forbes' list of the "Top 33 Companies for the Environment" in honor of Earth Day 2019.
- In 2019, we worked with a third-party to conduct our first greenhouse gas ("GHG") value chain assessment to understand our global supply chain footprint.
- We also further integrated the findings from our 2018 global climate risk assessment into our business and operations.

Supply Chain Sustainability

We recognize that our institutional spend with suppliers around the world comes with risks and impacts that are of concern to our company and our stakeholders – risks relating to climate change, energy use, human rights, conflict minerals and data privacy and security, among others. Like the immense purchasing power of individual consumers, as a global company, our institutional spend of over \$2 billion can be a demand signal in the marketplace. Our Supply Chain Sustainability program had a productive fourth year in our goal to maintain a best-practice program with these responsibilities and opportunities in mind.

- At the end of 2019, Nielsen had 437 impact sourcing jobs – jobs which bring workers above the global poverty line – in our supply chain, a 28% increase over our 2017 baseline. We continue to move towards our 2020 goal of 500 impact sourcing jobs.
- Meaningful supplier engagement is the primary means by which we collaborate with suppliers to meet our program's sustainability goals. We do this through measurement and disclosure, engagement, continuous improvement and capacity building with over 100 of our largest strategic suppliers. In 2019, we further embedded ESG management of our supply chain into procurement systems by adding several required questions on ESG performance to our supplier registration process.
- Our supplier diversity program in 2019 exceeded our goal for the year of over \$100 million spent with diverse-owned businesses.

Nielsen Cares

Nielsen Cares mobilizes our data, expertise, and associates to positively impact the communities in which we live and work around the world. Since 2010, Nielsen Cares programs have aimed to commit Nielsen resources and time to social causes where we can make a difference as we seek to help shape a smarter market and drive one media truth. Our employees share skills, time, data, and insights through our volunteering and our in-kind giving programs.

- All Nielsen associates have 24 hours of dedicated volunteer time to use annually to volunteer in their communities around the world. As of July 2019, our employees had logged 370,000 volunteer hours since 2010, surpassing our public goal to volunteer 300,000 hours from 2016 through 2020. In 2019 alone, our associates around the world logged more than 13,000 volunteer hours. In our 2019 survey of Nielsen volunteers, 76% of our employees reported that volunteering helps them connect to our mission and purpose.
- In 2019, almost 24,000 employees in 92 countries volunteered on our eighth-annual Nielsen Global Impact Day through more than 1,500 events.



2020 PROXY STATEMENT 17

ON SEMICONDUCTOR CORPORATION



The Board of Directors and Corporate Governance

helping to publicize and build a legacy of charitable grant giving and employee volunteerism in our communities where our employees work and where we do business. The Foundation, through its board of directors, will direct and oversee the giving of dollars that in previous years funded the GOG Program.

Recognition. Our performance and recognition in CSR is a testament to our commitment to corporate citizenship, environmental sustainability, supplier responsibility, diversity and inclusion, and social impact. Our recent accomplishments include the following:

- Named one of only four global semiconductor companies included in the North America Dow Jones Sustainability Index (DJSI) for the second consecutive year
- Listed on Barron's 100 Most Sustainable Companies in the U.S. for the third year in a row
- Achieved an outstanding score from EcoVadis, an online platform that measures the quality of a company's CSR management system based on environment, labor and human rights, ethics, and sustainable procurement, placing the Company in the top 1% of the 661 global companies assessed by EcoVadis in the electronic components and boards industry
- Received the "Prime" designation by ISS-ODEM, a rating reviewed by 6,300 issuers that provides a material assessment of our social, environmental, and governance performance
- Listed on the Corporate Knights Clean 200 for 2020, which ranks the largest publicly listed companies by their total clean energy revenues
- Named to the 2020 Bloomberg Gender Equality Index in recognition of our transparent disclosure practices and overall performance across the framework's five pillars of female leadership and talent pipeline, equal pay and gender pay parity, inclusive culture, sexual harassment policies, and pro-women brand

We are honored to be recognized by Dow Jones, Barron's, EcoVadis, ISS-ODEM, Corporate Knights (Clean 200), and Bloomberg, among other leaders in our industry and around the globe, and will continue our efforts to embed socially responsible practices in our business operations.

Environmental Sustainability. We are committed to a greener world. We keep sustainability at the forefront of our operations by enacting policies designed to reduce and minimize our carbon emissions, consumption of energy and water, chemical usage, and waste generation. We have invested in our goal of sustainability excellence by improving our engineering and administrative controls related to environmental pollution control, using state-of-the-art technology to treat air and industrial wastewater emissions, and offering extensive training to our employees who are charged with carrying out our sustainability objectives. In 2019, we implemented over 72 individual projects focused on energy conservation, waste reduction, chemical recycling, material optimization, and water conservation allowing the Company to save an estimated \$10.8 million.

Supply Chain Responsibility. Actively managing our supply chain creates business value for ON Semiconductor and our customers by helping us reduce risks, improve product quality, achieve environmental and social goals, and raise the overall performance of our suppliers. At least every three years, we complete supplier audits or assessments on our major corporate or manufacturing site suppliers using the RBA Code standard. Additionally, we ask our major suppliers to sign a statement of commitment to the RBA Code and the ON Semiconductor Code of Business Conduct and offer expanded training and capacity-building programs with our suppliers. We actively collaborate with others and lead industry initiatives on key issues, such as advancing responsible materials sourcing, addressing risks of forced and bonded labor, and improving transparency around climate and water impact in the global supply chain.

Diversity and Inclusion. Building an inclusive workforce, industry, and ecosystem is critical to helping us attract and retain the talent needed to advance innovation and drive our business forward. As a company, we celebrate differences and promote an inclusive environment by valuing the contributions of all employees, and

38 ON Semiconductor Corporation 2020 Proxy Statement

PROLOGIS, INC.



Compensation Discussion and Analysis

Our unique business model is designed to meet our customers' evolving needs.

- Our business model centers on our customers, who need well-located, high-quality logistics space in the world's busiest consumption markets.
- The combination of our global reach, significant development platform and size and scope of our strategic capital business puts us in a unique category among REITs.



Customers need modern facilities in the heart of the world's busiest consumption centers.

Customers are increasingly global as 80% of our top 25 customers lease space from us on multiple continents.

Our development business builds modern facilities in the locations customers want to be.



OUR FORWARD-LOOKING INVESTMENT STRATEGY STAYS AHEAD OF THE DEMANDS OF THE MODERN SUPPLY CHAIN AND E-COMMERCE. WITH RESULTS.

We have an unparalleled portfolio of irreplaceable assets.

60%

of our U.S. portfolio is positioned for next day or same day delivery to the largest consumption markets.

We outperformed our REIT peer average.

50%

greater earnings per share⁽¹⁾

103%

greater Core FFO per share⁽²⁾

Prologis Proxy Statement | March 20, 2020

47

SALLY BEAUTY HOLDINGS, INC.



- Our new distribution center in Texas has energy saving features that should result in substantial energy reduction, such as high-flow air rotation units, motion sensor LED lights and R-19 value insulation in the roof.
- We installed centralized energy management systems for lighting and heating in 64 stores and, on average, realized 34% reduction in energy per store. Based on the successful pilot, we will be implementing the energy conservation program in 200 stores, targeting those with the historically highest energy usage.
- This year, we launched "SBH Going Green", our company-wide effort to be a better corporate citizen by reducing waste and thereby enhancing the sustainability of our planet and the communities in which we operate. This initiative includes:
 - removing plastic bags from Sally Beauty, CosmoProf and Armstrong McCall stores (will eliminate ~104 million plastic bags from landfills per year);
 - removing Styrofoam cups and lids from SBH Corporate Headquarters (will eliminate ~280,000 pieces of Styrofoam from landfills per year); and
 - launching a cardboard recycling program at SBH Corporate Headquarters (~5.7 tons of cardboard per year).

Product Development and Sourcing: We continue to make progress toward our long-term sustainability goals by using best practices in product development and sourcing. All finished formulas in our owned-brand products are cruelty-free, i.e., not tested on animals. Most (90%) of our owned-brand products are vegan and we aim to have at least 95% of our owned-brand products be vegan in fiscal year 2020. Our Company strives to avoid product formulations that contain parabens and phthalates.

Diversity and Inclusion: Diversity and Inclusion are at the heart of our Company – at the Board level, throughout our global workforce, and in our shared commitment to serving a diverse customer base and their communities.

At the Board Level: Our Board's composition shows the Company's commitment to diversity and inclusion. Board level diversity has enhanced our Company's board-level expertise and broadened its viewpoint. Having diverse voices on our Board sets the tone to encourage leaders at all levels of the Company to listen to the concerns of our workforce and customers alike. By listening to these voices, and responding accordingly, we are continuously evolving as a socially responsible corporate citizen and are maintaining our long-term sustainability.

Our Board's inclusive composition and practices are being noticed and championed by others, as noted on page 17.

In Our Workforce: Our Company is 92% Female and 48% racially/ethnically diverse. In 2019 Forbes named our Company one of America's Best Employers for Diversity.

- In 2019, the Company established a **Diversity and Inclusion Committee** to ensure all associates feel their views, cultures and beliefs are recognized, respected and included and to provide our associates with internal advocacy and support. We recognize the value of diversity and inclusion within our teams to drive the success of the business, as our associates should – and do – reflect the various qualities of our customers and what they desire and expect from our Company.

- We scored 75 out of 100 on the **Human Rights Campaign's annual Corporate Equality Index (CEI)**, which measures and rates workplaces based on LGBTQ equality with respect to policies and benefits. The Company anticipates making additional adjustments during FY20 to improve our rating.

In Our Customer Base: Our customers span the entire continuum of gender and ethnic diversity. We sell products to treat and style every kind of hair; we deliver a tailored assortment of beauty products that serve the local communities where our 4,150 U.S. and Canadian stores are located. Serving the diverse demographics and needs of our customers drives a culture and workforce that embraces and reflects the communities we serve.

www.sallybeautyholdings.com 19

TERADATA CORPORATION



Corporate Responsibility and Sustainability

- Our hiring managers and our talent acquisition team are committed to ensuring a diverse slate of candidates for all job openings. In 2020, there will be additional focus on inclusive hiring practices, including inclusive interviewing skills for recruiters and hiring managers and ensuring neutrality in job ads and recruiting materials to improve the overall candidate experience. We also maintain ongoing relationships with several on-campus recruiting departments at top colleges and universities around the world. Additionally, we have diversity hiring goals for our summer internship program, inviting perspectives from a wide range of diverse future leaders.
- We believe that our employees are the foundation of our Company and strive to provide an environment where they can successfully integrate professional and personal responsibilities. We promote policies and programs that support working families, such as our flexible time off policy, which allows U.S. employees unlimited paid time off for vacations or personal needs, our generous paid sick time policy, and paid parental leave for both new mothers and fathers following the birth or adoption of a child.
- Our Inclusion Communities provide networking, mentoring and learning opportunities for all employees. These employee groups provide meaningful development opportunities for our employees and are focused on inclusion and diversity goals related to fostering an inclusive workplace, attracting a diverse workforce, and enabling outreach to our communities and customers. Our Inclusion Communities include Teradata Pride, Terabytes, Women of Teradata, Blend India, and the Teradata Alliance for Black Employees.
- In 2019, we featured an Inclusion Speaker Series, bringing in experts and keynote speakers to surface topics that may be potentially challenging, difficult or complex in order to help our employees begin to have dialogues that will lead to broader understanding and inclusion practices.
- We are collaborating with the United Nations Global Compact, Athena and the New York Academy of Sciences to drive business awareness of the fundamental workforce diversity and help companies achieve gender equality by 2030.
- Through our commercial and government supplier diversity programs, we seek to integrate supplier diversity into all areas of procurement by identifying, partnering with and purchasing from small businesses and minority and women-owned businesses to support their growth and development.



Sustainable Practices

- **Products** - We design technology for the future, and the future demands powerful analytic solutions that are intended to meet increasingly stringent standards to support the earth's precious resources, including efficient use of power and water, as well as space efficiency. Therefore, we focus on providing customers with best-in-class products that are not only highly scalable, but environmentally sustainable as well. To that end, we continuously search to find and leverage technology alternatives that can improve performance-per-watt, reduce cooling requirements, and shrink floor space needs in data center requirements as part of our product design initiatives. For the tenth consecutive year, Teradata was named to the Dow Jones Sustainability North American Index for the Software and Services industry.
- **Supply Chain** - Our suppliers and business partners are expected to meet or exceed the standards of our Code of Conduct which includes adherence to ethical, responsible and environmentally sustainable business practices with respect to all of their Teradata-related activities. We have also established a managed inventory program that requires suppliers to ship bulk quantities of product to local hubs near our manufacturing site, rather than discrete customer shipments. This not only reduces our inventory costs, but also greatly reduces the environmental impact of our manufacturing supply chain. In addition, our Conflicts Minerals Policy prohibits Teradata, its subsidiaries, employees, and suppliers from utilizing conflict minerals sourced from forced labor, child labor, slavery, or violence in the region of the Democratic Republic of the Congo in Africa or those who perpetrate or support such human rights abuses.
- **Facilities** - We have designed our facilities to reduce Teradata's environmental impact and have implemented many programs in the areas of video conferencing, virtual employment, recycling and energy conservation that get the job done while using and re-using resources at the most efficient level possible. From printing all corporate business cards on stock that is 100% recycled/post-consumer waste material, to recycling all of our non-hazardous waste and providing 100 charging stations for electric cars at our San Diego headquarters, to installing a cutting-edge building automation system to optimize efficiency in lighting and HVAC systems, to sending our annual report and proxy statement electronically to reduce unnecessary paper usage, we adopt sustainable policies and procedures at every opportunity.

24 2020 PROXY STATEMENT

UNIVAR SOLUTIONS INC.



Our 2021 Sustainability Goals

"We are building on our existing goals and aligning them to the evolving challenges and opportunities of responsible business."

To read the latest Sustainability Report, find it online at:

<https://www.univarsolutions.com/safety-and-sustainability/sustainability/resources-reporting/>

The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.



Global Responsibility Goals



Minimize our environmental impact by reducing energy usage and associated emissions.



Embed the principles of advancing a circular economy into our practices globally.



Protect our people, communities, and environment by leading a "Zero Release" culture to minimize major releases.



Continuously improve our proud safety record, protecting our workforce and demonstrating we are serious about safety.



Lead on transparency in the supply chain as we responsibly manage and influence the environmental and social impacts of our suppliers.



Demonstrate our commitment to providing equal and equitable opportunities to all employees through training, education, and an inclusive culture.

Univar Solutions' approach to better business

Univar Solutions approaches the global issues surrounding sustainability in business with the mindset that it is **Our Home, Our Responsibility**. The global sustainability goals first set out in 2017 remain the cornerstone of our global efforts to embed more sustainable practices across our business. Our goals, on our six key areas of responsibility, run to 2021 with performance evaluated through our specific, measurable, achievable, realistic, and time-bound targets.

Our goals were designed to be relevant to the key aspects of our business where we have the potential to influence our economic, environmental, and social impacts and those of our wider supply chain. Through improving the efficiencies of processes across our operations, embracing opportunities derived from technological improvements, facilitating a responsible organizational culture, and working on innovative ways to further sustainable chemical distribution, we remain confident in our ability to achieve these goals.

Total of 03 pages in section

VICI PROPERTIES INC.



CORPORATE GOVERNANCE MATTERS

CORPORATE SOCIAL RESPONSIBILITY POLICY

In 2019, our Board of Directors adopted a Corporate Social Responsibility Policy to set forth the Company's policy to contribute to the improvement of economic, environmental and social conditions through the Company's business activities regardless of geographic location, within the scope of our capabilities and consistent with applicable laws and regulations, and our Code of Business Conduct. The Corporate Social Responsibility Policy covers, among other things:

- environmental sustainability;
- labor, health and safety;
- human rights and human trafficking;
- compliance with applicable governmental laws, rules and regulations;
- business integrity and anti-money laundering;
- engagement of stakeholders, including stockholders, employees and our tenants; and
- considerations relating to suppliers, including, where available and feasible, a commitment to work with suppliers to advance economic inclusion and work with minority and women-owned businesses.

Our Board of Directors approves material changes to the Corporate Social Responsibility Policy.

RESPONSIBLE SUPPLIER PRINCIPLES

In 2019, our Board of Directors approved Responsible Supplier Principles, designed to outline our expectations for responsible business practices of our third-party suppliers. The Responsible Supplier Principles include our expectation that our third-party suppliers:

- comply with all applicable laws and regulations;
- have a commitment to a diverse workplace;
- institute and enforce policies prohibiting harassment and discrimination;
- prohibit forced labor and abuse of labor, including human trafficking;
- prohibit child labor;
- comply with all applicable local and national wage, work hours, overtime and benefits laws; and
- support environmental sustainability and business integrity.

Our Board of Directors regularly reviews the Responsible Supplier Principles for changes in our business and any legal or regulatory requirements.

WHISTLEBLOWER POLICY & HOTLINE

Our Board of Directors has adopted a Whistleblower Policy, which establishes procedures for (i) the receipt, retention and treatment of complaints regarding improper or questionable accounting, internal accounting controls or auditing matters involving the Company, and (ii) the confidential, anonymous submission of such complaints by employees of the Company. In order to facilitate the submission of such complaints, we have implemented a secure whistleblower hotline and website. The whistleblower hotline and website are operated by an independent service provider and are available for the anonymous submission of complaints.

Availability of Corporate Governance Materials

You are encouraged to visit our website at www.viciproperties.com to view or obtain copies of our Corporate Governance Guidelines, committee charters, Code of Business Conduct, Corporate Social Responsibility Policy and Whistleblower Policy. The information found on, or accessible through, our website is not incorporated into, and does not form a part of, this Proxy Statement or any other report or document we file with or furnish to the SEC. You may also obtain, free of charge, a copy of our Corporate Governance Guidelines, committee charters, Code of Business Conduct and Corporate Social Responsibility Policy by directing your request in writing to Secretary, VICI Properties Inc., 535 Madison Avenue, 20th Floor, New York, New York 10022. Additional information relating to the corporate governance of our Company is also set forth below and included in other sections of this Proxy Statement.

18 VICI PROPERTIES INC. — 2020 PROXY STATEMENT

WELLS FARGO & COMPANY



Our Broader Role and Engagement with Stakeholders

Our Suppliers

We believe our suppliers and their actions are an extension of our own actions and reputation. We expect our suppliers to demonstrate strong values and ethical practices and to respect human rights. In addition, as we focus on the needs of diverse markets, expanding our work with diverse vendors and suppliers becomes essential.

- For 2019, Wells Fargo achieved its sixth consecutive year of spending over \$1 billion with certified diverse suppliers.
- We recognize the opportunity that working with diverse business owners presents and are working to grow our diverse supplier pipeline – We spent 11.3 percent of our controllable spend in 2019 with diverse suppliers, and continue making progress toward achieving 15 percent of our procurement spend with diverse suppliers by 2020, and a key success was the Hudson Yards Development Project in New York City where Wells Fargo spent \$145 million, or 45% of the build out, with local diverse suppliers.
- We were recognized as one of 159 companies to the CDP Supplier Engagement Leaderboard based on our work to encourage our suppliers to demonstrate their commitment to environmental sustainability.
- We maintain a supplier diversity code of conduct that reflects our additional expectations of our suppliers through complimentary programs related to risk, information security, and corporate responsibility.

Our Communities

We understand our role as a community partner and the positive impact we can have on society, local and global economies, and the environment. We seek to make positive contributions to every community we serve—through our products and services, operations, and our philanthropy. The following are ways that we give back to our communities through philanthropy, community outreach, and volunteerism.

- We committed \$1 billion in philanthropic capital to address the U.S. housing affordability crisis through 2025.
- We invested \$455 million in grants in the last year, funding national organizations to deliver programs at scale and nonprofits that specifically address the needs of local markets, in order to unlock economic opportunity for people and communities.
- Our employees generously volunteered 1.9 million hours in their communities in 2019, making these communities stronger for everyone and improving lives.
- Wells Fargo's NeighborhoodJITF® program assisted more than 3,300 homeowners by offering homebuyer education plus down payment assistance grants across a dozen communities including Los Angeles; Washington, D.C. and Prince George's County; Houston; Sacramento; Omaha, Nebraska; Baltimore; the state of Alaska; Dallas and Fort Worth, Texas; Newark and Essex County, New Jersey; the state of Montana; Pittsburgh and Allegheny County, Pennsylvania; and Portland, Oregon.
- We made a \$10 million grant to the National Association for Latino Community Asset Builders to support growth-oriented lending to minority-owned businesses across the U.S.
- Through our third annual Holiday Food Bank program, we provided 65 million meals and donated \$6.5 million to Feeding America.
- We have provided approximately \$49 billion in financing to sustainable business and projects since 2018, toward our goal to invest \$200 billion by 2030 to accelerate the transition to a low-carbon economy.
- We have a long-standing history of providing support for our communities when disaster strikes; we made a \$400,000 donation to help Californians recover from the recent devastating wildfires.

Focused on Needs of Diverse Market Segments

We strive to be a leader in supplier diversity.

For 2019, Wells Fargo achieved its sixth consecutive year of spending over \$1 billion with certified diverse suppliers.

Contributing to Our Communities

We launched a new philanthropic strategy to benefit underserved communities through housing, financial health, and small business programs.

In June 2019, Wells Fargo announced a commitment of \$1 billion in philanthropic capital to address the U.S. housing affordability crisis through 2025.

2020 Proxy Statement 5

6. Human rights

This is a broad topic, generally described as rights inherent to all human beings, regardless of their race, gender or preference, nationality, ethnicity, language, religion or other status or affiliation. These include the right to life and liberty, freedom from slavery and torture, freedom of opinion and expression, the right to work and education, and more.

It might be assumed that individual companies adhere to these principles to attract and retain their workforce. As with “supply chain” considerations above, increasingly companies are expected to ensure – and report on – their extension of these principles to others in their supply chain.

ABERCROMBIE & FITCH CO.



Environmental and Social Highlights

We operate and invest in our business with a focus on the long term, which requires taking into consideration environmental and social matters that are important to our stakeholders, including our customers, our employees and our partners. In our efforts to create positive impacts within our organization and on communities around the world, we have implemented practices and established targets to promote environmental and social stewardship. A few environmental and social highlights are as follows:

✓ Established Corporate Social Responsibility Committee of the Board in Fiscal 2010

✓ 58% of director nominees are diverse as to gender and/or ethnicity

✓ Participant in the United Nations Global Compact

✓ Donated over \$6.45 million in Fiscal 2019 to charitable causes with the help of our partners, customers and associates

✓ Designated as a best place to work for the LGBTQ+ community for the 14th consecutive year by the Human Rights Campaign

✓ Established sustainability targets through 2025

✓ 40% of senior leadership roles are held by women

✓ Global associates volunteered more than 38,000 hours

Refer to "Environmental and Social Matters" within this Proxy Statement for further discussion.

Questions and Answers

Refer to the "QUESTIONS AND ANSWERS ABOUT OUR ANNUAL MEETING AND VOTING" section of this Proxy Statement beginning on page 85 for important information about the proxy materials, voting, the Annual Meeting, Company documents, communications and the deadlines to submit stockholder proposals and other pertinent information. Additional questions may be directed to Initiative M&A Incorporated ("Initiative"), our proxy solicitor, toll-free at (888) 750-5834 or directly at (412) 232-3651. Banks and brokers may call collect at (212) 750-5833.

Proposal 1 — Election of Directors

There are currently eleven directors serving on the Board, all of whose terms expire at the Annual Meeting.

On August 5, 2019, the Board, upon the unanimous recommendation of our Nominating and Board Governance Committee, unanimously approved the increase in the size of the Board from ten to eleven directors and unanimously elected Felix Carbullo to fill the vacancy created by the increase. Mr. Carbullo was recommended to our Nominating and Board Governance Committee as a result of a director search conducted by a third-party global executive search firm retained by our Nominating and Board Governance Committee.

After over 12 years of service on the Board of Directors, James B. Bachmann's term on the Board of Directors will end immediately prior to the Annual Meeting. Upon the unanimous recommendation of our Nominating and Board Governance Committee, the Board took action to increase the size of the Board from eleven to twelve directors effective April 6, 2020. As a result, a total of twelve directors will be elected at the Annual Meeting.

Upon the unanimous recommendation of our Nominating and Board Governance Committee, the Board has unanimously nominated Kevin B. Anderson, Terry L. Burman, Felix Carbullo, Julie Coulter, Sarah M. Gallagher, Michael E. Greenlee, James A. Goldman, Archie M. Griffin, Fran Horowitz, Helen E. McCluskey, Charles R. Perrin and Nigel Travis (altogether, the "Nominees") for election as directors at the Annual Meeting. Each of Ms. Coulter and Mr. Goldman was recommended to our Nominating and Board Governance Committee as a result of a director search conducted by a third-party global executive search firm retained by our Nominating and Board Governance Committee. Directors elected at the Annual Meeting will hold office for a one-year term expiring at the 2021 Annual Meeting of Stockholders (the "2021 Annual Meeting") or until their respective successors are elected and qualified, subject to prior death, resignation or removal. The individuals named as proxies in the form of proxy solicited by the Board intend to vote the shares of Common Stock represented by the proxies received under this solicitation for the Nominees, unless otherwise instructed on the form of proxy. It is expected that all of the Nominees will be able to serve. However, if before the election, one or more of the Nominees are unable to serve or for good cause will not serve, the proxy holders will vote the proxies for the remaining Nominees and for any substitute nominee(s) chosen by the Board, unless the Board reduces the number of directors to be elected. If any substitute nominee(s) are designated, we will file an amended proxy statement that, as applicable, identifies the substitute nominee(s), discloses that such nominee(s) have

7

ALCOA CORPORATION

2020 PROXY STATEMENT

Proxy Summary (continued)

Community Engagement

✓ Alcoa actively participates in every community in which we operate through partnerships to address local needs in a sustainable manner. One of our goals is stimulating economic activity at the local and regional levels to enable improved quality of life for employees including by:

- providing stable, fair-paying jobs;
- procuring goods and services from local suppliers when possible; and
- investing in community infrastructure, such as a hospital in Juruti, Brazil.

✓ In 2019, we completed approximately 10,000 hours of employee volunteering work in the communities in which we operate.

✓ Our Indigenous Peoples Statement represents our continuing commitment to be honest and responsible in dealing with communities where we operate and where we actively manage closed sites.

Human Rights

✓ We are committed to respecting human rights wherever we operate in the world and have a Human Rights Policy.

✓ The Alcoa Human Rights Council (the "Council") focuses on supporting human rights programs based upon the International Labour Organization's core conventions and the United Nations Guiding Principles for Business and Human Rights. The Council has sponsorship at the executive level and includes representatives from each business segment and key resource unit.

✓ Throughout 2019, we performed human rights due diligence in our operations in Western Australia and our Alumina refinery in Brazil. We satisfactorily completed human rights risk assessments in the remaining operations in Brazil, the Bala Comensal smelter in Canada, the San Ciprián smelter in Spain, and our Mosjøen smelter in Norway.

Safety and Health

✓ In 2018 and 2019, we had zero employee and contractor fatalities. Sadly, in February 2020, a contractor died after an accident at the Popes de Caldas facility in Brazil.

✓ We strive to have zero fatalities and no life-threatening or life-altering injuries and illnesses.

✓ Our OneAlcoa United for Safety initiative incorporates temporary workers, contractors, and visitors into our safety programs.

✓ We have a safety strategy based on the use of reliable systems and a supportive safety culture. A number of different programs are implemented under these pillars, including:

- critical safety risk management standards;
- a risk-based audit program;
- consistent root cause analysis for incident investigations;
- critical control field verifications to assess if work is being conducted using required safeguards;
- human performance training and the implementation of tools to prevent deviations and minimize consequences when deviations occur, including the authority to stop work;
- a safety leadership standard;
- safety leadership training;
- safety culture measurements; and
- the integration of safety into talent management.

15

66

8TH EDITION | GUIDE TO EFFECTIVE PROXIES

DFIN



Our Partners

Sales by independent third-party sellers—mostly small and medium-sized businesses (SMBs)—make up more than half the units sold in our stores. In 2019, we invested \$1.5 billion in infrastructure, services and tools, programs, and people to enable the success of these businesses.

SMBs selling their products on Amazon have created more than 830,000 jobs in the U.S. and 1.6 million worldwide. SMBs not only sell their products in our stores, they also:

- **Run delivery companies.** Amazon's innovative new Delivery Service Partner program is helping entrepreneurs build their own delivery companies.
- **Use AWS to run their businesses.** AWS offers low cost, on-demand IT solutions to help startups build and launch their applications and services.
- **Build Alexa skills.** The Alexa Fund partners with outside developers to expand Alexa's skills and grow their own brands.
- **Publish their own books.** Kindle Direct Publishing enabled over a thousand independent authors to surpass \$100,000 in royalties in 2019.



Amazon believes the people, workers, and communities who support our business should be treated with fundamental dignity and respect. We respect and support the Core Conventions of the International Labour Organization (ILO), the ILO Declaration on Fundamental Principles and Rights at Work, and the United Nations Universal Declaration of Human Rights. Significant announcements in 2019 include:

- **Global Human Rights Principles.** These ways of operating have been long held at Amazon, and codifying them demonstrates our support for fundamental human rights and the dignity of workers everywhere we operate.
- **Supply chain and supplier code of conduct.** We require suppliers in our manufacturing supply chain and those supporting Amazon's operations to comply with our publicly available Supply Chain Standards. In 2019, we disclosed a supplier map for Amazon-branded products, including apparel, consumer electronics, and home goods.

Learn more at aboutamazon.com/supporting-small-businesses and aboutamazon.com/our-company/our-positions.



SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE

- **Awards and Recognition.** Our people, practices, and policies continue to be recognized by a wide range of publications and benchmarking institutes. These awards are often based on what our associates say about working at Capital One:

Fortune "100 Best Companies to Work For"

Human Rights Campaign Foundation "Corporate Equality Index" (100%)

Fortune "World's Most Admired Companies"

CAREERS & the disabled Magazine "Top 50 Employers"

Fortune "50 Best Workplaces for Parents"

A "Best-of-the-Best Corporation for Inclusion" by the National Business Inclusion Consortium

Fortune "100 Best Workplaces for Diversity"

Hispanic Association on Corporate Responsibility (HACR) "Corporate Inclusion Index"

Fortune "100 Best Workplaces for Millennials"

Working Mother "Best Companies for Multicultural Women"

G.I. Jobs(R) "Military-Friendly Employer (Bronze)"

Working Mother "100 Best Companies"

Our Community

The community programs and partnerships we pursue integrate Capital One's core strengths with the skills, expertise, and experiences of others to make real and lasting change. We are a proud partner with a network of nonprofit organizations and local leaders who enhance educational opportunities, provide job training, build safe and affordable housing, deliver financial education and promote small business development.



424,000+ hours volunteered by our associates in 2019



\$60 million+ (in 2019) donated to nonprofits that help build economic opportunity in our communities



Recognized as one of America's Most Community Minded Companies in the Points of Light Civic 50

Highlights of our community engagement efforts include the following:

- **FutureEdge.** Through our signature FutureEdge program, we have invested \$150 million in our communities over five years to encourage job skills development for the 21st century; support small businesses in their development; and provide financial education and money management support. As part of our FutureEdge initiative, and through a combination of external partnerships and internal programs including the Plano Mayor's Youth Internship Program, our Card Contact Center's Catapult program, and Partnership for the Future, we provide youth with access to 21st century professional development and work opportunities, while also increasing the likelihood of their persistence to and through higher education.
- **In partnership with local public schools and organizations,** our Capital One Coders program helps middle school students develop a greater interest in science, technology, engineering and mathematics (STEM) during a critical period in their education. Through the ten-week program, Capital One associate volunteers teach students in schools across the country about problem solving, teamwork, and the basic principles of software development and coding.
- **We provide low-interest, community development loans to Community Development Finance Institutions** to help capitalize small business loan funds and provide matching funds in support of small businesses. In addition, our FutureEdge grants support financial knowledge and skills programs such as the Dress for Success Financial Education Program. Developed by Dress for Success and funded by Capital One, this program provides financial coaching and education to women across our Capital One Café footprint. In 2019, we held these programs in ten cafés nationwide and look towards further expansion.

44 CAPITAL ONE FINANCIAL CORPORATION | 2020 PROXY STATEMENT



Human Capital

Annually reviewed by our Board, our "people strategy" is designed to ensure that we continue to attract and retain the talent necessary to execute on our strategic imperatives and business plans, and that we have well-aligned programs, initiatives, rewards and recognition to promote these goals.



Environmental & Sustainability

We believe sustainability is more than a corporate responsibility—it is a fundamental part of our strategy and key to achieving our goals and success in our markets.



Community Outreach & Support

We believe it is important to give back and promote community outreach and support through corporate giving, charitable matching, and robust employee volunteerism in the communities in which we live and work.



Corporate Governance

We believe that good corporate governance and high ethical standards are an obligation to our investors, customers and employees and essential to Ciena's success.

Human Capital

Support Physical, Emotional, Financial & Social Wellbeing

- Competitive, fair and transparent compensation programs that promote performance and growth of our employees
- Incentives tied to business and individual results
- Innovative and competitive benefit offerings
- Flexible working opportunities
- Parental, caregivers and adoption leave
- Flexible paid time off in the U.S. and Canada
- Available education and support for all aspects of personal wellbeing, including physical, emotional, financial and social wellbeing
- Life planning and retirement readiness
- Employee Stock Purchase Plan and access to equity compensation, which we have pushed deeper into the organization in fiscal 2019

Employee Recognition

- Annual Spirit of Ciena Awards to recognize employees who best exemplify Ciena's core values
- "Applause" program and Spot Awards to provide recognition to employees throughout the year
- Patent Incentive & Distinguished Engineer Awards
- Ciena Cares Awards recognizing employees and teams who exemplify our commitment to communities and volunteerism
- Regular satisfaction survey (ESAT) program

Promote Inclusive and Diverse Workplace

- Recruiting outreach to extend diverse representation
- Internal networking and programming includes our Women @ Ciena group and our Black & African Heritage @ Ciena group
- Regular and ongoing assurance of gender pay fairness
- Mentoring programs

Create Opportunities to Grow and Develop

- "Inside First" initiatives look at opportunities to cultivate talent for new roles from within
- "Ciena Next" program for early in career employees and new graduate hiring
- Management & Leadership Development Programs offered to employees
- Employee learning and training initiatives
- Support for continuing education through tuition reimbursement

Recognition

- "Great Place to Work" certified in the U.S., India, and Canada
- Recognized as one of Fortune's "Most Admired Companies" in 2017, 2016, 2019 and 2020



Corporate Governance

Danaher policy also prohibits Danaher directors and employees (including executive officers) from engaging in short sales of Danaher Common Stock, transactions in any derivative of a Danaher security (including, but not limited to, buying or selling puts, calls or other options (except for instruments granted under a Danaher equity compensation plan)) or any other forms of hedging transactions with respect to Danaher securities.

- **Shareholder Right to Call Special Meeting.** Shareholders owning 25% or more of Danaher's outstanding shares may call a special meeting of shareholders. As discussed in more detail below, Danaher's Board believes that the 25% threshold strikes an appropriate balance between avoiding waste of Danaher and shareholder resources on addressing narrow or special interests, while at the same time ensuring that shareholders holding a significant minority of our outstanding shares have an appropriate mechanism to call a special meeting if they deem it appropriate.

Sustainability

Based on a materiality assessment that identified the intersection of Danaher's key strategic and sustainability goals, our sustainability program is structured around three pillars: innovation, people and the environment. These three pillars are underpinned by a foundation of integrity, compliance and sound governance. We drive company-wide sustainability initiatives where it makes sense to harness Danaher's scale, while leveraging the power of our decentralized operating structure by giving our operating companies discretion to pursue sustainability in ways that best fit the needs of their particular stakeholders.

- **Innovation.** At the heart of our sustainability efforts is innovation with purpose. In the spirit of our Core Value, *Innovation Defines Our Future*, our teams work to expand access to healthcare in underserved areas, improve safety and protect precious natural resources. Danaher spent \$1.1 billion on research and development in 2019 and as of the end of 2019 held approximately 7,700 patents worldwide, underscoring our commitment to innovation.
- **People.** Our People pillar focuses on our most valuable resource—and flows from our Core Value, *The Best Team Wins*. Our programs and initiatives that advance our associates' safety, professional ambitions and personal growth, and strengthen the communities in which we live and work, demonstrate our commitment to those who truly define our company. For example, we have established five North American Associate Resource Groups (African Descent, Asian Descent, Latin, LGBTQ and Women), which are sponsored networks for associates of diverse groups to come together, share their experiences and receive support and mentorship. In 2019, 92% of our employees participated in our annual engagement survey, and Danaher's scores improved on a year-over-year basis in every survey area. Third parties have also recognized our progress, as Danaher was featured on the *Fortune 2019 Best Employers for Diversity* list, and in 2019 for the sixth year in a row the Human Rights Campaign named Danaher one of the *Best Places to Work for LGBTQ Equality*.

- **Environment.** We are committed to reducing the environmental impact of our operations and products, and helping our customers do the same. In Danaher's 2019 Sustainability Report, we reported for the first time on a company-wide basis metrics relating to energy usage, greenhouse gas emissions, water usage, waste generation and recycling. In 2018, we began leveraging the power of DBS to mitigate the environmental impact of our operations by deploying our first DBS environmental sustainability tools, focused on reducing energy use and waste.

At the Board level, Danaher's Nominating and Governance Committee oversees sustainability and social responsibility, and this responsibility is set forth in the committee's charter. At the management level, Danaher's Senior Vice President and General Counsel, who reports directly to our CEO, has general oversight responsibility with respect to matters of sustainability and social responsibility, and is responsible for reviewing and approving Danaher's sustainability reports.

More information about Danaher's sustainability efforts is included in our latest Sustainability Report, available at <https://sustainability.danaher.com>.

Corporate Governance Guidelines, Committee Charters and Code of Conduct

As part of its ongoing commitment to good corporate governance, our Board of Directors has codified its corporate governance practices into a set of Corporate Governance Guidelines and has also adopted written charters for each of the committees of the Board. Danaher has also adopted a code of business conduct and ethics for directors, officers (including our principal executive officer, principal financial officer and principal accounting officer) and employees, known as the Code of Conduct. The Corporate Governance Guidelines, charters of each of the Audit, Compensation and Nominating and Governance Committees and Code of Conduct are available in the "Investor—Corporate Governance" section of our website at <http://www.danaher.com>.

FORTIVE CORPORATION



Corporate Governance

Inclusion & Diversity: Strategic Pillars

	2019 OBJECTIVE	2019 KEY INITIATIVES
I&D Matters: Create a more diverse Fortive through hiring, retention, and development strategies	Increase overall representation of diverse talent	Establish Fortive diversity talent acquisition strategy Infuse I&D into talent management practices
Everyone Owns Inclusion: Invest in leaders, managers, and allies to create an environment where everyone belongs	Develop tools and resources to drive inclusive behavior	Unconscious Bias workshops Infuse I&D into leadership programs
I&D In Our DNA: Build a culture of equity for all of us that enables greater innovation for customers and the world	Build processes and systems to drive actions for an inclusive environment	Global Career Framework design Creation of OpCo I&D plans

For the second year in a row, we earned a perfect score of 100% on the Human Rights Campaign Corporate Equality Index (CEI). We're incredibly proud to share that an evaluation of our policies, benefits, culture, and general inclusiveness earned us recognition as one of the "Best Places to Work for Lesbian, Gay, Bisexual, Transgender, Questioning, Queer (LGBTQ) Equality." Furthermore, our President and CEO signed the CEO Action for Diversity & Inclusion Pledge, the largest CEO driven business commitment to advancing I&D in the workplace.

FORTIVE 2020 Proxy Statement 31

FREEPORT-MCMORAN INC.



FREEPORT-McMORAN

LETTER TO STOCKHOLDERS

Dear Fellow Stockholders,

On behalf of the board of directors, thank you for your investment and trusting us to oversee the long-term success of Freeport-McMoran.

Our hearts go out to all affected by the current global health crisis. We are especially grateful to medical personnel and all on the front lines helping those in need. Our company's principal focus is on the health, safety and well-being of our global workforce, their families and the communities where we operate.

Our management team has substantial experience in successfully navigating challenging conditions. We remain confident about the importance of copper's role in the global economy and the long-term positive future for our business that will benefit all stakeholders—our workers, the communities where we operate, our business partners and contractors, governments where our resources are located and you, our stockholders.

In 2019, we continued to build a strong foundation for long-term stockholder value as we advanced key operational initiatives, enhanced our board composition and reiterated our long-standing commitment to sustainable and responsible copper mining.

Building on Strength. In the last year, our board and management team prioritized and advanced three key operational initiatives to strengthen our cost position and enhance future cash flow and long-term value for our stockholders. We remain on schedule to establish large-scale production from our high-grade, low-cost and long-lived underground ore bodies at Grasberg, our Lone Star project in Arizona is expected to be commissioned this year, and we are utilizing innovation and technology tools to enhance productivity and unit cost performance in the Americas. These initiatives are expected to create value for our stockholders and advance our long-term strategy.

Enhancing Board Composition and Ongoing Director Recruitment Efforts. Enhancing the composition and size of our board remains one of our top priorities. Last year, the nominating and corporate governance committee led a robust search process, detailed in this year's proxy statement. Through this process, we welcomed John J. Stephens, Senior Executive Vice President and Chief Financial Officer of AT&T, to our board and audit committee in October 2019. Mr. Stephens brings a depth of experience in accounting, financial planning, corporate development, auditing and technology that complements our existing skill sets and experiences. Our ongoing director recruitment efforts remain focused on thoughtfully enhancing and broadening our board's capabilities and business experience.

Our Commitment to Sustainable and Responsible Copper Mining. We have long embraced sustainability in all aspects of our business, driven by our core values—safety, respect, integrity, excellence and commitment—and overseen by our corporate responsibility committee. We are committed to meeting the highest standards of environmental stewardship across our operations, respecting human rights in all of our business practices, and prioritizing the health, safety and well-being of our employees and the communities where we live and work because these efforts underpin our ability to provide sustainable long-term value creation. As part of our commitment to increase transparency and accountability, during 2019 we provided enhanced public disclosures of our tailings management and stewardship program, available on our company website. During 2020, we plan to publish reports on climate and water—two critical issues for our business and our stakeholders.

Navigating the Impact of COVID-19. As a result of the public health impact of the COVID-19 pandemic and to prioritize the health and well-being of meeting participants, this year's annual meeting will be conducted virtually via a live audio webcast. The attached notice of 2020 annual meeting of stockholders and proxy statement provide you with information on how to join the annual meeting online and the business to be conducted at the annual meeting. My fellow directors and I are continuing our active oversight role as we counsel management during this period of rapid change triggered by the global health crisis and disruption to the global economy. Thank you for your continued support and trust in us as we execute on our commitments to you.

Respectfully yours,

GERALD J. FORD
Non-Executive Chairman of the Board
April 22, 2020

GARRETT MOTION INC



Responsible operations

- Managing our environmental footprint
 - As a company whose products help reduce harmful emissions from vehicles, we are committed to reducing the impact of our operations on the environment. Garrett applies global standards governing environmental impact as part of our lifecycle management, assessing end-to-end performance from design to manufacturing and service support.
 - All of our sites are certified ISO 14001, with 12 of 13 manufacturing sites certified ISO 50001. We have annual targets to reduce, reuse and recycle waste, and reduce water use and have implemented several renewable energy and efficiency projects to reduce our CO2 emissions.
 - Garrett submitted its first CDP Climate Change report in 2019.
- Behaving ethically
 - Garrett ensures compliance and integrity both internally and externally through the adoption of best-in-class, robust practices, codes of conduct and policies which bind the directors, officers and employees of Garrett and its subsidiaries as well as our suppliers, vendors and other providers. These are available on our website and/or have been filed by Garrett with the SEC.
 - The Garrett Code of Business Conduct covers topics such as child and forced labor, external stakeholder human rights and working conditions.
 - Garrett has adopted the Supplier Code of Conduct that provides clear expectations for suppliers to ensure they treat their employees with dignity and respect. Garrett is committed to the responsible sourcing of tantalum, tin, tungsten and gold ("3TG") throughout our global supply chain and to compliance with the Conflict Mineral Rules.

Prohibition of Hedging or Pledging the Company's Securities

We believe it is improper and inappropriate for any person associated with Garrett to engage in short-term or speculative transactions involving the Company's securities. Directors, officers and employees of the Company are therefore prohibited from engaging in short sales, and from pledging and buying or selling puts, calls, options or other derivative securities of the Company.

Our securities trading policy also prohibits directors and executive officers from purchasing any financial instruments (including prepaid variable forward contracts, equity swaps, collars and exchange funds) or otherwise engaging in transactions that are designed to or have the effect of hedging or offsetting any decrease in the market value of the Company's equity securities whether they are granted to such director or executive officer by the Company as part of such person's compensation or otherwise held, directly or indirectly, by such director or executive officer.

Communications with Directors

Stockholders and other interested parties who wish to send communications to the non-management directors as a group, any individual director or the full Board should address such communications to Jérôme Maroni, Secretary, Garrett Motion Inc., La Pléiade 16, Rolle, Switzerland 1180. All communications, except for marketing and advertising materials, will be forwarded to the appropriate individual(s).

Our Executive Officers

The following table sets forth the names, ages and positions of our current executive officers:

Name	Age	Position
Olivier Rabiller*	49	President and Chief Executive Officer
Craig Ballis	55	Senior Vice President and Chief Technology Officer
Peter Bracke	53	Vice President and Interim Chief Financial Officer
Daniel Deiro	47	Senior Vice President, Global Customer Management and General Manager Japan/Korea
Thierry Mabru	52	Senior Vice President, Integrated Supply Chain
Jérôme Maroni	54	Senior Vice President, General Counsel and Corporate Secretary
Fabrice Spenninck	51	Senior Vice President and Chief Human Resources Officer

* Mr. Rabiller is a member of our Board. See "Proposal One—Election of Directors" for more information about Mr. Rabiller.

20

HASBRO, INC.



- Environmental Sustainability** — We are passionate about protecting our planet and conserving natural resources for future generations, including pursuing innovative ways to reduce our environmental impacts across business. Through Hasbro's Sustainability Center of Excellence, we drive our strategic environmental blueprint across our global organization with a focus on reducing the environmental impacts of our products and packaging, minimizing the environmental footprint of our operations and supply chain, and encouraging our employees to embrace and promote environmental responsibility.
- Human Rights & Ethical Sourcing** — Treating people with fairness, dignity and respect and operating ethically in our supply chain are core values at Hasbro. We demonstrate these deep beliefs in the way we treat our employees and, in the expectations, and requirements we have of those with whom we do business. We work closely with our third-party factories and licensees to ensure all products are manufactured in safe and healthy environments and the human rights of workers in our supply chain are being upheld.
- Diversity & Inclusion** — At Hasbro, we believe that supporting gender equality and promoting inclusion across our business and society makes the world a better place for all. We know that the more inclusive we are as a company, the stronger our business will be. Our commitment also extends to our supply chain where we strive to support the personal and professional growth of female factory workers who make up the majority of the worker base, with a goal of positively impacting their lives and well-being.

Another important element of the Company's CSR effort is our tradition of supporting children worldwide through a variety of philanthropic programs. In 2019, our support exceeded \$20 million, including both financial contributions and donations of more than 1.4 million toys and games.

Some of our CSR goals are set forth below:

25% reduction in energy consumption	50% reduction in waste to landfill
20% reduction in greenhouse gas emissions	15% reduction in water consumption
Eliminate Virtually all Plastic in Packaging by end of 2022	

* Data presented in parentheses for the prior year unless otherwise indicated.

Hasbro received several prestigious recognitions for our CSR efforts, including being named one of the 2020 World's Most Ethical Companies[®] by the Ethisphere Institute, marking our ninth consecutive year to receive this distinction. Additionally, in 2019, we ranked in the top 15 on the 100 Best Corporate Citizens list by S&P Media, marking the eighth consecutive year Hasbro has been ranked at the top of the list. We were also named the top consumer products company in JUST Capital's America's Most Just Companies, in the top 20 of Barron's 100 Most Sustainable Companies as one of America's Most Reputable Companies by Reputation Institute, one of the 50 Best ESG Companies by Investor's Business Daily, and one of America's Most Community Minded Companies by the Civic 50.

The head of our CSR group reports on a regular basis to the Nominating, Governance, and Social Responsibility Committee of the Board. That committee has oversight of CSR matters.

26 HASBRO 2020 PROXY STATEMENT

HESS CORPORATION



Proxy Summary

Commitment to Sustainability

Hess is committed to helping meet the world's growing energy needs in a safe, environmentally responsible, socially sensitive and profitable way. Our purpose is to be the world's most trusted energy partner and sustainability is fundamental to our long-term strategy. We believe our focus on sustainability creates value for our stockholders and helps position us to continuously improve business performance. Our strategy focuses our efforts on the areas most significant to our business, including health and safety, climate change, community and stakeholder engagement, human rights, and transparency.

Climate Change Strategy

Hess has established a climate change strategy that is closely aligned with the recommendations of the Financial Stability Board's Task Force on Climate-Related Financial Disclosures ("TCFD") to guide our initiatives to reduce greenhouse gas ("GHG") emissions, invest in carbon-efficient technologies and innovations, and ensure our business strategy accounts for potential low-demand scenarios. Our climate change strategy ties to our broader business strategy, strategic planning and capital allocation decisions, including applying a theoretical price of carbon in our economic evaluations for significant new projects and conducting annual scenario planning exercises which incorporate the International Energy Agency's scenarios for future energy demand and carbon pricing. These efforts help position Hess for the long term as a low-cost producer providing the energy necessary to ensure human welfare and global economic development, even in a low-carbon future.

Board Oversight of Sustainability Practices

The board is actively engaged in overseeing Hess' sustainability practices and works alongside senior management to ensure focus on these topics. During 2019, as a reflection of the board's sustained commitment to developing oil and gas resources in an environmentally responsible and sustainable manner, the board elevated the environmental, health and safety subcommittee of the audit committee to a stand-alone committee of the board. The environmental, health and safety committee has specific oversight responsibility and makes recommendations to the full board of directors with respect to Hess' policies, positions and systems for environmental, health, safety and social responsibility, compliance and risk management. Our board is climate change literate, and these and other environmental risks are discussed at the board level and taken into account in strategic decisions. Furthermore, the board's compensation and management development committee has tied executive compensation to advancing the environmental, health and safety goals of the company.

Safety	Climate Change & Environment	Social Responsibility
<ul style="list-style-type: none"> Reduced our severe safety incident rate by 36% since 2014 Achieved a 67% reduction in process safety incidents since 2014 Working closely with employees and contractors to reinforce a shared workforce goal of zero safety incidents 	<ul style="list-style-type: none"> Reduced absolute Scope 1 and 2 greenhouse gas emissions by ~60% on an equity basis over past 12 years Contributing to the Saik Institute's development of plants that, according to the Saik Institute, are capable of absorbing and storing potentially billions of tons of atmospheric carbon per year Board evaluates sustainability risks and carbon asset risk scenarios in making strategic decisions 	<ul style="list-style-type: none"> Guided by commitments to international voluntary initiatives including the U.N. Global Compact Invest in community programs with a focus on education, workforce development and environmental stewardship Committed to having a positive impact on the communities where we operate

2020 PROXY STATEMENT



LEAR CORPORATION



DIRECTORS AND CORPORATE GOVERNANCE

Social Responsibility

- We are committed to respecting human rights through adherence to policies with respect to the protection of and respect for our global employee workforce.
- Our supplier standards contain specific guidelines on human rights, child labor, forced labor and human trafficking, wages and hours, working conditions, harassment and discipline, discrimination, freedom of association and collective bargaining, bribery and corruption, the flow of funds to armed groups and conflicts, environmental sustainability, animal welfare, and the implementation of sustainability standards in the supply chain, including the responsible management of water and forests. Lear's online Supplier Portal provides access to our Supplier Sustainability Policy, along with awareness and training materials on these critical topics.
- We have a global reporting channel for any ethical concerns or violations for our employees and our supply chain.
- We are a signatory to the United Nations Global Compact.
- We respect and support the United Nations Universal Declaration of Human Rights.
- We are committed to partnering with our industry and society in driving change through the implementation of the United Nations Sustainable Development Goals.
- Community outreach and giving are engrained in our core values.
- We have developed a global distracted driving awareness initiative.

People

- Together We Win** is our global employee engagement initiative focused on driving positive culture change in our operational environments using four key elements: Leadership, Work Environment, Employee Involvement and Teams.
- We maintain a robust and ongoing survey process to monitor employee engagement.
- Diversity and inclusion is deeply integrated into our organizational framework and our hiring and promotional practices.
- In our corporate offices and U.S. plants, we work with several organizations to help fill our pipeline with diverse talent, including: National Society of Black Engineers (NSBE), National Black MBA Association (NBMAA), Women of Color Conference and Society of Women Engineers.
- Our Global Expect Respect campaign promotes our anti-harassment, nondiscrimination and zero-tolerance for retaliation policies as well as complaint reporting resources.
- Developing talent is a priority across all levels of the organization and includes a CEO Academy, Leadership Model and Assessments, Emerging Leaders Development Program and One Lear Mindset training.
- To foster employee engagement and promote diversity and inclusion, we have encouraged the formation of ERGs at Lear. ERGs are voluntary, employee-led, and company-sanctioned communities of employees who share similar backgrounds, such as age, gender, race, ethnicity, sexual orientation, military experience, life experiences, and other non-merit factors.

As part of our enterprise-wide approach to risk management, the Board (through the Nominating Committee) and management monitor long-term risks related to environmental and social issues. For additional information on our corporate social responsibility initiatives, including our 2018 Sustainability Report (updated in 2019), please visit our website at <https://www.lear.com/sustainability/ESG>. The information on our website is not part of this proxy statement and is not deemed to be incorporated by reference herein.

2020 Proxy Statement | 19

MERCK & CO, INC.



Corporate Governance Commitment to Corporate Responsibility 27

Our Corporate Responsibility Focus Areas

We continue to focus our approach to corporate responsibility in four primary areas that are of greatest relevance to our business and society: Access to Health, Employees, Environmental Sustainability and Ethics & Values.



Access To Health

357 M

people reached through our major programs and partnerships in 2018

We believe it is our responsibility to address the health needs of patients and society through transformational science: inventing vaccines, medicines and animal health products to help millions around the world. Expanding access to health is a business imperative for optimizing and sustaining our business over the long term. We also recognize that barriers to quality care and medical treatment — such as a lack of trained health care professionals, weak infrastructure, political uncertainty, civil strife and a shortage of safe water in many parts of the world — make even basic health care delivery difficult at best. These challenges go well beyond what we can address alone. Through a range of policies, programs and partnerships, we are focused on transforming the future of human and animal health.



Employees

41%

of our management roles in 2018 were held by women

36%

of new U.S. hires in roles in 2018 were members of underrepresented ethnic groups

A positive, inclusive and high-performing work environment is essential in order for our employees to feel welcome, valued and able to fully contribute to the business objectives of their teams.

Harnessing the knowledge and insights of a globally diverse workforce requires leadership, a corporate culture of respect and full engagement and a thoughtful and strategic approach to workplace inclusion and employee development and well-being — physical, emotional, social and financial.



Environmental Sustainability

15%

reduction of water use since 2015

The world's resources are limited, and over the next few decades the demand for energy, clean water and other natural resources will increase substantially due to population growth and economic development. Climate change is projected to significantly impact human health and could present long-term risks to our business. As a global company, we believe we have a responsibility to use resources wisely and drive innovations that will enable global development while protecting and preserving the planet and the communities in which we live and work.



Ethics & Values

100%

score on the Human Rights Campaign's Corporate Equality Index

Our Company's reputation, and the trust that our stakeholders place in us, depends on how we conduct ourselves as a business. Operating with ethics, integrity and respect for human rights is critical to our success. We disclose information through a variety of mechanisms, including our financial disclosures, our annual corporate responsibility report, and participation in voluntary efforts such as CDP, formerly the Carbon Disclosure Project, as well as through the media and direct stakeholder engagement.

Merck & Co., Inc. 2020 Proxy Statement

NIELSEN HOLDINGS PLC



THE BOARD OF DIRECTORS AND CERTAIN GOVERNANCE MATTERS

COMMUNICATIONS WITH DIRECTORS

Any interested party who would like to communicate with, or otherwise make his or her concerns known directly to, the Chairperson of the Board or the Chairperson of any of the Audit Committee, Nomination and Corporate Governance Committee and Compensation Committee or to other directors, including the non-management or independent directors, individually or as a group, may do so by addressing such communications or concerns to the Company Secretary at companysecretary@nielsen.com or at Danbury Road, Wilton, Connecticut 06897. Such communications may be done confidentially or anonymously. The Company Secretary will forward communications received to the appropriate party as necessary and appropriate. Additional contact information is available on our website, www.nielsen.com/investors, under Contact Us.

GLOBAL RESPONSIBILITY AND SUSTAINABILITY

Our Commitment

Nielsen is committed to strengthening the communities and markets in which we live and operate our business, recognizing how important this is to a sustainable future. This commitment is supported and expressed at all levels of our organization.

Our Global Responsibility & Sustainability strategy at Nielsen includes all environmental, social and governance ("ESG") issues that affect our business, operations, and all internal and external stakeholders. The Nomination and Corporate Governance Committee oversees the Company's strategy and initiatives to evaluate and measure our performance with respect to the advancement of ESG issues.

Diversity & Inclusion

Diversity and inclusion are essential to everything we do. We are committed to reflecting the diversity of the clients, communities and markets that we measure, inside our own workforce. When we have a diverse and inclusive culture, we continue to be viewed as allies by our communities, an employer of choice by our associates and a trusted and valued partner by our clients. We challenge ourselves to seek diversity any way we can, and we hold each other accountable. As part of their performance review, associates must state the actions they have taken to foster a more inclusive culture. All managers are encouraged to participate in an employee resource group and take our Breaking Bias training. Our CEO has also signed the LEAD (Leading Executives Advancing Diversity) Network pledge to increase the number of women in leadership, and the Hispanic Promise — a pledge to hire and retain more Latinx associates.

Responsibility & Sustainability Strategy and Reporting

We remain focused on connecting our business with relevant ESG issues through responsible policies and practices, evaluating and measuring performance on these issues, and external reporting and transparency. Regularly reporting our progress to stakeholders supports proactive and useful engagement opportunities to drive continuous improvement and positive change for our company, our people and our world.

We engaged our stakeholders within and beyond Nielsen to create and publish our third non-financial materiality assessment in 2019, identifying the areas that matter most to our business, stakeholders, and ability to positively impact our broader world.

- In 2019, Nielsen was included on *Corporate Responsibility Magazine's* list of the "100 Best Corporate Citizens," and on *Newsweek's* inaugural list of America's Most Responsible Companies. We were also included in both the FTSE4Good index and the Dow Jones Sustainability (DJSI) North America index for the third year in a row, and we were recognized as the industry leader for media companies on JUST Capital's "JUST 100" for the third year. Finally, in 2019, Bloomberg included Nielsen on its Gender-Equality Index (GEI) for corporate leaders in advancing women in the workplace.

nielsen

2020 PROXY STATEMENT 16

Total of 02 pages in section



SUSTAINABILITY (continued)

Artificial Intelligence can make these systems self-learning, further minimizing energy usage fully autonomously. NXP develops the systems and components to further "smarten" buildings and homes.

Product stewardship—Our goal is to provide environmentally preferred products that not only meet both regulatory requirements and specific restrictions on hazardous substances and minerals but also proactively restrict and phase out additional hazardous substances that are not in legal scope. We maintain a catalog of restricted substances and product compliance data that are made available to our customers upon request. We adhere to global restricted substance regulations, including the European regulation regarding the Registration, Evaluation, Authorization and Restriction of Chemicals ("REACH"), and the Restriction of Hazardous Substances ("RoHS") "Recast" Directive, as amended by Directive (EU) 2015/863. We regularly participate in industry-wide reviews and discussions to assist in leading the development of industry standards.

Our policy is to ethically source minerals from responsible suppliers to ensure our supply chain does not contribute to human rights abuses. Our products may contain 3TG (tin, tantalum, tungsten, and gold), which are necessary to the functionality or production of the products. We have implemented due diligence measures to conform to the Organization for Economic Co-operation and Development Due Diligence ("OECD") Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. We have established strong management systems for 3TG supply chain due diligence, identified and assessed 3TG risks in our supply chain, designed and implemented strategies to respond to identified risks, and we report on 3TG supply chain due diligence activities annually. In 2018, our suppliers identified 255 smelters or refiners that provide materials likely to be incorporated into the functionality of our products. All smelters identified were compliant with a third-party audit program (conformant). For three years in a row, 100% of the smelters within our supply chain are certified conflict free. We are extending the scope of our due diligence procedures to include additional minerals that may originate from conflict-affected or high-risk areas.

Respect for human rights—As part of our commitment to respect and protect human rights, we seek to uphold the highest standards in our labor practices. Our company policies adhere to applicable local labor laws, are consistent with both the United Nations Global Compact and the International Labor Organization ("ILO") core labor principles and conform to the NXP Auditable Standards (standards which are stricter than the Responsible Business Alliance Code of Conduct). We conduct annual risk assessments in our manufacturing sites to identify and mitigate labor and human rights risks that could arise. We also participate in third-party internal audits to ensure policies and practices are aligned with local legislation and the NXP auditable standards. Our Human Rights Policy includes clear statements about our commitment to labor and human rights in which we do not tolerate harassment in the workplace, involuntary labor, child labor, payment of fees, withholding of personal documentation and excessive working hours. We also look to foster open communication and provide employees access to the NXP Global Speak Up hotline. In November 2016, the Thomson Reuters Foundation awarded NXP with the Stop Slavery Award. NXP was chosen because of its deep commitment to the fight to end modern slavery. Since 2012, the company has made this a key corporate initiative through its own operations and across the supply chain.

Investment in human capital—NXP invests in the engagement and development of our current and future employees to ensure we have the talent to deliver our short and long term strategy. Across the globe, we have policies and programs to find and maintain the best talent possible, including robust employee development programs, a strong commitment to our university internship program, and collaborative engagement with research universities. We consistently monitor our talent pool, assess turnover trends closely, as well as gather and analyze employee feedback to create a robust employee focused environment.

We have a strong commitment to ongoing learning, including mechanisms for learning from others, formal training opportunities and a variety of on-the-job development experiences. Our development programs begin with Day 1 Orientations and continue throughout the lifecycle of employment with regular and ongoing programs for the growth and development of our talent. Using a blend of internally-designed and externally-sourced courses and learning resources, we bring learning to our employees' real-time in support of key business processes, requirements & initiatives. We also provide a complete library of on-demand skills development and microlearning resources to all of our non-factory populations. And we support continuing educational endeavors by providing tuition assistance programs.

In 2019, NXP granted more than 800 internships to university students. NXP's strong commitment to its internship programs is a key contributor to growing the next generation of engineers in our industry and at NXP. Our internship programs focus on the students' technical advancement as well as growth in additional skills needed as they prepare to enter the professional workforce in the future. The internship programs build a highly capable and energetic pipeline that contributed to the over 600 new college graduate positions we offered in 2019.

Through our partnerships with universities across the world, we fund advanced research programs and demonstrate our commitment to investing in the future of not only technologies but students' knowledge and skills which quite often translates into new and exciting solutions for our customers and markets. To complement our advanced research programs, NXP also provides several programs



To Our Stockholders:

At the time of this writing, the COVID-19 pandemic has resulted in historic capital markets volatility and equity valuation declines, and its full impact has yet to be determined. Our foremost thoughts are with the health and well-being of all our many stakeholders.

If we could take a moment to step back in time before the world changed, we do want to recognize that STORE performed exceptionally well in 2019, delivering our stockholders an annual return of 36.7%, outperforming both the S&P 500 (31.5%) and the broad Real Estate Investment Trust (REIT) benchmark (25.8%). More importantly, 2019 represented our fifth consecutive year of delivering our stockholders a double-digit rate of return. Since the beginning of 2015, STORE has delivered a cumulative annualized rate of return of 16.6%. The rate of return since our November 2014 IPO is even higher at 19.9%. We have handsomely beaten the S&P 500 and the REITs over these periods. Over the past five years, the sum of our average annual dividend yields and the rate of our growth in Adjusted Funds of Operations ("AFO") per share has approximated double digits each year, which simply means that our ability to deliver long-term, compound double digit rates of return results foremost from a solid underlying business model.

During 2019, we invested nearly \$1.7 billion in acquisitions and accretively sold close to \$430 million in real estate investments. We raised our dividend by 6.1% in the third quarter, which, as a reminder, was our fifth consecutive year of raising our dividend in a meaningful way. Even so, our dividend payout ratio for the fourth quarter was right at 70% of our adjusted funds from operations on a per share basis, serving to continue to provide our shareholders with a highly protected dividend. Our AFO per share growth was a strong 8.2% for the year.

We concluded 2019 in a very strong financial position. Our occupancy rate stood approximately where it has for the past three years, at 99.5%, with just a dozen properties not subject to a lease contract. We had an undrawn \$600 million credit facility, with cash balances comparatively high at nearly \$100 million. Our corporate leverage remained steady at approximately 40% of gross portfolio cash cost, which equated to a stable run rate funded debt/EBITDA ratio of 5.5X, which is at the low end of our target range.

Corporate Responsibility

During 2019, STORE built upon our corporate responsibility initiatives, adding a tab to the front page of our website and a corporate responsibility section to our regular quarterly investor presentations. We also built on our Corporate Sustainability initiatives and formed a board-guided leadership structure to oversee and drive these key initiatives, including the adoption of fundamental policies and practices. This includes a Policy Statement on Environmental Sustainability, a Policy Statement on Human Rights and a Vendor Code of Conduct. The STORE Environmental Policy Statement outlines our practices regarding understanding environmental risks and opportunities in our business, promoting greater awareness and responsibility among our employees, together with tenant engagement. The Human Rights Policy Statement solidifies our core principles regarding equal opportunity, competitive compensation, ethical behavior, workplace safety, open and risk-free communication and legal compliance. These commitments align seamlessly with our pledge to provide a work environment that attracts, develops, and retains top talent by affording our employees an engaging work experience that allows for career development and opportunities for meaningful civic involvement. Finally, the Vendor Code of Conduct sets uncompromising vendor standards for fair and ethical business practices, safe labor conditions, respect for human rights and environmental stewardship.

Conclusion

We at STORE are justly proud of our 2019 performance, which is a result of a potent corporate business model, an amazing staff of talented professionals, and the dynamic middle market and larger companies that we address. With that said, I am writing this letter to you at the beginning of April 2020, at which time our share value has materially fallen as a result of the unprecedented COVID-19 global pandemic. While I do not have a crystal ball to see what is in store for us for the remainder of this year, I believe in the resilience of our tenants, the sustained relevancy of the sectors of our economy in which they operate, the need for our services in the large market that we address, the quality of our dedicated team and in the business model that we have created, which emphasizes tenant diversity, and which has performed so well for our stockholders over the past five years. It is with that perspective that we look to the future opportunities before us with excitement and anticipation.

Sincerely,

Chris



Social Responsibility and Environmental Sustainability

We continually strive to better serve our customers, provide quality jobs for employees and value to our investors. Our directors, officers and employees are expected to conduct business ethically and in compliance with the Company's Code of Business Conduct and all applicable laws, rules and regulations, and other compliance obligations. Triumph's Code of Business Conduct is reflective of our culture and contains the business and ethical principles upon which we have built our reputation for integrity. We are committed to sourcing components and materials from companies that share our values around human rights, ethics and environmental responsibility.

Employees. We value our employees and their families and therefore, we offer competitive benefits that cover the many facets of health including resources and programs designed to support physical and financial wellness. We also provide tuition reimbursement and other educational and training opportunities to our employees.

Diversity. We value the diversity of our workforce and believe that the best business results are achieved when teams are populated with individuals from a diverse set of backgrounds, cultures, genders, and experiences. We track the diversity of our leadership and workforce and review our progress toward our diversity objectives with the Board on a periodic basis.

Safety. Our Environment, Safety and Health ("ES&H") goals include:

- Eliminating workplace injuries;
- Protecting employee health from workplace exposures;
- Preventing safety incidents; and
- Complying with health and safety regulations.

Our ES&H team fosters and leads a culture that provides the skills, resources and management to fully engage and empower the workforce to create an incident-free environment. At our manufacturing sites, the ES&H team is leading the Company's efforts to provide a safe workplace for our employees, customers and visitors and to ensure that our operations are conducted in an environmentally responsible manner in accordance with applicable laws and regulations. We continuously invest in educational platforms for our employees, contractors, and visitors to improve their skills and knowledge, as well as provide improved tools, to create an incident-free workplace.

Environmental. Our business, operations and facilities are subject to numerous stringent federal, state, local and foreign environmental laws and regulation by government agencies. Among other matters, these regulatory authorities impose requirements that regulate the emission, discharge, generation, management, transportation and disposal of hazardous materials, pollutants and contaminants, govern public and private response actions to hazardous or regulated substances that may be or have been released to the environment, and require us to obtain and maintain licenses and permits in connection with our operations. We continually seek to improve the design and safety of our processes, seek energy efficient options, and minimize waste generation through pollution prevention and sustainability strategies. We partner with contractors, suppliers, and third-party providers who share our commitment to eliminate work-related injuries, incidents, and environmental impacts.

Community Service and Philanthropy. Since 2011, we have demonstrated a deep dedication to corporate citizenship through our Wings community outreach program. Through Wings, based on the needs of their communities, our employees around the world create and implement service projects by partnering with local non-profit organizations and engage in meaningful volunteer projects that directly benefit local charities committed to serving the needs of others. In 2018, to commemorate our 25th anniversary, the Company committed to 25,000 hours of volunteerism. Through the Wings program and individual acts of volunteerism, employees at our sites have partnered with organizations including The United Way, The American Red Cross, The Salvation Army, Boys and Girls Club of Middle Tennessee, Coughlin Children's Center, Los Angeles Children's Bank, Second Harvest Food Bank and many others. The Company engages partnering in local communities and team-based volunteer events help bring our employees together as one team serving its communities.

Anti-Hedging Policy

We believe that the issuance of incentive and compensatory equity awards to our officers and directors, including non-employee directors, along with our stock ownership guidelines help to align the interests of such officers and directors with our stockholders. As part of our insider trading policy, we prohibit any officers and directors from engaging in hedging activities with respect to any owned shares or outstanding equity awards. The policy also discourages pledges of any Company stock by officers and directors, and requires Company notice and approval. None of our officers and directors pledged any shares of Company stock during fiscal year 2020.



A Message from our President and CEO

Dear Fellow Stockholders:

What is one measure of a resilient company? It's delivering solid performance in the face of adversity. There is no denying, 2019 did have moments of both adversity and challenge, but I am pleased to see how our company rose above these obstacles to earn solid margins and generate strong cash flow. 2019 was also an exciting year of transformation as we managed macroeconomic, political, regulatory and weather adversities, along with weaker end market demand and lower chemical prices, to successfully complete the acquisition of Nexeo Solutions and launch Univar Solutions. As a new company, we introduced our vision, mission and values where we are 'serious about safety'; we are a place 'where people matter'; where we are 'valuable to others'; and 'we do what we say'; so together we win. Univar Solutions also defined a clear purpose centered on moving the customer from a standard line card of products to a complete line card of possibilities, from concept through commercialization.

Throughout the year, this purpose meant controlling the controllables, as we executed our plans and lived our values to further position Univar Solutions for profitable growth. Starting with always being 'serious about safety', where our total case incident rate decreased to 0.58, making 2019 the safest year on record for the company. Univar Solutions is a place 'where people matter' and this past year was no exception, as we made strides in many areas, but one that stood out the most was with our diversity, equality and inclusion efforts as we expanded our employee resource groups to include the Women's Inclusion Network, LGBT+ Network and Veterans Network. We also achieved a 20-point increase to a score of 85 on the Human Rights Campaign Foundation's 2020 Corporate Equality Index (CEI), the nation's premier benchmarking survey and report measuring corporate policies and practices related to LGBTQ workplace equality. And this is only the beginning, as we have additional employee resource groups including Ability Network, Black/African American Leadership Network and Hispanic & Latino Network (HOLA!) and other initiatives planned for 2020 to help us foster a safe, collaborative, supportive and respectful environment that empowers our employees, mitigates unconscious bias and enables a culture where employees are able to bring their authentic self to work.

As a company that believes in being 'valuable to others', sustainability led the way as a top business priority and continues to be a journey rooted in doing the right thing across our operations globally as well as in collaboration with our supply chains. In so doing, we helped add value for our stakeholders, while supporting our mission to streamline, innovate, and grow. We continued our progress in 2019 by first announcing our approach to sustainability as a new company and reaffirming our goals. We also adopted 'Advancing a Circular Economy' as one of our 2021 sustainability goals and announced our pledge to join the Business Ambition for 1.5°C campaign supported by the United Nations Global Compact (UNGC), of which we are a signatory member. Through our pledge to the campaign, Univar Solutions has set a target to achieve net carbon neutrality by 2050, in support of the campaign's goal to limit global temperature rise to 1.5°C above pre-industrial levels. Also, in a move toward increased transparency, we completed the extensive CDP questionnaire with the commitment to publicly release the results.





CORPORATE SOCIAL RESPONSIBILITY

For generations, Xerox has stood for innovation, quality and an excellent customer experience. Led by the core values our founder established a half century ago, we strive to conduct business ethically and in an environmentally and socially conscious manner. We are the company that revolutionized the office, created printing-on-demand, and repeatedly reinvented and transformed to keep pace with the demands of our customers and the market. We set goals, track our progress, communicate and share best practices to improve the quality of work and life, keeping to the core value of corporate citizenship.

Today, we honor this heritage by turning investments in innovation into products and services that help our customers be more productive, profitable and sustainable. We are helping define the future of work and enabling printing beyond paper with new technologies designed to disrupt the market and change the way we think about workflows and information processes. This is our contribution to a more sustainable world.

Alignment with the United Nations Sustainable Development Goals (SDGs)

The 2030 Agenda of the United Nations for Sustainable Development provides a global blueprint for dignity, peace and prosperity for people and the planet, now and in the future. Achieving the SDGs requires immediate and accelerated actions by countries along with collaborative partnerships among governments and stakeholders at all levels.

Technology companies, like Xerox, are important stakeholders that can lead by example in their own operations and provide the solutions and countermeasures globally to achieve the goals.

Established over a half century ago by founder Joseph C. Wilson, our corporate values have stood the test of time and align with the SDGs. We will continue our efforts to bring our Operations and those of our customers closer to goal.

Our Corporate Social Responsibility Goals

Below is a summary of our environmental and social goals and a status of our progress towards achieving those goals. More detailed information can be found in our 2020 Corporate Social Responsibility Goals and Progress Report which is available on our website at <https://www.xerox.com/en-us/about/corporate-social-responsibility>, as well as in our 2020 Corporate Social Responsibility Report which is available on our website at <https://www.xerox.com/en-us/about/corporate-social-responsibility>. Information about Environment, Health, Safety, and Sustainability at Xerox, including details of our initiatives with respect to carbon footprint, paper, clean air & water, waste, chemical management, and health & safety, is available on our website at <https://www.xerox.com/en-us/about/ehs>. Information on the Xerox website is not incorporated by reference into this proxy statement.

ENVIRONMENTAL GOALS



Operations

Goal	2019 Progress
100% landfill avoidance by 2020	92%
20% renewable energy use by 2020	15%
35% reduction in water use by 2020, from 2010 baseline	45%
24% reduction in GHG emissions by 2025, from 2016 baseline	18%*
25% reduction in energy use by 2025, from 2016 baseline	18.5%*

* preliminary and conservative estimate pending third-party validation expected in May 2020.

Total of 02 pages in section

7. Deforestation

Deforestation refers to the decrease in forest areas across the world that are lost for other uses such as agricultural croplands, urbanization, or mining activities. Greatly accelerated by human activities since 1960, deforestation has been negatively affecting natural ecosystems, biodiversity, and the climate. Companies that have an impact here increasingly are being asked to comment on their impact on this activity, and their efforts to mitigate those.

ARCHER-DANIELS-MIDLAND COMPANY



Board Leadership and Oversight
Board Role in Overseeing Political Activities

Zero Hunger	Life On Land
<ul style="list-style-type: none">We support the UN efforts to eliminate world hunger by connecting the harvest to the home:<ul style="list-style-type: none">with a vast and diverse global value chain that includes approximately 480 crop procurement locations, approximately 350 ingredient manufacturing facilities, approximately 55 innovation centers, and the world's premier crop transportation network,through our corporate social investment program, ADM Cares, which supports food security and hunger relief projects globally,through sustainable sourcing, certification and sustainable agriculture programs across the globe, andin 2019, through an ADM Cares grant, we committed \$1M to help create and implement an 18-month program to fight hunger for 50,000 people in Ethiopia and Kenya with a focus on women and children.	<ul style="list-style-type: none">We are a responsible steward to our natural resources:<ul style="list-style-type: none">In 2015, we committed to no deforestation, no planting on peat, and no exploitation (No DPE) in our palm and South American soy supply chains through our Commitment to No-Deforestation.In Brazil, we remain committed to the Amazon Soy Moratorium, and in the Brazilian Cerrado, we have digitally mapped 100% of our direct supply chain in the 25 municipalities at the greatest risk for land conversion.We report our progress with respect to our No DPE efforts to the public at www.adm.com/progressracker.Over 800,000 acres of our supply chain is involved in sustainable agriculture initiatives.In Illinois, ADM supported the S.T.A.R. program for growers which tripled its enrollment goal in 2019.We require all ADM colleagues and suppliers to comply with ADM's Human Rights Policy.In 2019, we completed a human rights risk assessment for our global commodity supply chains.

For more information, please review our Corporate Sustainability Report, found at www.adm.com/sustainability.

Board Role in Overseeing Political Activities

The Board of Directors believes that participation in the political process is important to our business. We and our political action committee (ADMPAC) therefore support candidates for political office and organizations that share our pro-growth vision, our aspirations for the future of global agriculture, and our commitment to the people who depend on it for their lives and livelihoods. Decisions to support particular candidates and/or organizations are subject to fixed policies and determined by the company's best interests, not the personal political preferences of our company's executives. ADMPAC submits to the Federal Election Commission (FEC) regular, detailed reports on all federal political contributions, which reports are available to the public on the FEC's website. Similarly, contributions to state candidates are disclosed to relevant state authorities and typically disclosed on individual states' websites.

In addition to our contributions to individual candidates for public office and candidate committees, we also support a small number of so-called "527" groups, including the Democratic Governors Association, the Republican Governors Association, Ag America, and the Republican State Leadership Committee. We have not supported independent political expenditures or 501(c)(4) organizations. Finally, we have memberships in several industry, trade, and business associations representing agriculture and the business community. If a trade association engages in political activity, the amount of dues associated with this political advocacy is reported in our quarterly LD2 filings.

We engage in a centralized, deliberative process when making decisions about the company's political participation to ensure that it complies with all applicable laws and makes appropriate disclosures. Contributions of greater than \$1,000 typically require the approval of the board of directors of ADMPAC, a political action committee funded by our employees' voluntary contributions. The ADMPAC board of directors is chaired by the vice president of state government relations and composed of employees who represent various areas of the company. Contributions of less than \$1,000 may be authorized by the company's vice president of government relations and vice president of state government relations.

The Board of Directors provides oversight of ADMPAC's and the company's political activities, political contributions, and compliance with relevant laws. At each quarterly board meeting, ADM management provides the Board of Directors with a detailed report on our political contributions in the previous quarter. Any member of the Board may obtain further detailed information concerning political contributions, trade associations, compliance with federal and state laws, or any other related topic.

For more information on ADM's political policies and activities, please see <https://www.adm.com/our-company/us-political-contributions>.

ADM Proxy Statement 2020 15

Total of 02 pages in section

AVISTA CORPORATION



GOVERNANCE HIGHLIGHTS—2019

Board Practices	<ul style="list-style-type: none">The Board regularly assesses its performance through Board, committee and individual director evaluations.Continuing director education is provided through attendance at outside programs as well as during regular Board and committee meetings.Directors may not stand for election after age 72.The Corporate Governance/Nominating Committee ("Governance Committee") leads the full Board in considering Board competencies and refreshment in light of Company strategy.The Board has adopted a policy that provides that the Board will endeavor to include candidates with a diversity of ethnicity and gender in the pool for possible Board members.
Accountability	<ul style="list-style-type: none">The Board proactively adopted Proxy Access for director nominees.All directors stand for election annually.In uncontested elections, directors must be elected by a majority of votes cast.

Environmental, Social and Governance ("ESG") Overview

The Board understands that its oversight of the Company's commitment to sustainability, stewardship and corporate citizenship is important, not only to our shareholders, but to our communities and other constituencies. For over 130 years, these commitments have guided us in what we do.

This commitment is reflected in the Company's recent recognition as one of the "2020 World's Most Ethical Companies" by the Ethisphere Institute, a global leader in defining and advancing the standards of ethical business practices, corporate character, integrity, transparency and corporate trust. We have also produced a Shared Value Report based on the principles of the Global Reporting Initiative, highlighting our commitments in the areas of system reliability, customer satisfaction, resource planning, environmental performance, and corporate citizenship. The Company also provides disclosure in accordance with the Edison Electric Institute and American Gas Association joint reporting template on ESG and sustainability, which includes quantitative generation portfolio and emission data, employee health and safety information, and details on the Company's use of water resources and handling of hazardous waste products.

In addition to the above, in 2019 we established a cross-functional team devoted specifically to ESG. This team is actively working on opportunities to advance the Company's disclosure and pursuit of its environmental stewardship and clean energy goals, its ongoing commitment to its employees, customers and communities, and its dedication to strong and ethical corporate governance practices.

Environmental

For Avista, environmental stewardship means conducting our business in ways that honor the integrity of the natural resources in the areas we serve. We have long been recognized by the Natural Resources Defense Council as one of the cleanest power producers in the country when it comes to greenhouse gases, with over half of our existing generation capability already being clean or renewable, including hydroelectric, biomass, solar and wind resources.

In 2019, we established a Clean Electricity Goal of having a carbon neutral electricity supply by the end of 2027 and serving our customers with 100% clean electricity by 2045. We are already executing on that commitment. In 2019, we announced a 20-year agreement to purchase power from the Rattlesnake Flat Wind project in Adams County which, when it comes online in 2020, will provide Avista customers with wind power that has the capacity to power 37,000 homes. Likewise, in our recent Integrated Resource Plan, we identified a commitment to additional renewable resources that will help drive us towards our 100% clean electricity goal by 2045.

Avista 5

Total of 02 pages in section

CAPITAL ONE FINANCIAL CORPORATION



SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE	
<p>emissions are indirect emissions from energy purchased by Capital One; and Scope 3 emissions are from sources that are not owned or directly controlled by Capital One but are related to our activities such as our supply chain, associate commute and business travel. We inventory and verify our GHG emissions each year through a reputable third party and report them annually to CDP.</p> <ul style="list-style-type: none"> Our Offices. We pursue U.S. Green Building Council's Leadership in Energy and Environmental Design ("LEED") Silver (or higher) certification for all new office construction and comprehensive renovations. More than 50% of our office portfolio is LEED or Green Globe certified, including our McLean 2 building, located in Tysons, Virginia, that has a variety of eco-friendly features including rainwater capture; green roof vegetation; electric-vehicle charging ports; native plant landscaping; automated shade and lighting controls for daylight harvesting; and access to public transportation and bike racks. Reducing Waste and Conserving Water. Capital One has committed to reducing landfill waste 50% by 2025 at our four primary campus locations. At those locations, we have removed individual trash cans and implemented centralized waste bins that include composting and recycling. In 2019, we composted 1,452 tons of organic waste, recycled 963 tons of secure shred paper, and recycled 555 tons of plastics, non-confidential paper and aluminum. We also donate food that otherwise might go to waste to local hunger relief organizations (more than 16 tons of food was donated in 2019). We have implemented several measures to conserve water at our facilities, including establishing Environmental Protection Agency WaterSense products as standard plumbing fixtures, using native landscaping strategies, and using surface runoff water to irrigate vegetation at our headquarters campus. Paper Policy. We instituted a corporate paper policy in 2009 to increase the percentage of environmentally preferred paper in our supply chain. Our current goal is that 95% of the paper purchased for Capital One operations is certified by the Forest Stewardship Council or contains 30% post-consumer waste recycled content. 	
How to Contact Us	
<p>Our Directors</p> <p>Communicate with our directors, including our Lead Independent Director, Committee Chairs or Independent Directors as a group</p> <p>Mail correspondence to: Board of Directors / Lead Independent Director c/o Corporate Secretary's Office Capital One Financial Corporation 1600 Capital One Drive McLean, Virginia 22102</p>	<p>Investor Relations</p> <p>Reach out to our Investor Relations team at any time</p> <p>Email: investor_relations@capitalone.com</p>
<p>The Corporate Secretary will review all communications sent to the Board, the Lead Independent Director, committee chairs, or individual directors and forwards all substantive communications to the appropriate parties. Communications to the Board, the Independent Directors or any individual director that relate to Capital One's accounting, internal accounting controls or auditing matters are referred to the Chair of the Audit Committee and Capital One's Chief Audit Officer. Other communications are referred to the Lead Independent Director. Please continue to share your thoughts or concerns with us. We value your input and your investment.</p>	
46 CAPITAL ONE FINANCIAL CORPORATION 2020 PROXY STATEMENT	

CLEARWATER PAPER CORPORATION



2019 Sustainability and Safety Success	
Sustainability Goals	Accomplishments
<p>Targeted improvements from our baseline in three key areas—water use, waste and energy use</p>	
<p>Recognized with three sustainability awards in 2019</p>	<ul style="list-style-type: none"> Decreased water consumption by 11% Reduced waste-to-landfill by 68% Decreased energy consumption by 2%
<p>Safety Achievements</p>	<p>2019 Arkansas Environmental Stewardship Award</p> <ul style="list-style-type: none"> Awarded to our Cypress Bend, Arkansas team to honor the quality and innovation of environmental projects and programs Presented by the Arkansas Department of Environmental Quality <p>2019 Idaho Governor's Award for Excellence in Energy Efficiency</p> <ul style="list-style-type: none"> Awarded to our Lewiston, Idaho team for reducing annual energy consumption by 7.7 million kilowatt hours <p>2019 Idaho Pollution Prevention Champion Award</p> <ul style="list-style-type: none"> Awarded to our Lewiston, Idaho team for installation of several variable speed drives to reduce energy consumption Presented by the Idaho Department of Environmental Quality <p>Company-wide commitment to and implementation of American Forest & Paper Associations' Serious Injury and Fatality Prevention Program</p> <ul style="list-style-type: none"> Trained 150 mill leaders in safety leadership principles
Clearwater Paper Corporation 2020	
4	

CONCHO RESOURCES



Our Stockholder Engagement Program	
<p>The Company is committed to active engagement with its stockholders. The Company employs a year-round approach including proactive engagement as well as responsiveness to specific areas of focus. During 2019, members of senior management met with a cross-section of the Company's stockholders representing approximately 75% of the Company's outstanding shares. These meetings included a discussion of the Company's plans, risk oversight, operations and strategy, and at times an overview of the Company's practices on compensation, governance and environmental and social matters.</p>	
<p>Stockholder Engagement</p> <p>Concho's commitment to stockholder engagement includes:</p> <ul style="list-style-type: none"> A year-round, proactive engagement program Dedicated resources responsible for active engagement with stockholders throughout the year Engagement designed to address stockholder questions, provide perspectives on Company policies and collect stockholder feedback to be used as an important data point in evaluating the Company's practices and disclosures 	<p>Management held meetings with stockholders representing approximately:</p> <p>75% of shares outstanding</p>
Environmental, Social and Governance ("ESG") Highlights	
Corporate Responsibility at Concho	
<p>The Company believes its approach to ESG, interchangeably known as corporate responsibility or sustainability, is fundamental to its business and good for the Company's stockholders. The Company further believes that consistently executing its strategy and integrating its focus on corporate responsibility will contribute to sustainable performance over the long term.</p> <p>The Board maintains overall oversight of the Company's business strategy, risk management, governance and compensation practices, while the Health, Safety, Environment and Reserves Committee has oversight responsibility for sustainability-related activities and reports to the full Board on these topics. Concho also established a Sustainability Working Group consisting of select individuals from across the organization, which meets regularly throughout the year and briefs the Chief Operating Officer on sustainability and specific HSE-related topics, including HSE organization, planning, safety and emissions performance.</p>	
Board of Directors	
Full Board	Health, Safety, Environment and Reserves Committee
Reviews Concho's risk framework, governance and compensation practices and provides oversight of business strategy and practices	Oversees Concho's health, safety and environmental policies, programs and practices
Senior Management	
Sustainability Working Group and members of the senior management team assist the Board with oversight of strategy and risk management, responsible for the development, implementation and monitoring of Concho's corporate responsibility and sustainability initiatives	
Corporate Responsibility Framework	
<p>The Company prioritizes the safety and health of our employees, managing our environmental impact, empowering our workforce and serving the communities where the Company operates. Our corporate responsibility activities are organized under five primary pillars:</p> <ul style="list-style-type: none"> prioritizing safety and health; protecting the land, water and air through sustainable development; investing in the Company's future through its people; upholding good governance practices; and supporting projects that contribute to the long-term growth of the Company's communities. <p>The Company also maintains a section of its website for corporate responsibility which is available at www.concho.com/corporate-responsibility (web links throughout this document are provided for convenience only, and the content on the referenced website does not constitute a part of this Proxy Statement). This section of the website describes (i) how the Company strives to operate responsibly, safely and sustainably, (ii) how those elements are part of the Company's long-term strategy and (iii) how the Company manages ESG-related risks and opportunities.</p>	
46 2020 PROXY STATEMENT	

HASBRO, INC.



Environmental Sustainability	
<p>• Environmental Sustainability – We are passionate about protecting our planet and conserving natural resources for future generations, including pursuing innovative ways to reduce our environmental impacts across business. Through Hasbro's Sustainability Center of Excellence, we drive our strategic environmental blueprint across our global organization with a focus on reducing the environmental impacts of our products and packaging, minimizing the environmental footprint of our operations and supply chain, and encouraging our employees to embrace and promote environmental responsibility.</p> <p>• Human Rights & Ethical Sourcing – Treating people with fairness, dignity and respect and operating ethically in our supply chain are core values at Hasbro. We demonstrate these deep beliefs in the way we treat our employees and, in the expectations, and requirements we have of those with whom we do business. We work closely with our third-party factories and licensees to ensure all products are manufactured in safe and healthy environments and the human rights of workers in our supply chain are being upheld.</p> <p>• Diversity & Inclusion – At Hasbro, we believe that supporting gender equality and promoting inclusion across our business and society makes the world a better place for all. We know that the more inclusive we are as a company, the stronger our business will be. Our commitment also extends to our supply chain where we strive to support the personal and professional growth of female factory workers who make up the majority of the worker base, with a goal of positively impacting their lives and well-being.</p>	
<p>Another important element of the Company's CSR effort is our tradition of supporting children worldwide through a variety of philanthropic programs. In 2019, our support exceeded \$20 million, including both financial contributions and donations of more than 1.4 million toys and games.</p> <p>Some of our CSR goals are set forth below:</p>	
<p>25% reduction in energy consumption</p>	<p>50% reduction in waste to landfill</p>
<p>20% reduction in greenhouse gas emissions</p>	<p>15% reduction in water consumption</p>
<p>Eliminate Virtually all Plastic in Packaging by end of 2022</p>	
<p>Hasbro received several prestigious recognitions for our CSR efforts, including being named one of the 2020 World's Most Ethical Companies[®] by the Ethisphere Institute, marking our ninth consecutive year to receive this distinction. Additionally, in 2019, we ranked in the top 15 on the 100 Best Corporate Citizens list by S&P Media, marking the eighth consecutive year Hasbro has been ranked at the top of the list. We were also named the top consumer products company in JUST Capital's America's Most Just Companies, in the top 20 of Barron's 100 Most Sustainable Companies, as one of America's Most Reputable Companies by Reputation Institute, one of the 50 Best ESG Companies by Investor's Business Daily, and one of America's Most Community Minded Companies by the Civic 50.</p> <p>The head of our CSR group reports on a regular basis to the Nominating, Governance, and Social Responsibility Committee of the Board. That committee has oversight of CSR matters.</p>	
<p>26 HASBRO 2020 PROXY STATEMENT</p>	

Total of 02 pages in section



Environmental, Social and Governance Highlights

PROXY SUMMARY

Social Responsibility

- We are committed to respecting human rights through adherence to policies with respect to the protection of and respect for our global employee workforce.
- Our supplier standards contain specific guidelines on human rights, child labor, forced labor and human trafficking, wages and hours, working conditions, harassment and discipline, discrimination, freedom of association and collective bargaining, bribery and corruption, the flow of funds to armed groups and conflicts, environmental sustainability, animal welfare, and the implementation of sustainability standards in the supply chain, including the responsible management of water and forests.
- We have a global reporting channel for any ethical concerns or violations for employees and our supply chain.
- We are a signatory to the United Nations Global Compact.
- We respect and support the United Nations Universal Declaration of Human Rights.
- We are committed to partnering with our industry and society in driving change through implementation of the United Nations Sustainable Development Goals.
- Community outreach and giving are engrained in Lear's core values.
- We have developed a global distracted driving awareness initiative.

Environmental, Health and Safety

- We work to integrate Environmental, Health and Safety (EHS), as well as sustainability, into overall business strategy and supply chain management.
- Worldwide, more than 95% of our manufacturing facilities are certified under ISO 14001:2015.
- We collect monthly energy, waste and water data from our plants and use the data to determine energy, water and waste reduction performance, and identify further opportunities for improvement.
- We reduce EHS risks by minimizing our environmental impact and eliminating health and safety hazards.
- We require that our comprehensive safety policies and procedures are followed, and our employees and leaders regularly look for ways to improve workplace safety.
- We develop and utilize environmentally acceptable, safe, sustainable and efficient production methods and processes.
- We implement efficient uses of energy, reduction of greenhouse gas emissions and supporting climate change initiatives. Since 2013, we have reduced energy use, greenhouse gas emissions and water use while increasing our recycling.
- In 2019, we logged more than 70 energy efficiency improvement projects in our continuous improvement system, including energy leakage hunts, lighting improvements, process improvements, and replacement of inefficient equipment, such as, air compressors and motors.
- We work to reduce our use of chemicals and raw materials, as well as to reduce waste generation.
- We communicate our policies and expectations to all our employees, customers, suppliers, other stakeholders and the public.

People

- Together We Win is our global employee engagement initiative focused on promoting a positive culture in our operational environments using four key elements: Leadership, Work Environment, Employee Involvement and Teams.
- We maintain a robust and ongoing survey process to monitor employee engagement.
- Diversity and inclusion is deeply integrated into our organizational framework and hiring and promotional practices.
- In our corporate office and U.S. plants, we work with several organizations to help fill our pipeline with diverse talent, including National Society of Black Engineers (NSBE), National Black MBA Association (NBMAA), Women of Color Conference and Society of Women Engineers.
- Our global Expect Respect campaign promotes our anti-harassment, nondiscrimination and zero-tolerance for retaliation policies as well as complaint reporting resources.
- To foster employee engagement and promote diversity and inclusion, we have encouraged the formation of Employee Resource Groups (ERGs) at Lear. ERGs are voluntary, employee-led, and company-sanctioned communities of employees who share similar backgrounds, such as age, gender, race, ethnicity, sexual orientation, military experience, life experiences, and other non-merit factors.
- Developing talent is a priority across all levels of the organization and includes a CEO Academy, Leadership Model and Assessments, Emerging Leaders Development Program and One Lear Mindset training.

2020 Proxy Statement | 3



our ingenuity, innovative technology and electronic network to make global credit markets work better for the people who depend on them. In pursuing this commitment, we embrace our responsibility as a corporate citizen to ensure that our global activities positively impact our communities and our environment.

Trading for Trees

Green Bonds are fixed income instruments designed to fund projects that have positive environmental and/or climate benefits. MarketAxess recorded a 119% increase in Green Bond trading in 2019 as its clients' sustainable fixed-income strategies continue to grow. The 2019 total equals a 15% share of trading in these issues, ranking MarketAxess as the largest Green Bond marketplace. To support clients' sustainable investing strategies, MarketAxess is partnering with the charitable organization One Tree Planted on a trading incentive program. Through the "Trading for Trees" program, 5 trees will be planted for every \$1 million of Green Bond trades executed on the MarketAxess platform. Based on historical trading activity, MarketAxess expects the Trading for Trees program to be able to plant over 100,000 trees in 2020.

2020 Proxy Statement

21



Compensation Discussion and Analysis ♦ Safety, Environment and Sustainability

Community Relations

Another core value for which we are recognized by NISSGA is community. The NISSGA Community Relations Awards program recognizes aggregate producers whose community involvement and support activities enhance the public perception of the aggregates industry in general and the public image of the

Environmental Stewardship

Environmental stewardship is another of our core values and our operations were well-represented among the NISSGA Environmental Excellence Award winners. These awards provide national recognition for operations actively contributing to the maintenance of the environment in and around their operations as evidenced by a commitment to the exemplary use of environmental controls and systems. This award is based, in part, on the extent to which an operation meets and exceeds technical

Ethical Business Conduct

We strive to continually enhance our high standards and controls for ethical business conduct, compliance and transparency. Our Code of Ethical Business Conduct (our Code of Conduct) applies to all of our employees, Board members, consultants, contract laborers and other agents when they represent or act on behalf of the Company. It describes our expectations and policies on a number of topics, including our commitments to compliance with laws, protection of human rights, maintenance of accurate business records, transparency in our public disclosures, protection of sensitive information, promotion of a positive and safe work environment, zero tolerance for corruption and general avoidance of even the appearance of impropriety in all that we do. Our Code of Conduct also emphasizes employees' responsibility to report any violation or suspected violation of the Code of Conduct and emphasizes the Company's non-retaliation policy. In 2019, we provided ethics training to all salaried employees. There were no waivers from any provisions of our Code of Conduct or

individual producer's aggregate operations in particular. In 2019, our Texas Quarry (MD) won gold, while St. Cloud Quarry (MN) and Berkeley Quarry (SC) took home silver, while fifteen. Fifteen Martin Marietta sites received bronze.

environmental and regulatory requirements. In addition, in order to be eligible for the award, the operation must certify its compliance with all applicable governmental environmental regulatory requirements and that it does not have a pattern of violations during the time period of two full years prior to the date of application. Benson Quarry (NC) won gold, while Bonds Quarry (NC), Meddian Quarry (VA), Medford Quarry (MD), Bridgeport Stone (TX) and Tin Top Sand & Gravel (TX) received silver.

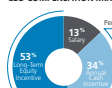
amendments applicable to any Board member or executive officer in 2019.



Components of Executive Compensation – Performance-Related Compensation

Each NEO is eligible for a mix of fixed and variable components of compensation. A substantial portion of our CEO's and other executive officers' compensation is at risk and will vary depending upon our performance. All of the opportunities to achieve long-term equity incentives (LTI) granted to our CEO and other executive officers in 2019 were performance-related consisting of performance share unit awards (PSUs) that comprised 55% of the long-term equity awards and performance-related restricted stock unit awards (RSUs) that comprised 45% of the awards. The following charts summarize the various forms of compensation and demonstrate that in 2019 87% of the CEO's compensation and approximately 80% of other NEO compensation is variable and tied to company performance.

CEO COMPENSATION MIX



OTHER NEO COMPENSATION MIX



40 2020 PROXY STATEMENT



CORPORATE RESPONSIBILITY

For more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safely and responsibly, while creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEGas.com, the contents of which are expressly not incorporated herein by this reference.

In April of 2019, the ESG Steering Committee was formed to provide oversight of the company's reporting, both internal and external, of its ESG initiatives. The steering committee is chaired by the Director Investor Relations and the CFO acts as the executive sponsor. The steering committee is represented by leaders from across business functions including, commercial, legal, corporate communications, human resources, environmental compliance, safety, government affairs, operations and facilities.

SAFETY AND HEALTH

The safety of our employees, our customers and the communities where we operate is at the forefront of each business decision we make as safety is our number one core value. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

A substantial part of our workforce is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is why we continue to focus on enhancing our preventive safety programs, such as near-miss reporting, vehicle-safety monitoring, risk assessment and others.

We have established an Environment, Safety, Health and Compliance (ESH&C) Steering Committee. The primary purpose of the ESH&C Steering Committee is to provide vision, leadership, direction and oversight of our ESH&C programs, processes and management systems for the protection of our employees, the environment and the communities we serve, as well as systems focused on the safe design and operation of our natural gas distribution system.

2019 Safety and Health Performance Updates and Highlights

- Since 2013 we have experienced a 64% reduction in our TRIR.
- Since 2013 strains and sprains, our employees' most prevalent type of injury, has declined by 81%.
- Since 2013 we have experienced a 86% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVR.

ENVIRONMENTAL PERFORMANCE

2019 Environmental Updates and Highlights

- We concluded a five-year accelerated cast iron pipe removal and replacement program that began in 2014.
- We joined Sustainable Tulsa, a non-profit organization that provides "education, tools, and resources to inform and engage businesses and individuals in the three areas of sustainability: social responsibility, economic vitality, and environmental stewardship." Our goal is to establish a sustainability baseline, identify best practices, and provide a mechanism for continuous improvement.
- In 2019, our Energy Efficiency Program in Oklahoma and the Austin and Rio Grande Valley Conservation Programs in Texas combined to issue more than 99,696 rebates totaling approximately \$13,737,234 million through energy-efficiency and conservation programs that offered customers rebates on natural gas appliances and energy-efficient home improvements.
- We continue to be a partner in the EPA's Natural Gas STAR Program and the EPA's Natural Gas STAR Methane Challenge program to voluntarily promote and track commitments to reduce greenhouse gas emissions. Our Methane Challenge Program commitment to annually replace or rehabilitate at least two percent of our combined inventory of cast iron and noncorrosion-protected steel pipe aligns with our planned system integrity expenditures for infrastructure replacements. We anticipate reporting in 2020 our 2019 performance to the EPA. We exceeded our goal by achieving an overall replacement rate greater than two percent in 2018 and between six and seven percent in 2017.

COMMUNITY INVESTMENT

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not only the right thing to do—it's smart business. By contributing financially and through volunteer work, we can help build stronger communities and create a better environment for our employees, our customers and the general public.

8 ONE Gas, Inc. Notice of 2020 Annual Meeting of Shareholders and Proxy Statement

SBA COMMUNICATIONS CORPORATION



CORPORATE GOVERNANCE

multi-day safety certification program that is required for all our employed tower climbers. We are proud of the fact that our average lost-day incident rate in the U.S. (days away from work due to workplace incidents) for 2017 through 2019 was below the 2018 industry benchmark.



Planet

- We believe that our business model plays an important role in reducing the environmental footprint of communications infrastructure by encouraging wireless service providers to co-locate their antennae on a single tower, thus reducing the needless proliferation of multiple towers. Our towers are built to host equipment from multiple tenants and are located on small geographic footprints, typically ranging from 2,000 to 10,000 sq. ft. Further, the ground beneath our tower sites is often permeable, allowing surface water to be absorbed into the ground rather than contributing to surface-water runoff.
- A focus of our environmental sustainability is on the reduction of our energy consumption and utilization of resources more efficiently. We provide tenants with access to space on our towers, while our tenants provide all of their own utilities in almost every instance. Consequently, our tenants consume most of the energy at each site by use of their equipment. Substantially all of our sites run primarily on electricity powered from the electrical grid and only have generators for backup power if the electrical grid goes down. These generators are typically owned and maintained by tenants. In fact, a very small percentage of sites have generators owned by SBA, and virtually all of those generators are used as backup power in the event that the electrical grid goes down. As of 2019, only 286 (or approximately 1% of our total sites) contain generators owned by SBA. Of those generators, just three provide primary power for the sites.
- We proactively use fleet route optimization software to improve the fuel efficiency of our vehicle fleet, reduce the number of miles driven and reduce CO₂ emissions. In 2019, the estimated emissions from our vehicles in the United States totaled 3,932 metric tons of CO₂, a decrease of 9% since 2017.
- We are committed to a long-term, sustainable approach to prioritizing environmental protection and conservation during our site development process and consider all environmentally significant impacts during our site selection, development and operation. In the United States, our Avian Protection Plan Team identifies, tracks and protects threatened and endangered migratory birds that nest on SBA towers. In 2019, we increased our number of protected bird sites to 2,266 from 412 sites in 2017.



Philanthropy

- Philanthropy remains an essential focus for SBA and we are proud of the impact our employees have in supporting their communities. We offer 15 hours of team and individual volunteer time off each year and match our employee charitable donations.
- Through companywide philanthropic initiatives, we support critical outreach efforts for tower industry foundations and military veterans. In their local communities, our employees engage in an array of activities: partnering with nonprofits to preserve the environment and wildlife, constructing affordable housing units, focusing on foster care, sheltering lost, homeless and unwanted animals and providing services and care for companion animals.
- Our "Tower U" safety professionals offer tower rescue training to first responders because we recognize that the safety of these first responders is paramount to the communities in which we operate.

24 SBA Communications Corporation | 2020 Proxy Statement

Total of 02 pages in section

UNIVAR SOLUTIONS INC.



Our Home, Our Responsibility

We recognize that as a responsible global operator, it is our duty to contribute to responsible economic, environmental and social development while complying with all applicable laws. Our goals and principles are not just words; they are part of our everyday actions. In 2019:

- We began the process of establishing our Site Sustainability Assessment Program. This global program focuses on identifying opportunities at the site-level that enable us to realize our global goals through local action by reducing resource use and sharing best sustainability practices.
- We continued to assess and manage the risks associated with our activities to help protect our employees, the communities in which we do business and the environment.
- We committed to the responsible use of water as part of our global Environmental, Health & Safety Policy and made significant investments in our infrastructure to help ensure that material releases are minimized both on our sites and when handling at customer locations.
- We continued to expect all our vendors to adopt sound human rights practices designed to treat workers fairly and with dignity and respect, while providing a safe and healthy environment, conducting business in compliance with applicable environmental and labor laws, and refraining from corrupt practices.
- We expanded our employee resource groups to include the Women's Inclusion Network, LGBTQ+ Network, Veterans Network, Ability Network, Black/African American Leadership Network and Hispanic & Latino Network (HOLA) to help enhance employee development, elevate engagement, and build community.
- We continued to grow our responsible product offering and systems to help ensure product transparency. This includes growing our Roundtable on Sustainable Palm Oil (RSPO) system to deliver a greater range of sustainable products across a broader geography to help mitigate deforestation and increase biodiversity.
- We continued to support charity and fundraising, educational sponsorship, and community development in our local communities, such as donating to the National Multiple Sclerosis Society, WaterAid and Prostate Cancer Foundation of Chicago.

VALERO ENERGY CORPORATION



CORPORATE RESPONSIBILITY

In our Stewardship and Responsibility Report, we make disclosures on a variety of environmental, social, and governance (ESG) topics of interest to our stakeholders. The report covers the following areas of interest:

- Valero's vision and guiding principles;
- ESG data and initiatives;
- safety and reliability;
- environmental matters, including data on criteria emissions, flaring, energy conservation, GHG emissions, cogeneration, waste water management, our wind farm, renewable diesel, ethanol, EPA's Efficient Producer Program, recycling processes, and wetlands tree planting;
- community engagement and support;
- employees and human capital, including diversity and inclusion;
- governance;
- the social benefit of Valero's products; and
- summary of recent awards.

The report is published on our website at www.valero.com > About Valero > Corporate Responsibility > Stewardship and Responsibility Report.

Valero's Stewardship and Responsibility Report is not a part of this proxy statement. The report is not "soliciting material," is not deemed filed with the SEC, and is not to be incorporated by reference into any of Valero's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this proxy statement and irrespective of any general incorporation language therein.

12



WEYERHAEUSER COMPANY



SUSTAINABILITY AT WEYERHAEUSER

SUSTAINABILITY AT WEYERHAEUSER

Sustainability is a core value at Weyerhaeuser. We organize our sustainability activities using an ESG framework that focuses on environmental stewardship, social responsibility and corporate governance, and we integrate this work into our overall business strategy. The Governance and Corporate Responsibility Committee provides oversight and direction on our sustainability

strategy, including matters relating to climate change, and annually reviews our performance and progress toward our many rigorous and measurable goals. The Committee also reviews key issues and trends. Management reports on all these matters to the full board of directors on an annual basis.



ENVIRONMENTAL STEWARDSHIP: 120 YEARS OF LEADERSHIP

We practice sustainable forest management.

We manage our forests sustainably to ensure they will last forever. Our commitment to sustainable forestry has been at the heart of our business strategy and daily operations since the early days of the company. We independently certify our timberlands and our entire wood products supply chain to the Sustainable Forestry Initiative® forest management and fiber sourcing standards.

Through our sustainable forestry practices, we:

- keep the harvesting and growth of our forests in balance;
- protect water and air quality;
- preserve valuable wildlife habitat and biodiversity;
- reduce the likelihood and magnitude of forest fires; and
- provide recreational access for our communities



SUSTAINABLE FORESTRY INITIATIVE
SFPI2020B



2020 ANNUAL MEETING & PROXY STATEMENT 7

Total of 02 pages in section

8. Biodiversity

Broadly speaking this refers to the variety of life in the world, or in a habitat or ecosystem. Biodiversity provides functioning ecosystems that supply basic needs of life such as oxygen, clean air and water, pollination of plants, pest control and more. Its flip side is extinction of plant and animal species that limit such biodiversity.

In the context of GRI Standards, the first global standards for sustainability reporting on a range of economic, environmental and social impacts, the topic of biodiversity concerns an organization's impacts on the living and non-living natural systems, including land, air, water and ecosystems.

Corporations utilizing the GRI biodiversity standards can report on their organization's impacts related to biodiversity and how it manages them.

ALCOA CORPORATION



2020 PROXY STATEMENT	
Proxy Summary (continued)	
	<ul style="list-style-type: none"> Ten of our global operating locations across the aluminum value chain are certified to the Aluminum Stewardship Initiative's Performance Standard and Chain of Custody Standard, which allows Alcoa to market certain products. We aim to have 80% of our assets certified to ASI by the end of 2020. We are a member of the International Council on Mining and Metals, which focuses on enhancing the industry's contribution to society with safe, fair, and sustainable practices. Our SUSTANA™ line of aluminum products is produced with low carbon emissions and recycled content. We are recognized as the top aluminum industry performer in the Sustainability Yearbook 2020. We were also named one of the "Most Responsible Companies" by Newsweek in December 2019. We maintain a Global Supplier Sustainability Program to assess and improve the sustainability-related practices of our suppliers. We have achieved the Gold category as a supplier with Ecovadis, which places Alcoa in the top 92 percentile of the industry. Aluminum is an infinitely recyclable product. We recycle aluminum in our casting and rolling operations, using both internal and purchased scrap. We also have closed-loop processes in place with customers, where aluminum scrap from their operations is returned to us for reuse.
Environmental Initiatives	<ul style="list-style-type: none"> The Alcoa Foundation primarily focuses its funding in two key areas: (1) promoting the prevention of, and resilience to, climate change from human activity and (2) the restoration and preservation of biodiversity. We endorse biodiversity conservation, and we consider the mitigation hierarchy of avoidance, minimization, restoration and offsets during the lifecycle stages of our operations. We seek to avoid protected areas through our commitment not to explore, mine, or operate in World Heritage Sites and through rehabilitation and reclamation projects. We are leaders in land rehabilitation, which allows us to be among the few to mine in the Jarrah Forest in Western Australia and in the Amazon rainforest in Brazil. The Alcoa Foundation and American Forests continued a partnership to enhance biodiversity and combat climate change in 13 locations around the globe through the restoration of at-risk tree species. This program helps cities address climate change by engaging 4,500 volunteers in tree plantings. 80% of our operating plants are certified against ISO 14001:2015 Environmental Management Systems Standard. As of December 31, 2019, approximately 73% of our aluminum smelting portfolio ran on renewable power sources, lessening our demand for fossil fuels. Our long-term sustainability goals include: <ul style="list-style-type: none"> To maintain a five-year average ratio of 1:1 for active mining disturbance to mine rehabilitation across the Company (excluding long-term infrastructure). We rehabilitated over 1,140 hectares of mined land. Reduction goals relating to bauxite residue land storage requirements and the intensity of our GHG (direct + indirect) emissions from smelting.

13



CHUBB LIMITED



Corporate Governance – Citizenship at Chubb		
Environment <p>Chubb recognizes the reality of climate change and the substantial impact of human activity on our planet. Our environmental initiatives reflect our desire to take actions that reduce Chubb's environmental footprint and, through our philanthropy, strengthen the resilience of communities and protect biodiversity against the effects of climate change.</p> <p>The Chubb Charitable Foundation and the Company's employees support a range of environmental philanthropies, including The Nature Conservancy and the Conservation Fund, as well as volunteer activities in local communities around the world. Chubb Charitable Foundation grants have helped preserve sensitive lands and habitats, finance green business entrepreneurs, and support educational programs that promote a healthy and sustainable environment in the U.S. and around the world.</p> <p>In 2019, Chubb adopted a new policy concerning coal-related underwriting and investment and established new science-based greenhouse gas (GHG) emissions reduction goals using 2016 as the baseline. By year-end, the Company achieved its first goal to reduce absolute GHG emissions by 20%. These goals are being achieved through a combination of real estate portfolio optimization, energy efficiency projects and the purchase of renewable electricity. In 2019, the Company earned a score of B on the CDP's climate change program ranking.</p>	Diversity and Inclusion <p>At Chubb, we recognize our responsibility to ensure opportunity within our own organization, where we foster a diverse and inclusive meritocracy. We can't succeed unless we give everyone the opportunity to thrive and advance in our Company, and we hold our leaders accountable for achieving a diverse mix of talent, regardless of creed or background.</p> <p>The Company's extensive efforts in this area include mentorships, affinity groups, diversity awareness training, management development programs, and mandating diverse slates in recruiting and promotion.</p> <p>Examples of initiatives include the Company's Business Roundtables and Regional Inclusion Councils, which promote dynamic networking across the business and engage hundreds of employees in constructive dialogue. Other initiatives include Chubb-Start, a program that supports the continuous professional development of early career women, and Chubb Signatures, a global and regional lecture series for successful senior women, diverse men and inclusion champions to share their unique backgrounds, experiences and hard-earned lessons in business.</p>	Chubb Rule of Law Fund <p>As a corporate citizen, Chubb recognizes the rule of law as the foundation of a liberal world order that the Company embraces as essential to the proper functioning of markets and the protection of personal freedoms. Through the Chubb Rule of Law Fund, a unique corporate initiative, we support projects around the world that promote the preservation and advancement of the rule of law.</p> <p>Since it was founded in 2008, the Fund has supported 55 projects in countries around the world focused on improving access to justice, strengthening courts, fighting corruption and creating the conditions of security and freedom in which our customers, employees and fellow citizens can thrive.</p> <p>The Chubb Rule of Law Fund is funded by the Chubb Foundation and contributions from 15 of Chubb's partner law firms. In 2019, 10 new projects were funded. Among them were initiatives to strengthen the independence of the judiciary in Guatemala; litigation support for juveniles facing life imprisonment without parole in the U.S.; supporting administrative law in Vietnam; and protecting the rights of children in mental health units in England and Wales.</p>

Chubb Limited 2020 Proxy Statement 61

CONCHO RESOURCES



Our Stockholder Engagement Program

The Company is committed to active engagement with our stockholders. The Company employs a year-round approach including proactive engagement as well as responsiveness to specific areas of focus. During 2019, members of senior management met with a cross-section of the Company's stockholders representing approximately 75% of the Company's outstanding shares. These meetings included a discussion of the Company's plans, risk oversight, operations and strategy, and at times an overview of the Company's practices on compensation, governance and environmental and social matters.

Stockholder Engagement

Concho's commitment to stockholder engagement includes:

- A year-round, proactive engagement program
- Dedicated resources responsible for active engagement with stockholders throughout the year
- Engagement designed to address stockholder questions, provide perspectives on Company policies and collect stockholder feedback to be used as an important data point in evaluating the Company's practices and disclosures

Management held meetings with stockholders representing approximately:



Environmental, Social and Governance ("ESG") Highlights

Corporate Responsibility at Concho

The Company believes its approach to ESG, interchangeably known as corporate responsibility or sustainability, is fundamental to its business and good for the Company's stockholders. The Company further believes that consistently executing its strategy and integrating its focus on corporate responsibility will contribute to sustainable performance over the long term.

The Board maintains overall oversight of the Company's business strategy, risk management, governance and compensation practices, while the Health, Safety, Environment and Reserves Committee has oversight responsibility for sustainability-related activities and reports to the full Board on these topics. Concho also established a Sustainability Working Group consisting of select individuals from across the organization, which meets regularly throughout the year and briefs the Chief Operating Officer on sustainability and specific HSE-related topics, including HSE organization, planning, safety and emissions performance.

Board of Directors		Senior Management
Full Board	Health, Safety, Environment and Reserves Committee	
Reviews Concho's risk framework, governance and compensation practices and provides oversight of business strategy and practices	Oversees Concho's health, safety and environmental policies, programs and practices	Sustainability Working Group and members of the senior management team assist the Board with oversight of strategy and risk management, responsible for the development, implementation and monitoring of Concho's corporate responsibility and sustainability initiatives

Corporate Responsibility Framework

The Company prioritizes the safety and health of our employees, managing our environmental impact, empowering our workforce and serving the communities where the Company operates. Our corporate responsibility activities are organized under five primary pillars:

- prioritizing safety and health;
- protecting the land, water and air through sustainable development;
- investing in the Company's future through its people;
- upholding good governance practices; and
- supporting projects that contribute to the long-term growth of the Company's communities.

The Company also maintains a section of its website for corporate responsibility which is available at www.concho.com/corporate-responsibility (web links throughout this document are provided for convenience only, and the content on the referenced website does not constitute a part of this Proxy Statement). This section of the website describes (i) how the Company strives to operate responsibly, safely and sustainably, (ii) how those elements are part of the Company's long-term strategy and (iii) how the Company manages ESG-related risks and opportunities.

2020 PROXY STATEMENT

4

Total of 02 pages in section

DEVON ENERGY CORPORATION



DEVON AT A GLANCE (cont'd)

COMMUNITY ENGAGEMENT AND STAKEHOLDER TRANSPARENCY



We engage with our stakeholders daily to build relationships founded in trust and cooperation. We place a high priority on our commitment to work together to find solutions benefiting people and communities where we operate. Our culture of integrity and accountability extends to all our stakeholders, including our employees and their families, stockholders, neighbors, landowners, mineral-rights holders, policymakers, lawmakers, suppliers, vendors, and service companies.

- In collaboration with expert local stakeholders, we integrate land use and biodiversity considerations into early planning and all operating phases for our wells.
- We have formal processes to receive complaints in person, by phone or online, and to respond with the appropriate level of urgency.
- As we seek to operate in a socially responsible way, part of that is supporting and strengthening safe and educated communities in areas where we operate. Our social investments (\$6.2 million in 2019) target STEM (science, technology, engineering, and math) education, public safety, social services, and community vibrancy.
- We have published a comprehensive Political Activity and Lobbying Report in each of the past three years in direct response to stockholder feedback. We expect to annually publish a report to make it easy for all stakeholders to see our expenditures for corporate political contributions.
- We have published our Statement on Human Rights, which spells out our strong commitment to human rights principles and social progress.

4

Commitment Runs Deep

DOMTAR CORPORATION



Domtar Corporation
234 Kingsley Park Drive
Fort Mill, SC, 29715

April 6, 2020

Dear Fellow Stockholders:

You are cordially invited to attend the 2020 Annual Meeting of Stockholders of Domtar Corporation. The meeting this year will be held on May 6, 2020 at Domtar Corporation, 234 Kingsley Park Drive, Fort Mill, South Carolina, 29715, starting at 7:45 a.m. (ET). Whether or not you are able to attend in person, we invite you to read this year's proxy statement and accompanying materials that highlight many of our key activities and accomplishments in 2019 and present the matters for which we are seeking your vote at the 2020 Annual Meeting. We are honored that you are an owner of Domtar's shares, and eager to tell you about our past year and our exciting opportunities ahead.

The starting point is important: wood fiber and other renewable resources are the main building blocks of our products. We believe the world's growing efforts to manage both carbon and non-biodegradable materials, combined with a growing population and rising living standards, provide promising opportunities for us.

Our ability to turn renewable and natural raw materials into products that enhance the quality of life also supports our ability to recruit talent, attract investments, work with supply chains and be welcomed in our communities.

2019 Financial Performance

So what did 2019 look like for Domtar? In a challenging market, we showed resilience and delivered solid results. We generated net earnings of \$84 million (\$1.37 per share) and EBITDA before items⁽¹⁾ of \$563 million for year 2019. We generated \$442 million of operating cash flow, and we also returned \$329 million to shareholders through dividends and share repurchases. We announced a 4.6% dividend increase and a \$300 million increase to our share repurchase program.

Paper and Pulp. We took approximately 300,000 short tons of market downtime during the year to match our capacity with customer demand before announcing the permanent closure of two paper machines resulting in capacity reduction of approximately 200,000 short tons of paper capacity. Our ability to adjust quickly to changing market conditions reflects both the agility of our team and the optionality of our asset base. We continue to pursue our growth plans for our pulp business, which supplies customers in the growing tissue, hygiene and select specialty pulp sectors.

Personal Care. Our personal care business continues to make progress, driven by our margin improvement plan, as we work to simplify and stabilize the business to compete more effectively in a challenging global market. While executing our margin improvement plan, we achieved some important customer wins in our infant diaper business that will scale up in 2020.

Investing for the Future. In 2019, we used our financial strength to invest in our business to promote long-term value creation for our stockholders. These investments included strategic projects completed at our Plymouth mill notably in the cooling tower, precipitator, and thermal oxidizer for increased reliability, improved environmental performance, and lower manufacturing costs and at Kamloops, where we upgraded the felting press section to increase productivity.

2019 Stockholder Engagement

Our relationship with our stockholders is an integral part of Domtar's success. We have benefited over the years from your feedback on our business strategy, executive compensation program, corporate governance, and sustainability initiatives. We believe that our programs and policies provide a solid foundation for our strategic journey, and place us in a leading position with respect to prevalent market practices.

As in previous years, in addition to regular engagements by our Investor Relations team, and in line with our commitment to effectively engage with our stockholders on an ongoing basis, we reached out to our investors seeking their feedback. Specifically, we contacted our 40 largest stockholders representing approximately 72% of our outstanding shares. Some of these stockholders chose not to have discussions with us, but the discussions we did hold reflected broad-based support for our programs and initiatives.

Our Board of Directors and its Human Resources Committee have carefully considered the engagement feedback and, in light of the solid alignment of Domtar's executive compensation program with its business strategy and market practices, did not make any significant change to the executive compensation plan design.

Sustainability

At Domtar, sustainability is a core value rooted in responsibility, efficiency and engagement. It drives us to foster innovation, reduce risks, enhance brand reputation, maximize business success and grow stockholder value.

Because our future is rooted in sustainable forestry, we partner with NGOs, such as World Wildlife Fund and the Rainforest Alliance, to conserve biodiversity and to ensure transparency in our sustainability progress and goals. We empower landowners to ensure the health of forests through sustainable forest management, and we align supply chain operations with our sustainability priorities.

FRESH DEL MONTE PRODUCE INC.



CORPORATE GOVERNANCE

Compensation Risks

In early 2020, as part of our risk management process, we conducted an annual comprehensive review and evaluation of our compensation programs and policies. The assessment covered each material component of executive and non-executive employee compensation. In evaluating our compensation components, we took into consideration the following risk-limiting characteristics:

- Bonus payout under our annual incentive plan and long-term incentive plan is capped;
- A significant percentage of our overall pay mix is long-term or equity-based, which, when combined with our Stock Ownership Guidelines, aligns our executive officers' interests with shareholders' interests and minimizes the taking of inappropriate or excessive risk that would impair the creation of long-term shareholder value;
- We use multiple objectives which serves to limit the potential benefit of any single episode of excessive risk taking;
- We have effective management processes for establishing key financial and operating targets, and monitoring financial and operating metrics and all computations and recommendations are subject to multiple levels of review including local, regional, corporate, and board level reviews;
- We have effective monitoring by external and internal audit; and
- All our compensation programs include claw back provisions if an award is granted based upon incorrect data.

Sustainability Initiatives

Our Governance Committee oversees our sustainability program. Sustainability has been a key part of who we are and what we do. In 2019, we published our latest Corporate Sustainability Report, which we refer to as the 2019 CSR report, in which we reaffirmed our commitment to continue doing business in a sustainable way. Since our beginning, we have supported and invested in local sustainability projects, providing education and health care to our communities, conserving forested land within our farming areas and protecting biodiversity. Many of our efforts and commitments contribute to the Sustainability Development Goals set by the United Nations in 2015, which include good health and well-being, responsible consumption and production, quality education, reduced inequalities, clean water and sanitation, sustainable cities and communities, life on land, affordable and clean energy and climate action.

Our sustainability strategy is to conduct our business in a way that creates, promotes and ensures *A Better World Tomorrow*. We work toward fulfilling our sustainability strategy by:

PROVIDING HEALTHY CHOICES	GROWING WITH OUR COMMUNITIES	PROTECTING OUR PLANET	LIVING OUR VALUES
Encourage healthy lifestyles by providing fresh and wholesome food to our consumers.	Ensure the well-being of our communities and foster growth within each of them.	Protect and promote the health of our planet, its wildlife and its natural resources.	Provide wholesome, safe and fresh products by supporting our team members and integrating our values into everything we do.



2020 Proxy Statement

Corporate Governance | 21

P. H. GLATFELTER COMPANY



Environmental Initiative

Glatfelter's Environmental Policy reflects our commitment to comply with applicable environmental laws and regulations, practice pollution prevention, and improve our environmental performance. Instituted in 1997 as part of the ISO 14001 certification process, our Environmental Policy is the foundation for our Environmental Management Systems (EMS) and reflects one of our Core Values – Environmental Responsibility.

Glatfelter is committed to operating as a responsible steward of the environment and delivering engineered products that perform well, use natural materials responsibly, and contribute to waste reduction in both the manufacturing process and following their end use. Our environmental pillar is focused in two areas that impact our business and where we can make a difference for our stakeholders: (1) Environmental Management; and (2) Innovation and Environmentally Responsible Products.

Environmental Management

Glatfelter's environmental management system is focused on maintaining compliance with all environmental laws and regulations in the regions where we operate, as well as developing programs and continuous improvement initiatives that address areas such as natural resource management, energy usage, greenhouse gas emissions and waste.

Natural resource management: Glatfelter has achieved Forest Stewardship Council certification at all our manufacturing facilities – maintaining a strong chain of custody to ensure that 100% of the wood fibers we use come from well-managed, sustainable forests. In addition, as the world's top purchaser of abaca fiber, Glatfelter adheres to Rainforest Alliance and Sustainable Agriculture Network standards to ensure responsible harvesting and ongoing replanting of this "super fiber" in the Philippines.

Our Composite Fibers business in Europe uses water to produce its products, which is reused and recycled within the manufacturing process, and for equipment cleaning. Each manufacturing facility has a dedicated waste water treatment plant to remove solids and biodegradable materials to ensure that the final effluent discharged back into the water system meets or exceeds permit requirements. We also seek to identify manufacturing efficiency measures that reduce the amount of water required. Our Airaid Materials products are manufactured with a drying process. Overall, our operations used 69.5 m³ of water per tonne of production in 2019.

Energy usage: One of the byproducts of transforming our business into a leading global supplier of engineered materials is that we have become a less-energy-intensive, lower-emissions company. Nonetheless, energy still accounts for up to 10% of our cost of goods sold, and we seek to drive efficiencies through equipment upgrades and process improvements, where feasible. Five of our European sites have formal energy management systems (ISO 50001) to drive energy efficiency. Our U.K. sites have improvement targets to reduce energy usage per ton as part of formal industry agreements with the government to achieve long-term energy efficiency improvements. At our facility in Gernsbach, Germany, two water turbines generate electric power that is sold to the adjacent electric grid. We are currently working with the nearby city of Gaggenau to add two additional water turbines that will increase the capacity to generate sustainable energy. In

2019, our operations consumed 1,524 megawatt hours of electricity per tonne of production. A total of 65,800 megawatt hours of electricity was produced by cogeneration at several of our Composite Fibers facilities, which also provides steam for use in our manufacturing facilities.

Greenhouse gas emissions: We are working to lower our greenhouse gas emissions by reducing our carbon dioxide emissions and increasing our energy savings through recycling and other responsible practices. In addition to using the cogeneration process and complying with ISO 50001, other efforts include participating in climate change agreements to drive improvements in efficiency and investing in more efficient equipment and processes such as variable speed drives on motors and better control processes. Our greenhouse gas emissions in 2019 were 0.623 tonnes per metric tonne of production, which represents approximately a 1% decrease over the previous year.

Waste: Consistent with our application of Lean Manufacturing and Six Sigma principles, we view waste as an opportunity to improve efficiency or to find a new use for byproducts. We have had success in both our Composite Fibers and Airaid Materials segments. For example, a significant volume of off-spec material in Composite Fibers is used for lower-grade applications. In Airaid Materials, we achieved zero waste to landfill for two consecutive quarters by finding buyers who valued our byproducts' high-absorbency performance.

2020 PROXY STATEMENT - 26

Total of 02 pages in section

OWENS CORNING



COMPANY OVERVIEW

19,000
Employees

33
Countries

3
Segments

\$7.2B
Net Sales



Doing Business in a Sustainable Way

Owens Corning leadership puts sustainability at the heart of the Company's operations and long-term goals. Its guiding aspiration is to be a net-positive company, where its handprint (the positive impacts of its people and products) exceeds its footprint. This is critical to the Company's long-term strategy and business success. Recently, the Company issued its 2030 sustainability goals, its most ambitious to date, which will guide its work in the next decade. The Company's new long-term goals go beyond operations and require the engagement of the entire company. The Company is targeting to double the positive impact of its products, halve the negative impact of its operations, eliminate injuries and improve the quality of life for its employees and their families, advance its inclusion and diversity efforts, and have a positive impact on its communities. Some goals specifically address growing concerns, such as ensuring responsible use of water and reducing greenhouse gas emissions. The goals also focus on identifying needed innovations, like establishing growth-enabling circular economy business models for its products, designing for reuse and recycling, and understanding the full impact of its operations and supply chain on biodiversity.

Owens Corning began its sustainability journey nearly two decades ago and reporting each year on its progress is an important part of its ongoing commitment to transparency and impact. Informed by insights from key stakeholders, the Company's reporting has evolved over time and is currently prepared in accordance with the Global Reporting Initiative ("GRI") Standards, Comprehensive option. Additional disclosures address significant issues related to the Carbon Disclosure Project ("CDP"), Dow Jones Sustainability Index, United Nations Sustainable Development Goals, United Nations Communication on Progress, and other stakeholders requests. The Company's 2019 Sustainability Report will include additional key disclosures recommended by the Sustainability Accounting Standards Board ("SASB") and the Task Force on Climate-related Financial Disclosures ("TCFD"). This approach enables the Company to provide an integrated, comprehensive view of its sustainability and social responsibility commitments, progress, and impact.

More information about sustainability at Owens Corning, including details on the complete set of 2030 Sustainability Goals, can be found at <https://www.owenscorning.com/corporate/sustainability>.¹

¹ The information on our website, including our Sustainability Report, is not, and will not be deemed to be, a part of this Proxy Statement or incorporated into any of our other filings with the SEC.

1

PORTLAND GENERAL ELECTRIC COMPANY



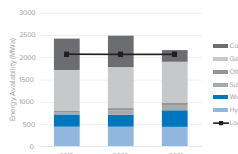
COMPENSATION DISCUSSION AND ANALYSIS

OUR 2019 LTI PROGRAM DECARBONIZATION GOAL

We are committed to doing our part to achieve Oregon's ambitious decarbonization goals, while meeting the needs of our customers for safe, reliable and affordable electricity. We recognize that in order to do this, it will be necessary to make significant changes to our energy supply portfolio. To drive progress toward our goal of a cleaner energy supply for 2019 our Compensation Committee adopted a new decarbonization goal for all of our performance-based LTI awards.

Metric Overview—Energy Supply Decarbonization

Our new Energy Supply Decarbonization metric measures the carbon potential of our energy supply portfolio that is needed to serve our retail load. To measure the carbon potential of our portfolio, we rank all of our available resources according to their carbon emissions intensity, defined as total carbon dioxide emissions they produce per megawatt hour. Each resource is then assigned an "Available Energy" value, which is a measure of the amount of energy that a given resource can contribute to serve our customers. Using Available Energy values, we identify our energy supply resource "stack," ranked from least carbon-intensive to most carbon-intensive. To measure our performance, we account for the potential emissions of the ranked resource stack, up to the level of our retail load.



As shown in the graph above, when we increase the amount of non-carbon-emitting resources in our portfolio mix, clean resources displace emitting resources and total carbon potential needed to serve a given retail load falls.

The formula for this calculation is described below:

$$[\text{Portfolio Carbon Potential, MMTCO}_2\text{e}] = [\text{Available Energy, MWh/Plant A} \times [\text{Emissions Rate, CO}_2\text{MMWh/Plant A} + [\text{Available Energy, MWh/Plant B} \times [\text{Emissions Rate, CO}_2\text{MMWh/Plant B} + \dots]]]$$

Where:

- MWh = megawatt hours;
- [Available Energy, MWh/Plant A + [Available Energy, MWh/Plant B + [Available Energy, MWh/Plant C + ... = Total Forecasted Retail Load, MWh; and
- [Emissions Rate, MMTCO₂e /MWh] ≤ [Emissions Rate, CO₂MMWh/B] ≤ [Emissions Rate, CO₂MMWh/C] ≤ ...

How We Set Our Performance Targets

We believe that the OPGC's integrated resource planning (IRP) process is the right forum to establish energy supply goals that implement the climate policies of our state, while ensuring that our customers' energy needs are met. For our 2019 PSU Award Program, the target level performance for our decarbonization metric is consistent with the Company's forecast energy supply portfolio and load, as described in our 2016 IRP Update, which was acknowledged by the OPGC in 2018.

Portland General Electric 2020 Proxy

39

Total of 02 pages in section

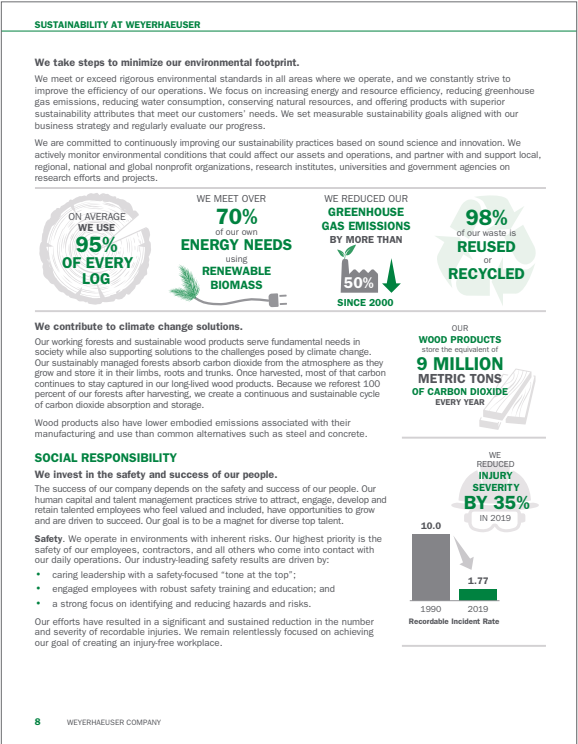
UNIVAR SOLUTIONS INC.



Our Home, Our Responsibility

We recognize that as a responsible global operator, it is our duty to contribute to responsible economic, environmental and social development while complying with all applicable laws. Our goals and principles are not just words; they are part of our everyday actions. In 2019:

- We began the process of establishing our Site Sustainability Assessment Program. This global program focuses on identifying opportunities at the site-level that enable us to realize our global goals through local action by reducing resource use and sharing best sustainability practices.
- We continued to assess and manage the risks associated with our activities to help protect our employees, the communities in which we do business and the environment.
- We committed to the responsible use of water as part of our global Environmental, Health & Safety Policy and made significant investments in our infrastructure to help ensure that material releases are minimized both on our sites and when handling at customer locations.
- We continued to expect all our vendors to adopt sound human rights practices designed to treat workers fairly and with dignity and respect, while providing a safe and healthy environment, conducting business in compliance with applicable environmental and labor laws, and refraining from corrupt practices.
- We expanded our employee resource groups to include the Women's Inclusion Network, LGBT+ Network, Veterans Network, Ability Network, Black/African American Leadership Network and Hispanic & Latino Network (HOLA) to help enhance employee development, elevate engagement, and build community.
- We continued to grow our responsible product offering and systems to help ensure product transparency. This includes growing our Roundtable on Sustainable Palm Oil (RSPO) system to deliver a greater range of sustainable products across a broader geography to help mitigate deforestation and increase biodiversity.
- We continued to support charity and fundraising, educational sponsorship, and community development in our local communities, such as donating to the National Multiple Sclerosis Society, WaterAid and Prostate Cancer Foundation of Chicago.



9. Corporate culture

Increasingly, strong organizational corporate culture, including the “tone at the top” is considered an important catalyzer of success (i.e. opportunity). Strong organizational culture keeps a company’s core values front and center in all aspects of its day-to-day operations and organizational structure; as with strategy it helps ensure that all are rowing in the same direction. It is important for employees to enjoy their time in the workplace and to feel that they fit in with the company culture. Employees tend to enjoy work when their needs and values are consistent with the values and culture of their company. On the other hand, corporate culture is often examined after the fact when evaluating root causes of scandal (i.e. weak culture as a risk). Because it is viewed as such as fundamental driver of success, discussion of culture is approaching that of strategy in significance.

ALKERMES PLC



Corporate Social Responsibility

Corporate Citizenship

We are committed to the integration of environmental, social and governance (“ESG”) considerations in the operation of our business. Our recently published Corporate Responsibility Report highlights:

- our investment in, and engagement with, the communities in which we work;
- our health, safety and environmental accomplishments; and
- our employee wellness and career development activities.

The report is available under the Responsibility section of our website at www.alkermes.com/responsibility.

We actively engage with our shareholders to learn about ESG matters of interest to them. Feedback received from our shareholders on these topics is communicated to our management team and to the Board.

Corporate Culture, Employees and Professional Development

We strive to maintain a culture that embodies collaboration, respect for all, an emphasis on diversity and inclusion, and an unwavering commitment to, and passion for, our work.

The expertise, intelligence, and creativity of our employees drive our innovation, and their passion and commitment to excellence are the cornerstone of our success. We are committed to supporting our employees’ well-being in a transparent, inclusive, and collaborative culture and providing them with the tools and resources to flourish personally and professionally. In 2019, we conducted over 200 training sessions across our locations, including with our field-based employees, on topics such as performance management, problem solving, leadership development, communication and mentorship.

Environmental Impact and Sustainability

At Alkermes, our goal is to conduct our business activities in a manner that:

- protects the health and safety of our employees;
- minimizes the environmental impacts of our operations and promotes effective stewardship of environmental resources; and
- maintains an unwavering focus on product quality and safety.

We are committed to complying with applicable laws, rules, and regulations and operating with the highest standards of conduct. All Alkermes facilities are subject to routine regulatory inspections for EH&S and product quality/product safety and we have achieved, and maintained, an exemplary compliance record. We also go beyond compliance and strive to create a culture of sustainability throughout the organization. We work collaboratively across stakeholder groups and business units to identify ways to reduce our environmental impact, mitigate risk and increase efficiencies. Through these efforts, we have reduced our energy and water usage each year since 2017. We have also significantly improved our waste profile; in 2018, 70% of our waste was recycled and 14% of our non-recyclable waste was converted into useable forms of energy.



ALKERMES PLC 2020 Proxy Statement 37

Total of 02 pages in section

AMERICAN EXPRESS COMPANY



At the heart of our culture is what we call our Blue Box Values - a set of seven guiding principles that every employee pledges to embrace and work by each day. Our Blue Box Values reflect who we are and what we stand for.

We deliver for our customers.

We're driven by our commitment to deliver exceptional products, services and experiences to our customers. We value our strong customer relationships, and are defined by how well we take care of them.

We respect people.

We are a diverse and inclusive company, and serve diverse customers. We believe we are a better company when each of us feels included, valued, and able to trust colleagues who respect each of us for who we are and what we contribute to our collective success.

We do what's right.

Customers choose us because they trust our brand and people. We earn that trust by ensuring everything we do is reliable, consistent, and with the highest level of integrity.

We make it great.

We deliver an unparalleled standard of excellence in everything we do, staying focused on the biggest opportunities to be meaningful to our customers. From our innovative products to our world-class customer service, our customers expect the best—and our teams are proud to deliver it.

We win as a team.

We view each other as colleagues—part of the same team, striving to deliver the brand promise to our customers and each other every day. Individual performance is essential and valued, but never at the expense of the team.

We care about communities.

We aim to make a difference in the communities where we work and live. Our commitment to corporate social responsibility makes an impact by strengthening our connections.

We need different views.

By being open to different ideas from our colleagues, customers and the world around us, we will find more ways to win.

Your vote is important to us!
Please vote today at www.proxyvote.com



Total of 02 pages in section

APERGY CORPORATION



Distinctive Strategic Vision and Operating Philosophy

At Apergy, we operate with a customer-centric culture and have a relentless focus on working collaboratively with our customers to solve problems. This culture is a result of our distinctive strategic vision that is focused on improving the lives of our customers, our employees, our shareholders, and the communities where we live and work. We believe that staying committed to this purpose and our operating culture will differentiate us in the marketplace and will align the goals of the organization towards achieving extraordinary results. Our vision and philosophy is best represented as below:

Vision

Apergy's unique vision and operating philosophy are at the heart of why we see ourselves as a "differentiated" oil field equipment and technology company. We are a purpose-driven company with a distinctive strategic vision that is focused on improving the lives of our customers, our employees, our shareholders and the communities where we live and work. Our vision aligns the organization to achieve extraordinary results.

Business Purpose

As Apergy, we are fully committed to our business purpose of "Unlocking Energy." We unlock energy by offering our customers differentiated equipment and technology on a sustained basis, and we maintain the integrity of Apergy's strong financial engine.

Operating Philosophy

Our operating philosophy is built on three principles. First, we will always be relentless advocates for our customers; if our customer wins, we win. Second, we will always deliver technology with impact that drives safety, efficiency and productivity. And finally, we are driven to improve because we operate within a culture of continuous improvement. We are never satisfied and we continuously strive to be better.

Our Cultural Characteristics

We are even-learning, ever-improving. We have no interest in being an ordinary company. We aspire to be a world-class operating company building on our industrial heritage. We're committed to creating a positive culture that improves the lives of those who connect with us. As Apergy, we are a customer's collaborative partner; we provide a rewarding place to work and we engage as a valued neighbor.

We Are

Human	Humble
Progressive	Responsible
Dynamic	Collaborative
Expert	Entrepreneurial
Informed	

vii

APPLE INC.



Apple Values

This section describes core values at Apple that guide our commitment to leave the world better than we found it and to create powerful tools for others to do the same.

Apple Inc. | 2020 Proxy Statement | 7

Total of 03 pages in section

AVANGRID, INC.



Proxy Statement Summary (continued)

Purpose and Values

Our commitment to transforming the current energy model towards a new one in which the priority is the well-being of people and the conservation of the planet is reflected in our purpose:

OUR PURPOSE

Working together to deliver a more accessible clean energy model that promotes healthier, more sustainable communities every day.

OUR VALUES

- Sustainable:** We seek to be a model of inspiration for creating economic, social and environmental value in our communities and we act positively to affect local development, generate employment, and give back to the community.
- Agile:** We act efficiently and with passion to drive innovation and continuous improvement at both the local and global level.
- Collaborative:** We work together toward a common purpose and mutual benefit while valuing each other and our differences.

For more information about our purpose and value, please see the Corporate Governance section at www.avangrid.com.

2020 Proxy Statement 5

BANK OF NEW YORK MELLON CORPORATION



INTRODUCTION

Corporate Social Responsibility

BNY Mellon is committed to using our reach, market influence and resources to address pressing global issues. As a major global financial institution, we consider the impacts that our business has on the environment and society and in turn, how climate-related risks and societal needs present opportunities for our company. We strive to contribute to sustainable economic growth that protects healthy markets, enhances our own business resiliency and longevity, and delivers positive impact for key stakeholders such as clients, employees, stockholders and communities.

We help our clients manage their environmental, social and governance ("ESG") related risks and opportunities, such as those relating to climate, by continuing to develop and offer ESG products and services.

BNY Mellon's Corporate Social Responsibility ("CSR") strategy is built on three pillars that correspond with what is currently most relevant to the company and our stakeholders. The pillars are as follows:

- Culture and Purpose**
Our purpose is guided by our core values of client focus, integrity, teamwork, and excellence. Together, our purpose and values drive our culture, which is built on our commitment to diversity and inclusion, leadership and development, employee engagement and wellbeing, and community partnership.
- Responsible Business**
We believe responsible business is simply just good business. As a major global financial institution, we have an important role to play in contributing to market integrity. As such, we believe the trust of our clients, the transparency of our business, our technological resilience and providing ESG solutions to the global investing community are paramount.
- Global Citizenship**
As one of the most trusted financial institutions, we are committed to operating responsibly and sustainably. As we drive toward success, we integrate our commitment to environmental sustainability and human rights across the business. We also work to improve the effectiveness of our supply chain and seek suppliers whose corporate values align with ours. Additionally, we engage stakeholders on public policy initiatives important to our company.

This work is reported to the Corporate Governance, Nominating and Social Responsibility Committee ("CGNSR Committee") of our Board of Directors (the "Board"). For additional information, see "Committees and Committee Charters" on page 28. For information on our CSR-related policies, see "Helpful Resources" on page 87.

BNY Mellon | 2020 Proxy Statement



Corporate Governance | Our Board and Culture

Our Board is deeply engaged in understanding the culture at BlackRock

We believe our Board should have a strong understanding of BlackRock's culture, because it is the foundation for our Company's strategic plans. We believe our Board should be deeply engaged, provide informed and honest guidance and feedback and maintain an open dialogue with management based on a clear understanding of our strategic plans.

Oversight of Growth Strategy

Our Board plays an integral oversight role in our growth and success. At each Board meeting, we review components of our long-term strategy with our directors and engage in constructive dialogue, which our leadership team embraces. These discussions are not without disagreement – and those honest conversations push us to make the difficult decisions required to build a better BlackRock.

A Global Perspective

Twice a year, Board and standing Committee meetings are held outside of New York, including one set of meetings held outside of the United States. These off-site meetings provide our directors with an opportunity to meet with employees and management based outside of our New York corporate headquarters, focus on reviewing regional strategies and engage with local clients and government officials. These meetings provide our directors with firsthand exposure to BlackRock's corporate culture and how employees globally demonstrate BlackRock's principles and purpose. In 2019, the Board traveled to Seattle, Washington and Milan, Italy for off-site Board meetings.

Role in Talent Development

Building a generation of future leaders is vital to BlackRock's long-term success. Accordingly, our Board plays an active part in our talent development and dedicates at least one meeting per year to talent review. As part of its review, the Board evaluates whether we have the right people in the right places to execute our long-term strategy, examines the results of Employee Opinion Surveys and provides oversight of management to ensure that we are developing people to fill key roles in the future. For more information, please refer to "BlackRock's Approach to Human Capital Management" on page 36.

Employee Engagement & Additional Resources

Our directors have full and free access to all BlackRock officers and employees at any time to address questions, comments or concerns. Our directors may arrange these meetings independently and without the presence of senior management. Additionally, the Board and its Committees have the power to hire independent legal, financial or other advisors without approval from, or consultation with, BlackRock management.

Embracing Best Practices

Our Board also takes an active role in ensuring we embrace "best practices" in corporate governance. Members of the Governance Committee are briefed on significant trends and developments in corporate governance and regulatory issues, including briefings from BlackRock's Investment Stewardship and Global Public Policy teams, as well as feedback from shareholders. In 2019, we acted on feedback from our shareholders to enhance disclosure on how the Board approaches its composition and refreshment as well as Board size. For more information, see "Governance Highlights," "Board Refreshment," "Board Tenure, Retirement Age and Size" and "Board Refreshment Process" on pages 2, 3, 5, 22 and 28, respectively.

24 BLACKROCK, INC. 2020 PROXY STATEMENT

Total of 02 pages in section



Brighthouse Financial, Inc.

Proxy Summary

We bring our values to life with programs and policies that foster and enhance our culture. Examples include:

- Recognition programs, including an annual *Values Award*, which recognizes employees who embody our values and make strong contributions to our culture.
- Talent management and development strategies that focus on regular coaching and feedback, collaboration and inclusivity to foster strong partnerships.
- Ongoing communications with employees, including on our employee intranet and in regular all-company meetings and Town Halls.

Our Employees

Diversity and Inclusion

We foster a culture where diverse backgrounds and experiences are celebrated, and different ideas are heard and respected. We believe that by creating an inclusive workplace, we are better able to attract and retain talent and provide valuable solutions that meet the needs of our distribution partners, financial professionals that sell our products and their clients.

We practice fair labor standards at every level and respect human rights for all. We demonstrate our commitment to ethical practices through mandatory training courses, including courses on preventing harassment in the workplace and our Code of Conduct – which includes our commitment to maintaining the highest standard of ethical awareness, integrity and business conduct, and putting honesty, fairness and trustworthiness at the center of everything we do.

Our Diversity and Inclusion Council includes representatives from across Brighthouse who collaborate to create programs, development opportunities and policies that impact the diverse makeup of the Company and further enhance our inclusive culture.

Brighthouse is an equal opportunity employer committed to attracting, retaining and maximizing the performance of a diverse and inclusive workforce. It is our policy to ensure equal employment opportunity without discrimination or harassment based on race, color, religion, sex (including pregnancy, childbirth or related medical conditions), sexual orientation, gender identity or expression, age, disability, national origin, marital or domestic/civil partnership status, genetic information, citizenship status, uniformed service member or veteran status, or any other characteristic protected by law.

Employee Wellbeing

We regularly survey our employees to find opportunities to make Brighthouse an even better place to work. We seek ways to positively impact the health and wellness of our employees and their families, and we offer two comprehensive health plan options that provide our employees choice in meeting their needs.

We also are dedicated to supporting our employees' wellbeing each and every day – both at work and at home. Our programs are focused on physical, mental and financial wellbeing. To support physical wellbeing, we offer our employees a program that provides information on and encourages healthy eating, fitness and mindfulness, while providing rewards for participation. To support mental wellbeing, we offer employees and their families unlimited access to an employee assistance program that includes resources for stress management and emotional support, among other areas. To support financial wellbeing, we offer all employees a 401(k) savings plan, to which the Company makes matching contributions and an annual non-discretionary contribution, and also offer employees an opportunity to participate in our Employee Stock Purchase Plan. Our employees also have access to a program that offers financial wellness educational resources, as well as voluntary personal financial wellness assessments and coaching.

2020 Proxy Statement | 9

Total of 02 pages in section



CORPORATE GOVERNANCE

Culture and Corporate Social Responsibility

Culture

At Burlington, we have a shared commitment to behaving and conducting our business ethically and with integrity. We live by our Core Values:

- Developing Trust and Respect among all members of the Burlington community. The way we do business is equally as important as the results we achieve. We have a shared commitment to conduct business ethically, and treat customers, business partners, and each other with trust and respect.
- Building Strong Teams and Partnerships through collaborative work. Through collaborative teamwork, we solve complex business challenges together.
- Driving Business Results by taking ownership and pride in Burlington, and getting things done well. We hold ourselves and each other accountable for our business success and have a shared sense of ownership to achieve our company goals.

Adherence to our Core Values is part of the annual performance evaluation for all associates.

With our Core Values vital to our efforts, we strive to cultivate an environment where every associate feels valued, respected, and included. Associates are given an opportunity to share their perspectives by participating in our annual associate engagement survey, which we have conducted since 2011. This is an important activity in our organization as it provides valuable feedback and helps us understand where we are succeeding and where we have opportunities to improve. The results of the annual survey are reviewed with our Board.

Corporate Social Responsibility

Our commitment to corporate social responsibility is outlined in the "Corporate Social Responsibility" section of the Investor Relations section of our corporate website, which can be accessed at www.burlingtoninvestors.com. Included in this section of the website is our first annual Corporate Social Responsibility report (covering fiscal 2018), which highlights our corporate social responsibility efforts including focus areas covering environmental, social and governance (ESG) issues of greatest importance to our business and stakeholders. Our corporate social responsibility efforts, which our Nominating and Corporate Governance Committee oversees, are reflected across the following five pillars:

- Our Associates.** Attracting, developing, and retaining top talent is one of Burlington's primary growth strategies because we know that our success depends on cultivating an engaged and motivated workforce. Our goal is to create an environment where associates are focused on driving results and everyone feels welcome and empowered to build a career.
- Our Community.** Our community is a caring company that gives back to its local and global community through established philanthropic programs that reflect the values of our team and rapid response efforts to unexpected disasters.
- Our Environment.** We understand that a successful business is one that manages its impacts and acts as a responsible steward of the environment. Today's environmental challenges—from climate change to pollution to resource scarcity—mean that all companies should prioritize sustainability, and at Burlington, we are doing our part.
- Our Supply Chain.** Our commitment to ESG issues extends beyond our direct operations, as we factor ESG considerations into our global supply chain. Issues such as human rights, environmental impacts and responsible sourcing all inform how we manage the suppliers we use to stock our facilities and stores.
- Our Governance and Ethics.** Having a strong standard of ethical business practices and governance systems is key to our success as a business. These standards serve as a foundation for all of Burlington's operations, from how risk is managed, to how employees treat one another, to accountability structures within the top levels of the organization.

Burlington Stores, Inc. 2020 Proxy Statement | 27



Company Culture and Employee Engagement

Under the oversight of our Board of Directors and leadership of our executive management team, our employees collaborate and innovate relentlessly to improve the experience for both our dealer customers and consumers utilizing our online marketplace. In connection with maximizing our employees' engagement, which we believe is linked with performance, retention, collaboration, innovation, and development, we conduct an employee engagement survey at least annually to help our management team gain insight into and gauge employees' feelings, attitudes, and behaviors around working at CarGurus. More than 90% of our employees participated in our 2019 engagement surveys, which gave our employees the opportunity to tell us what we are doing well and what we can improve on. Based on employee feedback, we identified certain company-wide focus areas, including with respect to enhancing our diversity, equity, inclusion and belonging efforts, which we agree is critical to our long-term success.

While we still have much to improve, during 2019 we made significant strides toward fostering a culture that welcomes diversity, promotes equity and inclusivity, and ensures belonging, including by:

- Hiring our first Diversity, Inclusion & Belonging Program Manager;
- Establishing an internal Diversity, Inclusion and Belonging advisory team, a cross-functional leadership team focused on driving our collective strategy and providing ongoing thought partnership and support of our efforts to create a more diverse, equitable and inclusive workplace;
- Launching a number of employee resource groups – including CarGurus Salutes Service, Extra@CarGurus, People of Color@CarGurus and Women@CarGurus – which were formed by our employees to enable employees' coming together, sharing their voices, commonalities and interests, and furthering diversity, equity, inclusion and belonging efforts;
- Embedding our commitment to diversity, equity, inclusion and belonging into our new-hire training program;
- Educating over 90% of our U.S. people managers about unconscious bias and training 100% of our new managers in creating psychologically safe and inclusive teams;
- Facilitating trainings for our Talent Acquisition team on how to create a more inclusive hiring process;
- Completing our first inclusion survey and second annual pay equity analysis; and
- Piloting a women's mentorship program in which nearly 100 employees participated as mentors or mentees.

Building on the progress we made in 2019 on diversity, equity, inclusion and belonging, we begin 2020 with a strong foundation in place for goal setting, feedback and accountability, and both top-down and bottom-up strategies to achieve these shared objectives.

One of our core values is integrity, which we endeavor to achieve by acting responsibly and considering the impact of our actions on one another, our partners and the world around us. Our Charitable Giving program, established in 2018, highlights our commitment to this core value by supporting our local communities. This program allows our employees to submit nominations for grants to tax-exempt organizations, which are reviewed by a committee of our employees and awarded to selected charities on a quarterly basis. The amount of donations under our Charitable Giving program increased in 2019 compared to the prior year.

We also believe that it is important to conduct business in an environmentally responsible manner. For example, the building that will house our future headquarters in Boston, Massachusetts will offer cutting edge systems for energy efficiency and sustainability, consistent with a LEED Gold certified building, will be easily accessible by public transportation and will have electric vehicle charging stations and indoor bike racks.

We will continue to invest in our employees, culture and community, and we expect to consider and report on environmental, social and governance factors as they evolve within the Company.

Communicating with the Board of Directors

Our Board of Directors gives appropriate attention to written communications that are submitted by stockholders and other interested parties and will respond if and as appropriate. The General Counsel is primarily responsible for monitoring communications to our Board of Directors from stockholders and other interested parties and for providing copies or summaries of such communications to members of the Board of Directors as she considers appropriate.

Communications are forwarded to all members of the Board of Directors if they relate to important substantive matters and include suggestions or comments that our General Counsel considers to be important for the members of the Board of Directors to know. In general, communications relating to corporate governance and corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and duplicative communications.


16



Corporate Governance - Citizenship at Chubb

Citizenship at Chubb

Our Mission



Protecting the Present and Building a Better Future

Good corporate citizenship lies at our core—how we practice our craft of insurance, how we work together to serve our customers, how we treat each other, and how we work to help make a better world for our communities and our planet. Citizenship is about responsibility—and we express that responsibility in a way that reflects our core values and our mission to protect the present and build a better future.

We accomplish our mission by providing the security from risk that allows people and businesses to grow and prosper. Our mission is realized by sustaining a culture that values and rewards excellence, integrity, inclusion and opportunity; by working to protect our planet and assisting less fortunate individuals and communities in achieving and sustaining productive and healthy lives; and by promoting the rule of law.

From our roots in 18th century Philadelphia, we have built Chubb to be a dynamic, forward-looking global enterprise with a commitment to responsible citizenship. We act on this promise of responsibility through a wide range of activities that include our contributions of time and money.

Underlying our mission and commitment is a strong leadership and governance structure. At the senior executive level, our management Executive Committee oversees our Citizenship program, led by our General Counsel in that regard, and ensures that our activities and policies are consistent with Chubb's culture, values and mission. Our Board of Directors has delegated to our Nominating & Governance Committee responsibility for overseeing Chubb's Citizenship (ESG) activity, and other Board Committees monitor and review specific Citizenship-related matters in accordance with their charters. Citizenship also remains a full Board topic; for example, our General Counsel presented to the Board on current and upcoming Citizenship efforts at its year-end meeting in 2019.

We are also active in engaging with key stakeholders (including our shareholders, employees, rating agencies, interest groups and others) on our Citizenship initiatives and consider their feedback. Set out below are just a few of the many initiatives that we are proud of and hope you find of interest. As part of our commitment to accountability and transparency, we also provide regular reports and updates on our Citizenship and sustainability initiatives, including an annual environmental report and an annual report on political activity. For more information, including access to these reports, visit our website at: chubb.com/us-en/about-chubb/citizenship.aspx.

Philanthropy

Chubb recognizes its responsibility to assist less fortunate individuals and communities in achieving and sustaining productive and healthy lives in geographic areas where the Company operates. The Company's philanthropy is funded principally through the Chubb Charitable Foundation and the Chubb Rule of Law Fund.

The Chubb Charitable Foundation addresses actionable problems and contributes to helping alleviate poverty, improve the health of at-risk populations, provide access to quality education and protect the environment. In the last 10 years, the Company has contributed more than \$100 million to the Chubb Charitable Foundation.

For many years, for example, the Chubb Charitable Foundation has supported the International Rescue Committee, including its efforts to help refugees get settled and establish productive lives. The Chubb Charitable Foundation has helped build schools in China and Vietnam, fund micro-finance projects in Mexico and Colombia, and serve as a major partner for Teach For America and Teach For All programs in the United States and around the globe.

60 Chubb Limited 2020 Proxy Statement



Our Culture, Values, and Sustainability & Corporate Social Responsibility (CSR)

CULTURE AND VALUES

Our Code of Conduct emphasizes three guiding principles that inform how we treat our employees, our customers, the virtual markets and communities supported by our services, and (more broadly) the global community:

- Ensure customer success
- Focus on results
- Strive for excellence

While we are committed to delivering value for our stockholders, we believe we also have ethical and moral responsibilities to our other stakeholders – including our customers, our employees, our vendors, our community of suppliers, and more. As one positive recognition of our efforts, Coupa was pleased to be named as one of Fortune's Best Workplaces in the Bay Area in 2019.

SUSTAINABILITY & CSR

Coupa is committed to advancing our sustainable business practices and strives to drive environmental and social impact for our customers and in our communities. While we have begun building a foundation for employee volunteerism and community giving, we are in the process of developing a more comprehensive sustainability strategy and have designated a sustainability and CSR lead to do so. We also ensure to work cross-functionally to make progress across our various sustainability efforts.

IMPACT OF OUR CORE BUSINESS

We design, develop, sell and provide a cloud-based software service intended to make business spend management more efficient for our customers. Like Software-as-a-Service (SaaS) pioneers in other industries, we intend for our solution to reduce not only the amount of expense our customers record in their financial statements, but also reduce the harder to quantify environmental and social costs of conducting business.

We believe our reach through our unique network of customers, suppliers, and business partners as well as our product offerings and infrastructure, give us a unique opportunity to enable business spend that minimizes environmental and social risk but also drive greater positive impact in global supply chains.

By digitizing internal approval processes and communications between employees as well as the order, negotiation and contracting processes between our customers and their vendors, our software service helps businesses eliminate or reduce costs traditionally associated with inefficient business processes and physical record-keeping. Digital business transformation tends to reduce an organization's reliance on paper in particular, thereby reducing corporate demand for a vital natural resource. While we have not attempted to quantify the impact and do not want to overstate the significance of our small role in an enormous global effort, we believe that our software solutions play a non-trivial role in reducing global corporate demand for and use of paper.

21

Total of 02 pages in section



CORPORATE RESPONSIBILITY

We believe that effective corporate governance, a positive corporate culture that acknowledges the importance of our stockholders, tenants, employees and business associates, and good corporate citizenship are critical to our ability to create long-term value. In that regard, we have adopted practices that we believe promote and enhance our corporate governance, culture and environmental stewardship.

Corporate Governance Practices

The following highlights certain key aspects of our corporate governance:

- **We Have an Independent Board.** Seven of our nine director nominees are independent.
- **We Have an Independent Non-Executive Board Chairman.** We separate the roles of Chairman and Chief Executive Officer and have an independent non-executive Chairman of the Board.
- **Our Key Board Committees are Fully Independent.** Each member of our Audit, Compensation and Nominating and Corporate Governance Committees is an independent director.
- **Our Independent Directors Meet Without Management.** Our independent directors hold regular executive sessions without management present.
- **We Do Not Have a Staggered Board.** We hold annual elections for all of our directors.
- **We Assess Board Performance.** We conduct regular assessments of our Board and Board committees.
- **We Value Periodic Board Refreshment to Promote Effective Board Structure and Composition.** Four of our nine director nominees have joined the Board since September 2019.
- **We Have a Diverse Board and Management Team.** We demonstrably value diversity in our Board and in our Company; one-third of our Board and our named executive officers is female.
- **We Value Transparency.** We are committed to being a leader in providing detailed disclosures about our business to our stockholders.
- **Investor Engagement.** We value investor input and are committed to maintaining an active dialogue with our investors. During 2019, we held over 185 face-to-face meetings with investors, in addition to attending industry conferences.
- **We Maintain Stock Ownership Guidelines.** We have adopted a stock ownership policy applicable to our executive officers and outside directors under which they are expected to maintain beneficial ownership of shares of our common stock (including securities convertible into or exercisable or exchangeable for common stock) with a value equal to a specified multiple of their annual base cash compensation.
- **We Have Opted Out of the Maryland Unaffiliated Takeover Act.** We have opted out of the control share acquisition statute and the business combination provisions in the Maryland General Corporation Law and we may not opt back in to these provisions without stockholder approval.
- **We Do Not Have a "Poison Pill."** We do not maintain a stockholder rights plan (commonly referred to as a "poison pill"). We will not adopt one in the future without (a) the approval of our stockholders or (b) seeking ratification from our stockholders within 12 months after adoption of the plan if the Board determines, in the exercise of its duties under applicable law, that it is in the Company's best interest to adopt a rights plan without the delay of seeking prior stockholder approval.

Corporate Culture and Employees

We seek to provide a work environment that attracts, develops and retains top talent by providing our employees a rewarding work experience that allows for career development and opportunities for meaningful civic involvement. Our employees further our commitment to social responsibility through their efforts to become involved in outside organizations that promote education, environmental and social well-being.

7

Total of 02 pages in section



Culture and Engagement

We believe that our action-oriented, values-based, and purpose-driven work culture is a competitive advantage in attracting and retaining top talent. Etsy's employees work hard every day to bring innovative ideas to Etsy to strengthen the experience for sellers and buyers in our marketplaces. We are focused on maximizing our employees' engagement, which is linked with high performance, retention, innovation, and growth.

In May 2019, Etsy conducted an engagement survey of all global employees:

- 93% of employees submitted a response.
- 76% of respondents reported favorable employee engagement.
- We use the results of our engagement survey to guide the development of more dynamic programs that build knowledge and skills and connectedness between employees.

We believe employee engagement comes from fulfilling work focused on serving the needs of our sellers and buyers and from ample personal and professional growth opportunities. To that end, we strive to offer competitive benefits, including, but not limited to, the following examples:

- We have a gender-blind parental leave policy that is available to all Etsy employees globally. Through this policy we aim to support and enable parents to play equal roles in building their careers and nurturing their families.
- We offer our employees paid time off to volunteer so that they can support the causes and organizations they are passionate about.

Leadership and Corporate Governance

Executive Team

We believe that we have built a highly qualified and effective executive team. Each person brings both fresh perspectives and deep expertise to their particular roles. We're proud that over half of our executive team identify as women.

Our executive officers are:

- Josh Silverman, President and Chief Executive Officer, leading Etsy in its growth and strategic direction
- Rachel Glaser, Chief Financial Officer, overseeing our global financial operations
- Mike Fisher, Chief Technology Officer, leading our engineering teams
- Kruti Patel Goyal, Chief Product Officer, leading our product teams
- Raina Moskowitz, Senior Vice President, People, Strategy and Services, overseeing our strategy and leading our human resources and operations teams
- Ryan Scott, Chief Marketing Officer, leading our marketing teams
- Jill Simone, General Counsel and Secretary, leading our legal, policy, and advocacy teams

6 2020 Proxy Statement Etsy

FINANCIAL INSTITUTIONS, INC.



CORPORATE GOVERNANCE AND BOARD MATTERS	
<p>Clawback Provision</p> <p>Our executive incentive compensation plan documents and award agreements incorporate a clawback provision to ensure that incentive compensation is paid based on accurate financial and operating data and the correct calculation of performance against incentive targets. This provision authorizes us to seek recovery of any payment, bonus, retention award or incentive compensation award that was determined using materially inaccurate criteria. To date, no clawback action has been required.</p>	<p>During 2019, certain of our directors and executive officers and their respective affiliates were customers of and had loans and/or other transactions with us and/or our subsidiaries. All such loans and other transactions were made in the ordinary course of business on substantially the same terms, including interest rates and collateral, as those prevailing at the time they were made for comparable loans and other transactions with persons not related to us. These loans and other transactions did not involve more than the normal risk of collectability or present other unfavorable features to the company.</p>
<p>Derivatives, Pledging and Hedging Policy</p> <p>Our Insider Trading Policy prohibits all employees and members of our Board of Directors from pledging shares on margin, trading in derivative securities of our common stock or engaging in the purchase or sale of any other financial instruments (including forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of our common stock.</p>	<p>All loans to our directors and executive officers are subject to limitations contained in and made in conformity with the Federal Reserve Act and applicable regulations. Presently, we have such loans and expect to have similar loans with our directors, executive officers, substantial shareholders and their affiliates in the future.</p>
<p>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</p> <p>Our Related Party Transactions Policy provides for the oversight of related party transactions, as defined under Item 404(a) of Regulation SK. Our Chief Risk Officer is notified when a potential related party transaction is being contemplated. Potential transactions are referred to the Audit Committee of our Board of Directors. The Audit Committee determines whether the transaction is a related party transaction. If the Audit Committee determines that the potential transaction would be a related party transaction, the committee decides whether to approve or decline the proposed transaction. The Audit Committee has not established a written policy regarding the factors it considers in deciding whether to approve a potential related party transaction. Instead, the Audit Committee considers regulatory requirements and all other factors it deems appropriate using its business judgment.</p> <p>During 2019, we were not a party to any transaction or series of transactions in which the amount involved exceeded \$120,000 and which any director, executive officer or related party had or will have a direct or indirect material interest other than:</p> <ul style="list-style-type: none"> • Compensation arrangements described within this document; and • The transactions described below. 	<p>CORPORATE RESPONSIBILITY AND SUSTAINABILITY</p> <p>Culture</p> <p>Our company is mission-based — committed to the promise to put our customers' financial well-being at the heart of everything we do. We work to build relationships that make a difference and we come to work every day empowered to help our customers, each other and the communities we serve. Our success in maintaining this promise is rooted in our culture, developed to guide our associates in living our promise.</p> <p>In an ever-evolving world, and in an industry where we are steadily changing to bring our associates and customers into tomorrow, our culture is rooted in basic core values that empower our team to:</p> <ul style="list-style-type: none"> • Work in a welcoming environment of trust, integrity and respect where success is recognized, and careers are encouraged • Commit to meet the needs of the communities where we live and work and the performance expectations of our shareholders and • Know our customers and respond with products and services that improve their financial well-being. <p>Our culture and values are reinforced in a variety of ways throughout the year and we dedicate time and energy to upholding our commitment to our associates and communities, reinforcing our values through meetings, recognition events and various other channels.</p>
6 Financial Institutions, Inc.	

Total of 02 pages in section

F.N.B. CORPORATION



Summary		
SUMMARY		
Superior Governance Practices		
Our governance practices promote Board effectiveness and the interests of shareholders. These practices adhere to widely-recognized public company best practices and are described in additional detail under the <i>Corporate Governance Highlights</i> section of this proxy statement.		
Dynamic, Independent and Effective Board	Commitment to Shareholder Rights	Strong Corporate Culture
<p>Maintain Independent Board. 11 of our 12 director-nominees are independent and meet at least twice a year in executive sessions presided by our Independent Lead Director. Also, our key standing Board committees are composed entirely of independent directors.</p>	<p>Maintain a Declassified Board. Board of Directors is elected annually and must receive a plurality of votes cast by the shareholders at the Annual Meeting.</p>	<p>Board Oversight of Risk. Our Board oversees risk management through multiple layers of review, including from individual business units and management risk committees, and receives reports regarding F.N.B.'s risk management processes and issues from our Audit and Risk Committees, executive management, Information Security Department and our Chief Risk Officers.</p>
<p>Strong Independent Lead Director. Rigorous selection process and empowered with the necessary tools to serve as an effective counterbalance under our unified structure.</p>	<p>One Share, One Vote Policy. Each shareholder is entitled to one vote for each share they own.</p>	<p>High Standards of Accountability. Our Code of Conduct applies to our directors, as well as all our employees, providing a framework for high standards of ethical conduct and cultivating a culture of honesty, integrity and accountability.</p>
<p>Dynamic Succession Planning. Dynamic succession planning process for Board, Board leadership and senior management.</p>	<p>Shareholder Access to Board. Shareholders may communicate directly with our Board, any Director or Board Committee.</p>	<p>Anti-Hedging Policy. Directors, executive officers and other employees of F.N.B. are prohibited from engaging in hedging strategies involving F.N.B. Stock and other derivative securities transactions based on the value of F.N.B. common stock.</p>
<p>Value Board Diversity. 33% of our director-nominees qualify as diverse under traditionally accepted diversity standards.</p>	<p>Special Shareholder Meetings. F.N.B. has long maintained the right to call special meetings via written consent.</p>	<p>Corporate Responsibility. Regular reports to Board on corporate responsibility strategies and updates regarding targeted goals.</p>
<p>Committed Board. The average attendance by all directors at Board and committee meetings during 2019 was approximately 98%.</p>	<p>Proactive Shareholder Engagement. Regularly solicit, meet with and consider feedback from shareholders on financial performance and corporate responsibility matters.</p>	<p>Well-Informed Board. The Board is annually required to complete a rigorous education curriculum encompassing ethical standards, fiduciary duties and other important topics relevant to their Board service.</p>
<p>Meaningful Stock Ownership Policy. Policy is designed to ensure that the interests of the Directors and Executive Officers are meaningfully aligned with shareholders' interests.</p>	<p>Governance Best Practices. Governance practices adhere to globally-recognized Investor Stewardship framework, as well as other emerging governance "best practices" developments.</p>	<p>Commitment to our Communities. Our Board members are actively involved in working with non-profit community development and charitable organizations throughout our markets.</p>
2 F.N.B. Corporation		

FORTIVE CORPORATION



Compensation Discussion and Analysis	
<p>Aligning Compensation with Our Shared Purpose and Values</p> <p>We designed our incentive compensation program with the goal of translating our Shared Purpose and Values into action by each of our executive officers.</p>	
<p>OUR SHARED PURPOSE</p> <p>Essential technology for the people who accelerate progress.</p> <ul style="list-style-type: none"> • We seek out talented, curious people with a passion for creativity, innovation, continuous improvement, and customer experience. • We apply creativity and rigor to breakthrough products, services and processes. • Kaizen, or continuous improvement, is the foundation of our culture and fuels our passion for finding a better way. • We build our businesses to attract and retain long-term shareholders and employees. 	
<p>As we describe below in "Annual Incentive Awards – Personal Performance Factor," the personal performance goals for our incentive compensation program are anchored in the Values underlying our Shared Purpose. For example, the Compensation Committee established the following personal performance measures for Mr. Lico, our President and CEO, each of which is anchored in one of the Values:</p>	
<p>WE BUILD EXTRAORDINARY TEAMS FOR EXTRAORDINARY RESULTS</p> <p>Qualitative and quantitative performance relating to improvement of overall organization strength, including succession planning for the leadership team, employee engagement and employee performance enablement.</p>	<p>WE COMPETE FOR SHAREHOLDERS</p> <p>Evolution of the portfolio in alignment with strategy and consolidated financial performance in terms of core revenue growth, EPS, free cash flow and recurring revenue.</p>
<p>PERSONAL PERFORMANCE FACTOR</p> <p>CUSTOMER SUCCESS INSPIRES OUR INNOVATION</p> <p>Qualitative and quantitative performance relating to effective capital deployment to increase long-term performance by executing acquisition, strategic initiatives, portfolio development strategies and technological advancement strategies.</p> <p>KAIZEN IS OUR WAY OF LIFE</p> <p>Qualitative and quantitative performance relating to leveraging innovation process and organizational capabilities across the portfolio and to advancement of organizational adoption of long-term technology trends through leveraging the company's innovation platform.</p>	
48 2020 Proxy Statement FORTIVE CORPORATION	

GENERAL MILLS, INC.



<p>Culture and Sustainability</p> <p>Your board recognizes its unique responsibility to set the appropriate "tone at the top." We partner with management in fostering a culture of inclusion, respect and ethical behavior. "Do the right thing all the time" is one of the company's long-standing core values, which has been central to its business and its reputation as a trusted global food company. The board and its committees are committed to overseeing the long-term success of the company's culture and values.</p> <p>We are the current stewards of a strong legacy and culture of corporate citizenship that respects the environment and creates a positive impact on the world while driving sustainable business performance. In 1971, General Mills was one of the first public companies to form a public responsibility committee of the board. Today, the company continues its leadership in sustainability and public responsibility by focusing on initiatives that drive our long-term business sustainability and support the communities in which we operate. In fiscal 2019, the company set goals to make 100% of its packaging responsible by design by 2030, a critical driver in creating a more sustainable value chain. We also committed to advance regenerative agriculture practices on 1 million acres of farmland in North America by 2030 to protect and enhance natural resources and farming communities in our supply chain.</p> <p>Executive Compensation Linked to Strategy and Performance</p> <p>Our executive compensation programs are integral to the achievement of our long-term strategy and growth framework. The compensation committee of the board is responsible for overseeing the design and implementation of a compensation program that both incentivizes the accomplishment of our priorities and holds management accountable for company performance. The result is a program that is closely aligned with our strategic priorities and highly correlated with financial results.</p> <p>Investor Engagement</p> <p>Finally, I would like to emphasize the value that your board places on the interactions the company has with its shareholders and the feedback received from such conversations. Building on our history of proactive shareholder outreach, in fiscal 2019 the company met with more than 150 investors who collectively held nearly 50% of our outstanding shares to discuss topics including business strategy and priorities, board composition and refreshment, executive compensation and sustainability practices. The feedback received during these meetings is an important contribution to boardroom conversations and decision-making. We look forward to your continued input, and we thank you for the opportunity to serve General Mills on your behalf.</p> <p>August 12, 2019</p> <p>Sincerely,</p> <p>R. Kerry Clark Independent Lead Director</p>	<p>GENERAL MILLS, INC. - Notice of 2019 Annual Meeting of Shareholders and Proxy Statement</p>
---	--

THE GOLDMAN SACHS GROUP, INC.



CORPORATE GOVERNANCE – BOARD OVERSIGHT OF OUR FIRM
Key Areas of Board Oversight

CULTURE

- Management's role in shaping the firm's culture is critical, and our Board's oversight of firm culture is an important element of its responsibilities, in each case particularly because our people are our greatest asset. Our culture is core to our Board's Committees' focus on the firm's reputation and to management's operation of the firm responsibly for the long-term.
 - We expect our people to maintain high ethical standards in everything they do. It is only with the determination and dedication of our people that we can serve our clients, generate long-term value for our shareholders and contribute to economic progress.
- Our Board holds senior management accountable for embodying an appropriate "tone at the top" and for maintaining and communicating a culture that emphasizes the importance of compliance with both the letter and spirit of the laws, rules and regulations that govern us.
 - Oversight of culture takes many forms, and includes oversight of strategy and risk tolerance, review of governance policies and practices, the receipt of governance metrics, regular discussions with the firm's Compliance, Legal, Risk and Internal Audit functions, and oversight of CEO and senior management performance and compensation.
 - These are also topics on which our firm regularly engages with our shareholders, regulators and other stakeholders.
- Our culture has been a cornerstone of our business and performance throughout our history. Our 14 Business Principles (available on our website at www.gs.com), which were originally codified in 1979, outline our commitment to our clients and our cultural expectations, including how teamwork, excellence, personal initiative and accountability are integral to our long-term success. These principles continue to guide us and were recently distilled into our Core Values, which inform everything that we do.
- Our Core Values are embedded in, and regularly reinforced at, every step of our peoples' careers, from onboarding to training, performance development, compensation and promotion processes.
- These efforts are underscored by our focus on cultivating and sustaining a diverse work environment and workforce, which is critical to our ability to meet the unique needs of our diverse client base and the communities in which we operate, as well as our commitment to diversity more broadly as stewards of the global capital markets.
 - For example, during 2019 the firm announced new initiatives aimed at increasing the representation of diverse communities at all levels across the firm, including aspirational goals to increase the representation of analyst and entry-level associate new joiners to the firm, as well as other talent development programs and diversity intention initiatives. In addition to these internal initiatives, the firm also recently announced a commitment to only underwrite IPOs in certain jurisdictions for companies with at least one diverse board member.

CONDUCT

- We strive to maintain the highest standards of ethical conduct at all times, consistent with our Business Principles and our Core Values. For example:
 - Our Board regularly receives governance metrics, including metrics focused on conduct, controls and business integrity matters as well as attrition and complaints, and engages in regular discussions with the Compliance, Legal, Risk and Internal Audit functions.
 - Our Board also expects management to examine and to report to it on "lessons learned" from events at our firm or in our industry, as appropriate.
 - The new Performance Assessment Framework not only assesses the firm's financial performance, but also takes into account a wide array of non-financial factors.
- As part of our ongoing commitment to dialogue, education and formal training, the firm offers a range of programs focused on our business standards and conduct.
 - Our Code of Business Conduct and Ethics (available on our website at www.gs.com) outlines our shared responsibility to our clients, our colleagues and our communities.

28 Goldman Sachs | Proxy Statement for the 2020 Annual Meeting of Shareholders

THE GOODYEAR TIRE & RUBBER COMPANY



CORPORATE GOVERNANCE PRINCIPLES AND BOARD MATTERS
Corporate Responsibility

Inspiring Culture

Our Employee Resource Groups (ERGs) support our diversity and inclusion initiatives and provide associates access to coaching, mentoring and professional development. In 2019, we added a seventh ERG to our Akron campus: Asia, India, Middle East (AIME). We've also launched 14 additional ERG chapters globally for a total of 24. Collectively, membership has grown 80% year-over-year and we've offered more than 75 professional development opportunities for ERG members.

We also held our third annual Global Week of Volunteering in 2019. With 32 Goodyear locations participating, our associates provided more than 9,200 hours of volunteer service to more than 78 community organizations around the world. Throughout the year, associates provided approximately 33,000 hours of volunteer service to 200 community organizations.

In 2019, the Goodyear Blimps and U.S. Marine Corps "Toys for Tots" program raised almost \$120,000 and generated over 17,000 toys for families during the holiday season, bringing the combined total since 2010 to more than 150,000 toys and nearly \$500,000. Additionally, in 2019, Goodyear provided over 265 blimp ride certificates, which generated over \$400,000 to benefit the recipient nonprofits' missions and work in the community.

Our Corporate Responsibility Report is typically published in the second quarter of each year. For more information on Goodyear's commitment to corporate responsibility, please visit www.goodyear.com/responsibility. Please note, however, that information contained on the website is not incorporated by reference in this Proxy Statement or considered to be a part of this document.

Communications with the Board

As described on Goodyear's website at <https://corporate.goodyear.com/en-US/investors/governance/contact-board.html>, shareholders may communicate with the Board or any of the directors (including the Lead Director or the non-management directors as a group) by sending correspondence to the Office of the Secretary, The Goodyear Tire & Rubber Company, 200 Innovation Way, Akron, Ohio 44316-0001. All communications will be compiled by the Secretary and submitted to the Board or the individual directors on a periodic basis.

Board Independence

The Board has determined that ten of the twelve director nominees are independent within the meaning of Goodyear's independence standards, which are based on the criteria established by The Nasdaq Stock Market and are included as Annex I to Goodyear's Corporate Governance Guidelines. Mr. Kramer, our Chairman of the Board, Chief Executive Officer and President, is not considered independent. In addition, in light of his relationship with the USW, Mr. Wessel is not considered independent. Further, the Board expects that Mr. Wessel will recuse himself from discussions and deliberations regarding Goodyear's relationship with the USW. The Board also determined that the nature and size of the ordinary course commercial relationships between Goodyear and Parker-Hannifin Corporation and between Goodyear and Cisco Systems, Inc. did not impair the independence of Mr. Williams or Mr. Sisu, respectively. The relationships were de minimis, constituting less than three one-hundredths of one percent (0.03%) of either Goodyear's or Parker-Hannifin's consolidated gross revenues in the most recent fiscal year and constituting less than one one-hundredth of one percent (0.01%) of either Goodyear's or Cisco Systems' consolidated gross revenues in the most recent fiscal year.

12

HEIDRICK & STRUGGLES INTERNATIONAL, INC.



Culture and Community

- Heidrick is committed to the importance of culture, both internally and for our clients. We believe that culture is a critical catalyst in magnifying the impact of leaders, and we offer several client-facing solutions to help our clients measure, understand and improve their cultures, including our organizational assessment capabilities and our culture-shaping solutions.
- Heidrick's culture is built on our values, which are at the core of everything we do. Below is a summary of the Company's Values.

HEIDRICK & STRUGGLES
VALUES AT THE FOUNDATION OF OUR FIRM

OUR PURPOSE
We help our clients change the world, one leadership team at a time™

OUR VISION
To serve our clients as trusted advisors providing diversified solutions across executive search, leadership consulting and culture shaping.

OUR VALUES
WE AS ONE FIRM
We work as one firm and succeed through collaboration, inclusion and valuing diverse points of view.

GROW WITH OUR CLIENTS
Our clients inspire us to create innovative solutions and exceed expectations.

OWN THE RESULTS
We work to make things happen and own the outcome.

ALWAYS ACT WITH INTEGRITY
We operate at the highest levels of ethics and integrity in all we do.

HEIDRICK & STRUGGLES

- We are also committed to being good corporate citizens in the communities we serve. On September 26, 2019, Heidrick employees participated in our first ever Global Day of Service where we, as a firm, gave back to our communities – raising awareness, volunteering and raising funds for non-profits and organizations focused on education, training, development and other local causes.
- In 2019, the Company formed a Philanthropic Committee to establish a coordinated, global approach to supporting the charitable causes and philanthropic endeavors that impact our employees, clients and communities.

6

HESS CORPORATION



Proxy Summary

Our Purpose: To Be the World's Most Trusted Energy Partner

Hess Corporation is a global Exploration and Production ("E&P") company engaged in the exploration, development, production, transportation, purchase and sale of crude oil, natural gas liquids, and natural gas.

As a leading independent energy company, our purpose is to be the world's most trusted energy partner through our strong company values and focus on long-term strategy. We are committed to developing oil and gas resources in an environmentally responsible and sustainable manner. We are focused on building a company that makes a positive impact for all stakeholders: our investors, employees, partners and the communities in which we do business.

Hess Values

Our company values set the framework and establish the ethical standards by which we conduct our business.

- Integrity:** We are committed to the highest level of integrity in all our relationships.
- People:** We are committed to attracting, retaining and energizing the best people by investing in their professional development and providing them with challenging and rewarding opportunities for personal growth.
- Performance:** We are committed to a culture of performance that demands and rewards outstanding results throughout our business.
- Value Creation:** We are committed to creating stockholder value based on sustained financial performance and long-term profitable growth.
- Social Responsibility:** We are committed to meeting the highest standards of corporate citizenship by protecting the health and safety of our employees, safeguarding the environment and creating a long-lasting, positive impact on the communities where we do business.
- Independent Spirit:** We are committed to preserving the special qualities and unique personality that have made us a successful independent enterprise.

Corporate Culture and Human Capital Management

We are committed to having an engaged, diverse and inclusive workplace that fosters learning, development and innovation. Our leadership team conducts a robust program of employee engagement and we have invested in the personal and professional development of our employees through programs that focus on leadership, early career and diversity, as well as mentorship programs and employee resource groups. Our leadership team holds regular employee town halls and conducts annual surveys on employee understanding of and engagement in strategy and business priorities. We monitor a variety of metrics to ensure the health of our company culture and alignment with our values and strategic business priorities. Employee turnover, diversity and inclusion and leadership development metrics, along with qualitative data are discussed at the compensation and management development committee regularly throughout the year and shared with our board of directors. Directors also have opportunities throughout the year to meet with employees and visit our assets and offices.

III 2020 PROXY STATEMENT

HONEYWELL INTERNATIONAL INC.



02 | CORPORATE GOVERNANCE

Both the Audit Committee and the full Board review the results of the annual ERM assessment. During the reviews, Honeywell's CFO and General Counsel jointly present the results of the ERM assessment in a manner designed to provide full visibility into the risks facing Honeywell and how management is mitigating those risks, thereby enabling the Board to effectively exercise its oversight function. To facilitate continued monitoring and oversight by the Board, key risk areas identified during the ERM process and management's associated mitigation activities become part of Board and/or committee meeting agendas for the following year.

Every three years, the ERM process includes one-on-one meetings with each Board member to discuss each director's "top down" view of risks facing the enterprise, to solicit the director's recommendations for improving the ERM process, and to ensure that the universal of risks and the metrics for identifying key risks, in terms of likelihood of occurrence and potential financial impact, both realistic and appropriate. Feedback from the one-on-one interviews with the individual Board members is presented to the full Board and incorporated in our ERM program and risk mitigation efforts.

OVERSIGHT OF STRATEGY

One of the Board's primary responsibilities is overseeing management's establishment and execution of the Company's strategy and the associated risks. The full Board oversees strategy and strategic risk through robust and constructive engagement with management, taking into consideration our key priorities, global trends impacting our business, regulatory developments, and disruptions in our industries. The Board's oversight of our strategy primarily occurs through deep-dive annual reviews of the long-term strategic plans and annual operating plans of each of our businesses. During these reviews, management provides the Board with its view of the key commercial and strategic risks faced by each business unit, and the Board provides management with robust feedback on whether management has identified the key risks and is taking appropriate actions to mitigate risk. In addition to the review of each business' strategic and annual plans, specific areas of risk and opportunity are tabled for further Board and/or committee discussion as specific risks arise or as requested by management or individual Board members to ensure additional Board engagement on the areas of risk that are most impactful to Honeywell's strategic direction.

The Board's oversight of strategy is prominent in the Company's mergers, acquisitions, and divestiture activity. From strategy and vision to pipeline reviews, individual transaction approval, deal execution and integration, the Board is engaged in all aspects of our mergers, acquisitions, divestitures, and other corporate development activities. With the ultimate goal of achieving outcomes that promote long-term shareholder value, the Board annually engages in a rigorous, thorough, and unbiased review of our portfolio and develops a substantial amount of time at each Board meeting to pressure test potential transactions, review deal execution, monitor integration, and assess long-term outcomes.

OVERSIGHT OF HUMAN CAPITAL AND CULTURE

The Board and the MCCC provide oversight over human capital, with particular focus on culture, talent development and assessment, and succession planning. Honeywell fosters a performance culture where a director, officer, and employees are expected to uphold our foundational principles of Integrity and Ethics, Inclusion and Diversity, and Workplace Respect; where employees can build meaningful careers based on our 9 Behaviors: Have a Passion for Winning, Be A Zealot for Growth, Think Big, Then Make It Happen, Act With Urgency, Be Courageous, Go Beyond, Inspire Greatness, Be Committed, and Become Your Best. The strength of our culture is essential to fulfilling our strategic vision, and the Board and the MCCC work with management to monitor compliance with the foundational principles and measure progress against the 9 Behaviors.

The Board also is closely engaged in the development and management of human capital. The Board's involvement in leadership development and succession planning is ongoing, and the Board provides input on important decisions in each of these areas. The Board has primary responsibility for succession planning for the CEO and oversight over succession planning for other executive officer positions. Annually, the full Board reviews the leadership succession plan for the CEO and his direct reports, which includes identification of "ready now" successors, management's view of potential successors that are not "ready now" but will be within a reasonable timeframe, and development actions necessary to address any gaps in the leadership succession plan. Also discussed are recent and future potential changes involving various leaders and their organizations. In addition, the Board meets regularly with high-potential executives, both in small group and one-on-one settings.

BOARD PRACTICES AND PROCEDURES

BOARD AND COMMITTEE MEETINGS

- Agenda.** The Board and its committees perform an annual review of the agenda items to be considered for each meeting. During that review and throughout the year, each Board and committee member is free to raise topics that are not on the agenda and to suggest items for inclusion on future agendas.
- Number of Meetings and Attendance.** In 2019, the Board held six meetings, and the committees of the Board collectively held 19 meetings. The Board had 100% meeting attendance, and the directors' average attendance rate at meetings of the committees on which they have

Honeywell | Notice and Proxy Statement | 2020

24

Total of 02 pages in section

HUBSPOT, INC.

CORPORATE RESPONSIBILITY AND SUSTAINABILITY

With a mission of helping millions of organizations grow better, we believe HubSpot needs to lead the way by growing better ourselves as a company. Company culture and investing in our people are not only HR priorities but also business priorities. Talent today is looking for companies where they can grow, both personally and professionally, and have an impact. For that reason, we see it as our responsibility to build and scale a culture that helps people do their best work, and is above all, inclusive. In addition to our internal teams dedicated to our culture and diversity, inclusion and belonging, we have a cross-functional sustainability team that is focused on driving forward our corporate responsibility and sustainability efforts. We review our company-wide initiatives and efforts in this area at least annually with our Nominating and Corporate Governance Committee of the Board, which is responsible for and has oversight over this important area under its committee charter.

Our Award-Winning Culture

In 2013, we published the HubSpot Culture Code which outlines our core company values, including transparency, autonomy, flexibility, and HEART (an acronym that describes the characteristics that we believe amazing employees have: humble, empathetic, adaptable, remarkable, transparent). The HubSpot Culture Code was initially published as a commitment to our customers about the kind of company we are. Today, the Culture Code has garnered more than five million views and is a top reason candidates say they are drawn to working at HubSpot. Having the tenets of the Culture Code also helps us stay aligned with our values as HubSpot scales globally. A copy of our Culture Code can be found at www.culturecode.com.

In 2019, HubSpot was proud to be named the #1 Best Place to Work in 2020 by the Glassdoor Employees' Choice Awards. Based on employees' reviews and feedback, this recognition is a strong testament to the innovative culture we are building, and is a signal to talent that HubSpot is committed to their growth and employee happiness. We operationalize HubSpot's core culture values in a few important ways to help make that happen.

- Flexibility.** We believe that results should matter more than when and where they are produced. We also believe that employees today should be able to build work around their lives, and not the other way around. HubSpot employees are encouraged to work from home, work remotely, and use our unlimited vacation policy to build a flexible work schedule. Beyond workplace flexibility, we invest in employees' families, too, with competitive parental leave policies, back-up care options, a ParentSpot employee resource program, and an egg-freezing subsidy benefit so female employees have flexibility in their decision to start a family.
- Learning and growth opportunities.** We invest in employee development at every stage, from hands-on, regionalized onboarding, to 1-1 mentorship through programs like UniStuck and the People of Color at HubSpot mentorship program, to year-round manager trainings thanks to our Leadership Development team. We also recognize that learning no longer only happens in a classroom: Learn@HubSpot is an internal, online learning management system designed by our Learning & Development team with self-paced courses on topics ranging from Search Engine Optimization best practices to how to give and receive feedback. Thanks to Learn@HubSpot, employees can learn on-the-go and when it works best for them.
- Transparency.** We believe employees grow through a culture of transparency, autonomy, and strong customer focus. We encourage employees to think like founders, and openly share the information they need to make decisions, introduce and understand the business. At quarterly all-hands meetings from our Leadership Development team from executives on business performance, company vision, and what keeps them at night, as well as how HubSpot helps customers grow during the Customer Spotlight Q&A. On our internal company website, known as the "Wiki", everyone is encouraged to share, discuss, and debate ideas and developments on everything from diversifying our campus recruitment approach to the latest experiments in customer support automation.
- Thoughtful programming.** As HubSpot grows, we are thoughtful about how we collect employee feedback to scale these values and stay true to our promise of helping employees grow. Our global Culture Team runs programming like HEART Week (a week dedicated to celebrating our core values), Bring Your Kids to Work Day, the Failure Forum (where employees and leadership discuss a time they failed and what they learned from the experience), HubTalks (where influential external leaders, including local politicians, authors, and neuroscience experts, join us for an employee-only Q&A), and more.

2020 PROXY STATEMENT | HubSpot, Inc. 14

86

HORIZON THERAPEUTICS PLC

Fostering Sustainability for Horizon and Beyond: Key ESG Factors

We go to incredible lengths at Horizon to impact lives and make the world a better place. We know that everything we do benefits the patients who use our medicines, their caregivers and treating physicians. It also benefits all of us who work at Horizon. For us it's personal – we want to make a difference. And that difference contributes to our long-term success and sustainability as well. The key areas we believe strongly support Horizon's long-term sustainability include:

Our Governance	<ul style="list-style-type: none">We employ strong corporate governance principles and practices.Our Board of Directors is predominantly independent with a balance of skills and experience.Our Board is diverse in experience, education, talents, gender and race, and has an established diversity policy.Horizon is committed to frequent and active shareholder engagement with an established outreach program. Investor feedback has influenced improvements to our governance.
Our Purpose and Our Focus on Ethics and Integrity	<p>Our purpose is to build healthier communities, urgently and responsibly.</p> <ul style="list-style-type: none">Underpinning all we do is our dedication to making the world a better place, one patient, one medicine, one community at a time.Integrity, honesty and doing the right thing are a part of the core values that define Horizon as a company.We value the trust and reputation behind Horizon's name and promote high standards of integrity, conducting our affairs in an honest and ethical manner, supported by our strong ethics and compliance leadership.Horizon is a proud member of Pledge 1%, a movement empowering companies to donate 1% of product, 1% of equity, 1% of profit or 1% of employee time to improve communities around the world.
Access to Medicines and Our Patient-Centric Focus	<p>We make health a priority, not a privilege.</p> <ul style="list-style-type: none">We work to ensure that patients have access to our medicines, regardless of their ability to pay. We supported patients in 2019 with more than \$1.5 billion in assistance, representing 39 percent of our gross sales.Patients are at the heart of everything we do. We're committed to improving lives by identifying and bringing innovative medicines to market that address unmet medical needs. And we support patients through the entire patient journey.We actively partner with 60-plus patient advocacy groups to raise awareness for many underrepresented diseases and advocate for patients and their communities.
Our Engaged, Diverse Award-Winning Corporate Culture	<p>For us it's personal – we want to make a difference and are consistently recognized for our engagement.</p> <ul style="list-style-type: none">We are consistently recognized as a best workplace in multiple categories, demonstrating a high level of employee engagement.We significantly outscore average biopharma companies in employee loyalty and engagement when comparing to benchmarks of a leading consultant firm.We believe in diversity, that people with different backgrounds and life experiences fuel innovation and success.At all levels of our employee population the percentage of women is above industry standards.We demonstrate gender and ethnicity pay equality, as per a 2019 Aon study.Horizon chairman, president and CEO Timothy Walbert is a signatory of the CEOAction for Diversity and Inclusion pledge.Ours is a culture of inclusion and commitment to developing and marketing medicines, supporting patient advocacy efforts and giving back to the community.

Consistently Recognized as One of the Best Places to Work

Horizon | Proxy Statement 6

IHEARTMEDIA, INC.

The Environment & Sustainability

Agency. During these times of crisis, our platforms are essential to the lives of local residents, with our broadcast digital platforms often as the sole information source in disrupted areas—providing critical and critical information on everything from storm updates and evacuation routes to food banks, rescue and medical care.

HeartIMPACT: HeartIMPACT is our new philanthropic division focused on harnessing the power of advertising to generate funding for nonprofit organizations and community programs across the country. Our mission is to improve the quality of life for millions of Americans by leveraging advertising dollars to positively impact the communities in which we live and work.

The Environment & Sustainability

At iHeartMedia, our commitment to the environment spans every aspect of our business and we are continually looking for ways to reduce our environmental footprint at our stations, LEED certified executive headquarters and live events, and to model the proper behaviors for our employees. We regularly review and implement technology and other measures to make our offices and studios greener, including by reducing our power outputs.

Additionally, we support a number of nonprofit organizations that are helping to solve pressing issues facing our planet. We address environmental issues on-air through both nationally and locally-targeted public service announcements, long-form programming and podcasts. We currently support a number of leading environmentally-focused organizations both nationally and locally. We are also launching a new initiative, iHeartEarth, to inform audiences across our stations and platforms about small steps they can take in their daily lives to help create a major environmental impact, and creating a slate of podcasts that will focus on an array of environmental concerns and issues as well as adding in a layer of environment-related messaging within other relevant and popular podcasts.

Corporate Culture of Inclusion & Development

At iHeartMedia, inclusion is key to our success. Serving 91% of the U.S. population monthly means that we reach and serve almost every community in America, and we need that same diverse representation guiding our company decisions. Inclusion is about letting people in—and eliminating barriers that may keep people out.

We are committed to cultivating diversity throughout our company. We strive to create an inclusive culture that includes and supports gender identity, sexual orientation, race, ethnicity, religion, socioeconomic background, age, disability and more—a culture that reflects the diversity of the many audiences we serve. We achieve this through:

Workforce Diversity: Creating an inclusive organizational culture is one of our key goals and is closely aligned with our business objectives. We are dedicated to attracting and developing an inclusive and talented workforce that will create and deliver a broad spectrum of content for our diverse audiences across our multi-platforms and live events. We have always benefited from a diverse and inclusive executive leadership team—including female senior executives and LGBTQ+ leaders and are committed to ensuring executive representation that is as diverse as the Company as a whole.

Diversity in Programming: We seek quality radio, digital and podcasting programming that appeals to the interests and views of all of our listeners, and we believe in delivering a lineup of on-air personalities and storytellers that represents the diversity, opinions and perspectives of our many audiences, including the recent pledge by the iHeartPodcast Network to invest 50% of its production on new shows and slates from diverse creators. Our company purpose is to connect people through companionship and compelling storytelling, and the main way that we do that is through our personalities and storytellers—all of whom represent the specific communities they serve.

Diversity in Live Events: We produce over 20,000 local events every year that represent the diverse communities we serve. Additionally, our nationally produced tentpole concerts are a representation of the collective audiences we reach.

18

Total of 02 pages in section

8TH EDITION | GUIDE TO EFFECTIVE PROXIES

DFIN

INVITATION HOMES INC.



The Board of Directors and Certain Governance Matters Continued

Every day, we strive to benefit our residents, our associates, our communities, and our shareholders by deeply embedding our values, ethics, and integrity into all that we do. Our logo represents four components: home, neighborhood, community, and Invitation Homes.

Residents

By offering quality homes in attractive neighborhoods, we believe we give residents the choice to lease a home in a community that may not have otherwise been attainable. We strive to provide our residents with a worry-free leasing lifestyle through service that includes welcoming them with an in-person home orientation at move-in, making their lives easier with our Smart Home technology offering, and providing 24/7 maintenance combined with our best-in-class ProCare property management platform.

Associates

Our associates are our most precious resource. From our focus on health and safety to our support for a diverse and inclusive culture, we treat each other fairly and act with honesty, integrity, and respect.

We believe passionately that diverse and inclusive companies make for more innovative, engaged and happy teams. Our organization makes it a priority to celebrate diversity and cultivate a culture of inclusion. In 2019, a grassroots effort in our Dallas headquarters, with the full support of management, led to the creation of a networking and resource group for women. This group held two events in 2019 that were attended by nearly every associate in our Dallas office. Invitation Homes is an equal opportunity workplace dedicated to pursuing and hiring a diverse workforce. In addition, we monitor a variety of diversity demographics and use that data to inform our actions. We are proud that women comprise a meaningful percentage of our executives and senior-level professionals (as of the Record Date).

Management establishes and reinforces our Company culture. We recognize the value of our associates and the need for the Company to build and sustain a culture where associates of diverse backgrounds and abilities contribute their unique viewpoints and perspectives to all aspects of the business. In 2019, we conducted our first annual associate engagement survey and formed teams to address underlying issues that surfaced in the results. In early 2020, we rolled out two new benefits programs—flexible work arrangements and parental leave—as a direct result of the survey.

Our company's workplace wellness initiatives, such as onsite health and wellness services, promote healthy habits and demonstrate managerial support for associates' physical and emotional well-being. Invitation Homes is committed to associate health and welfare by providing a competitive benefits package, including health, dental, vision, term life and disability insurance. In addition, we put the safety of our associates at the forefront of everything we do and as such have established a national safety committee that provides direction, resources and monthly awareness and education initiatives to associates.

2020 Proxy Statement 24

JOHNSON CONTROLS INTERNATIONAL PLC



GOVERNANCE OF THE COMPANY

Vision and Values of Our Board

Our vision is a safe, comfortable and sustainable world. In addition to achieving financial performance objectives, our Board and management believe that we must assume a leadership position in the area of corporate governance to fulfill our vision. Our Board believes that good governance requires not only an effective set of specific practices but also a culture of responsibility throughout the company, and governance at Johnson Controls is intended to optimize both. Johnson Controls also believes that good governance ultimately depends on the quality of its leadership, and it is committed to recruiting and retaining Directors and officers of proven leadership ability and personal integrity. Our Board has adopted Corporate Governance Guidelines which provide a framework for the effective governance of Johnson Controls.

Johnson Controls' Values: How We Seek to Conduct Ourselves

Integrity First We promise honesty and transparency. We uphold the highest standards of integrity and honor the commitments we make.	Purpose Led We believe in doing well by doing good and hold ourselves accountable to make the world a better place through the solutions we provide, our engagement in society, the way we do business, and our commitment to protect people and the environment.	Customer Driven We win when our customers win. Our long-term strategic relationships provide unique insights and the ability to deliver exceptional customer experiences and solutions.	Future Focused Our culture of innovation and continuous improvement drives us to solve today's challenges while constantly asking 'what's next'.	One Team We are one team, dedicated to working collaboratively together to create the purposeful solutions that propel the world forward.
--	---	---	--	---

Purpose Led Board Engagement

The Board is keenly aware of the growing importance to many investors of a company's Sustainability and Corporate Responsibility performance and initiatives. Each quarter, the Board, through the Governance Committee, reviews the Company's progress in this area, including key safety metrics, the implementation of new policies, such as the Company's Distracted Driver policy, the status of environmental compliance efforts, and progress against the Company's sustainability goals which include reduction in greenhouse gas emissions, energy and water usage, waste elimination and level of spent with diverse suppliers. The Governance Committee also tracks commitments made with key organizations, such as those Johnson Controls made at the 2019 UN Climate Action Summit. For additional information on this topic, please see Sustainability at page .

Customer Driven Board Engagement

In 2019, members of the Board visited a major healthcare customer experiencing significant growth. The Directors toured one of the customer's hospitals to observe the Company's HVAC products, fire and security systems, building management solutions and its employees in action. They also met with the customer's senior management and facilities personnel to better understand how Johnson Controls can bring value to customers by providing holistic building solutions. They learned how the Company's buildings management solutions reduce costs, improve the quality of clinical operations and support improvement in key operating metrics. The visit underscored the importance of close collaboration with the customer to identify specific customer needs and develop end-to-end solutions to meet those needs. As a result of the visit, the Directors gained a deeper understanding of how strong customer relationships drive value for both the Company and the customer as well as how the Company's products and services operate in a mission critical environment to fulfill its vision of a safe, comfortable and sustainable world.

2020 Notice and Proxy Statement 19

KANSAS CITY SOUTHERN



KANSAS CITY SOUTHERN

KCS Vision, Values and Culture

Legacy and Purpose

We will honor and carry forward the unique legacy of KCS — its vision, entrepreneurial and ambitious spirit, resilience in the face of adversity, independence and willingness to challenge "conventional wisdom" as we carry out our purpose of making a meaningful contribution to the economic growth and prosperity of the nations and communities we serve.

Vision

We strive to consistently be the fastest-growing, best-performing, most customer-focused transportation provider in North America.

Strategic Intent

We seek to capitalize on the strategic location of the KCS cross-border rail network and the diverse and growing North American markets, while maintaining a commitment to operational excellence. We embrace new and emerging technologies and a strong cost discipline within a safe and reliable environment. We strive to provide service that consistently exceeds our customers' expectations, challenging careers to our employees and industry-leading returns to our stockholders.

Our Values

The KCS Culture is a set of values, beliefs and behaviors that define our Company, and create a foundation for our growth and success. Our strong culture and core values will allow KCS to fulfill its vision and continue to endure in times of stress.

- Safety:** First and foremost, we will demonstrate a commitment to safety, for ourselves and our fellow employees, customers, contractors and any other guests on our property. At KCS, safety is an obligation, not an option.
- Customer focus:** We will recognize that we are in the business of serving customers and will strive to consistently meet or exceed their expectations and deliver on our commitments. We will do what we say we are going to do.
- Communication:** We will support an environment of open and honest communication in which transparency of information and diversity of perspective are valued.
- Teamwork:** We will encourage and reward initiative and cross-functional teamwork. We will treat our fellow employees, and other business associates, with dignity and respect. Railroaders is a team sport!
- Initiative & Innovation:** We will nurture an environment which encourages and rewards resourcefulness, innovation and creativity, and where all individuals' contributions are encouraged and respected.
- Diversity & Civility:** We will embrace our cross-cultural heritage and promote a work environment that is inclusive of everyone. We will honor the rights of all individuals to be treated with respect and dignity.

2020 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

KIRBY CORPORATION



"DO THE RIGHT THING"

SUSTAINABILITY IS INTEGRAL TO OUR CORPORATE CULTURE

At Kirby, sustainability is embedded in our culture...

FROM AN ENVIRONMENTAL AND HUMAN IMPACT PERSPECTIVE, SAFETY IS THE FOUNDATION	ZERO HARM NO HARM TO PEOPLE TO THE ENVIRONMENT TO EQUIPMENT
OUR PHILOSOPHY WE ARE MANAGING FOR SUCCESS IN PERPETUITY	WE INVEST IN TRAINING AND DEVELOPING OUR WORKFORCE
WE PROMOTE SOUND PUBLIC POLICY FOR OUR INDUSTRY SEGMENTS	WE SUPPORT OUR EMPLOYEES OUR COMMUNITIES
BOARD OF DIRECTORS OVERSIGHT AND GUIDANCE ARE PIVOTAL TO OUR SUCCESS	

ON THE COVER: The M/V Cofco, a 2000 horsepower Kirby Island Marine towboat, transits the San Jacinto River near Channelview, Texas, with two loaded 30,000 barrel tank barges. The M/V Cofco is primarily used in Kirby's reed business along the Gulf Intracoastal Waterway.

MARATHON PETROLEUM CORPORATION



CORPORATE GOVERNANCE

Executive Succession Planning

The Board believes that thoughtful succession planning is critical to creating long-term shareholder value. The Compensation and Organization Development Committee oversees the executive succession planning process to ensure the identification and development of future leaders, to avoid the adverse effects caused by vacancies in key leadership positions and to facilitate the execution of our long-term strategy. The Compensation and Organization Development Committee believes its succession process provides the lead time necessary to train, develop or recruit executives capable of filling key roles, including our named executive officers, within the Company when the need arises. The Compensation and Organization Development Committee typically meets with the full Board at least annually to discuss succession of our leadership. During these meetings the Compensation and Organization Development Committee:

1. Identifies key roles (based on business impact and retention risk).
2. Assesses likely and possible successors for these roles, including their ability to reinforce our high-performing culture and promote our values including: Safety & Environmental Stewardship, Integrity, Respect, Inclusion and Collaboration.
3. Evaluates the readiness of succession candidates, including training and development needs.

In October 2019, the Board formed a special committee, chaired by Mr. Galante, to lead our search for the best qualified individual to assume the role of our CEO upon Mr. Heminger's planned retirement at the conclusion of the Annual Meeting.

Corporate Responsibility and Sustainability

We believe that doing the right thing is the right way to conduct our business. Our commitment to corporate responsibility means being accountable for our actions to a broad range of stakeholders: our shareholders, employees, business partners, customers, communities, the government and others who have a stake in how we operate. We believe that promoting sustainable social, environmental and economic benefits wherever we operate creates long-term value for our Company, its shareholders and the communities where we work and live.

Our Core Values

Our core values are vital to our financial performance and to our corporate image and reputation. Under the Board's guidance and supervision, we pursue the highest standards of corporate responsibility by embedding these core values into our corporate responsibility policies, practices and programs.

Safety & Environmental Stewardship

Protecting our people and the world we all share has been and remains a priority to MPC. We aim for an accident-free, incident-free workplace to ensure everyone goes home safely, every day. We are committed to safe and environmentally responsible operations to protect the health and safety of our employees, contractors and communities.

Integrity

Integrity at MPC is more than the business conduct policies and procedures we follow. We set high expectations for ourselves and build trust in each other, with business partners, shareholders and the communities where we work and live. We say what we're going to do – and then we do it.

Respect

Respect is built upon the principle that every one of us is valuable and contributes toward achieving our vision. We treat everyone professionally, with courtesy, honesty and trust. We consider how other people's ideas can improve what we do, and we encourage everyone to openly share their perspectives, ideas and concerns.

Inclusion

We value diversity in culture, background, perspective and experiences. We strive to provide our employees with a collaborative, supportive and inclusive work environment where they can maximize their full potential for personal and business success. This happens when our employees, contractors and other stakeholders feel valued themselves, and value others for who they are.

Collaboration

We are a company of driven, accomplished professionals who are more than the sum of their training and experience. We actively partner with our communities, governments and business partners to find and create shared values, making a positive difference together. We foster constructive, solution-oriented dialogues; we genuinely listen to one another and seek out perspectives different from our own.

20 | Marathon Petroleum Corporation

MCKESSON CORPORATION



PROXY SUMMARY

Our Commitment to Our Stakeholders and the Environment

Investing in Team McKesson

Open & Laidoff
Our people are the key to our success. We aim to be an employer of choice and to help employees leverage their strengths. To support their growth, we provide regular feedback and training and work to create and maintain an inclusive environment where everyone brings their authentic self to work and knows they are appreciated and their perspectives heard and considered.

Enterprise First
Last year, our CEO launched our Team McKesson corporate culture initiative focused on winning as one team. Mr. Tyler personally deployed a multi-month Behavior Spirits campaign for McKesson's top 600 leaders across the Company emphasizing workplace behaviors critically important to him as CEO of the Company.

Include, Decide & Control
Team leaders received both internal and external resources in a variety of formats that included pointers and best practices about being open and candid, how to debate, decide and commit when making decisions within and across business units and the importance of maintaining an enterprise first mindset. The top 600 leaders are expected to demonstrate and share these important workplace behaviors with their respective teams throughout the Company.

We build the best teams by recruiting, developing and retaining diverse talent. We are proud to be recognized by prominent organizations for our culture of inclusion which we recognize as an important element that drives long-term shareholder value. We continue to keep inclusion and diversity top of mind as we enter the final phases of our headquarters move to Irving, Texas.

Our Board of Directors is focused on human capital management (HCM), providing guidance to our CEO on culture initiatives, discussing inclusion, diversity and equality efforts, and participating in employee town halls and panel discussions hosted by the Company's employee resource groups.

McKesson by the Numbers*

Gender: Male 35%, Female 65%, Unspecified 1%
Age: 30 - 50 Years 48%, 50 Years 28%, 30 Years 24%
Ethnicity: White 52%, Unknown/Unspecified 4%, People of Color 43%
* McKesson's Fiscal 2019 Corporate Social Responsibility Report

Inclusion & Diversity Highlights

- 100% on the Human Rights Campaign's Corporate Equality Index (of LGBTQ workplace equality) in 2020
- Recognized as one of the best employers for diversity by Forbes in 2020
- Named as one of the best places to work by the Disability Equality Index® in 2020
- Recognized as a Military Friendly® Employer in 2020

4 | MCKESSON - 2020 Proxy Statement

Total of 04 pages in section

MICROSOFT CORPORATION



1. GOVERNANCE AND OUR BOARD OF DIRECTORS 2. NAMED EXECUTIVE OFFICER COMPENSATION 3. AUDIT COMMITTEE MATTERS 4. PROPOSALS TO BE VOTED ON DURING THE MEETING 5. INFORMATION ABOUT THE MEETING

committees to provide strategic oversight in their areas of focus. Examples of oversight areas are provided below and further below we describe the Board's committee structure and each committee's areas of focus and oversight.

Strategy

Led by the CEO, the Senior Leadership Team ("SLT") drives Microsoft's strategy and operations and works to develop and execute business strategy, foster our desired culture, create innovative products, establish accountability, and control risk. The SLT also aligns our structure, operations, people, policies, and compliance efforts to our mission and strategy.

Overseeing management's development and execution of the Company's strategy is one of our Board's primary responsibilities. The Board works closely with the SLT to respond to a dynamically changing business environment. The SLT and other leaders from across the Company provide business and strategy updates to the Board quarterly, and the Board participates in an annual strategy retreat with the SLT and other leaders. At meetings throughout the year, the Board also assesses the strategic alignment of the Company's budget and capital plan and strategic acquisition and integration process. For large acquisitions such as LinkedIn and GitHub, the Board engages management on a broad range of considerations, such as due diligence findings, valuation, and integration planning.

Risk

Microsoft's Corporate Governance Guidelines at <https://aka.ms/policiesandguidelines> describe our Board's risk oversight roles. The Board and the Audit Committee assess whether management has an appropriate framework to manage risks and whether that framework is operating effectively. On a regular basis, the Board and its committees engage with management on risk as part of broad strategic and operational discussions which encompass interrelated risks, as well as on a risk-by-risk basis. The Board executes its oversight responsibility directly and through its committees, who regularly report back to the Board. For information on specific areas of risk oversight, each committee has a charter describing its specific responsibilities which can be found on our website at <https://aka.ms/boardcommittees>. The Board exercises direct oversight of strategic risks to the Company and other risk areas not delegated to one of its committees. We believe that the Board's leadership structure, including its independent chair, supermajority of independent directors, and allocation of oversight responsibilities to appropriate committees, provides effective board-level risk oversight.

Culture, Workplace, and Succession Planning

We focus on creating a respectful, rewarding, diverse, and inclusive work environment that allows our employees to build meaningful careers. Key to this environment is cultivating a growth mindset, where our workforce is focused on learning, listening, and growing. We have established a set of five "People Priorities" that ground our Human Resource strategy: talent that can change the world, an evolving culture with a growth mindset, an exceptional place to work, transformational leadership, and empowering at scale. Each SLT member serves as a "sponsor" for one or more of the priorities and all are accountable to help achieve them. We consider employee input from our annual anonymous poll and other feedback channels in designing talent programs, rewards, and benefits, and building the overall employee experience.

The Board, the Compensation Committee, and the Regulatory and Public Policy Committee engage with the SLT and Human Resources executives across a broad range of human capital management topics including culture, succession planning and development, compensation, benefits, employee recruiting and retention, and diversity and inclusion. Additionally, each year the Compensation and Audit Committees evaluate management's annual assessment of risk related to our compensation policies and practices. The Compensation Committee also oversees our sales incentive programs through engagement with management's Sales Incentive Compensation Governance Committee. The Board and the Compensation Committee work with the CEO and our head of Human Resources to review CEO and senior executive succession plans, considering the qualifications and experience of potential leadership candidates.

Our Governance Structure Framework

We have developed a corporate governance framework designed to ensure our Board has the authority and practices in place to review and evaluate our business operations and to make decisions independent of management. Our goal is to align the interests of directors, management, and shareholders, and comply with or exceed the requirements of the NASDAQ Stock Market, LLC ("NASDAQ") and applicable laws and regulations. This framework establishes the practices our Board follows with respect to, among other things, Board composition and member selection, Board meetings and involvement of senior management, director

2019 PROXY STATEMENT 7

MSCI INC.



MSCI

Dear fellow shareholders,

First and foremost, thank you for your continued support of MSCI Inc. ("MSCI" or the "Company"). At MSCI, we have taken significant steps to live up to our mission of *powering better investment decisions for a better world*. We believe enhancing our own environmental, social and governance ("ESG") practices and providing greater transparency not only benefits our employees and the environment but is also accretive to long-term shareholder value. As we approach the 2020 annual meeting of shareholders (the "2020 Annual Meeting"), we would like to share with you, on behalf of the Board of Directors (the "Board"), some of our key accomplishments and initiatives for 2019 and the beginning of 2020.

Refreshing Board Governance

The Board remains strongly committed to ensuring that we have fresh and diverse perspectives on the Board and its committees. We have appointed five new independent directors in the past five years. Most recently, we added Paula Volent and Sandy C. Rattray to the Board, both of whom have extensive experience in the investment industry as further detailed on page 31 of this Proxy Statement. In considering their appointments, the Nominating and Corporate Governance Committee (the "Governance Committee") conducted a comprehensive search for candidates whose skill sets could complement and further strengthen the Board's breadth of talent. Further, the Board sought directors whose experiences could equip them to advise management on long-term growth initiatives.

This year, we will bid farewell to Alice W. Handy and George W. Sigler as they approach their retirements from the Board at the 2020 Annual Meeting. Since joining the Board in 2009, Alice and George have helped guide MSCI's strategic direction and supported the management team in executing ambitious growth plans. We join our fellow directors in welcoming Sandy and Paula and thanking Alice and George for their commitment to MSCI and its shareholders.

In light of these changes and with the aim of retaining continuity while also promoting refreshment, we reconstituted our committees to ensure that we have optimal alignment between individual director skill sets and the purpose and objectives of each of our committees.

Investing in Our People and Promoting a Strong Corporate Culture

The Board recognizes the importance of developing and retaining top talent for the long-term success of the Company. Through the leadership of its Compensation & Talent Management Committee (the "Compensation Committee"), the Board advises on talent management, succession planning, culture, and inclusion and diversity strategies. In 2019, the Company continued to focus on gender compensation parity and to enhance its training programs by increasing diverse representation in leadership and management development programs. We were also very proud to see that 45% of newly appointed managing directors in 2019 were women. Additionally, the Company continued to support inclusion and diversity by engaging employees around the world through events hosted by our Executive Diversity Council, MSCI Pride group and the Women's Leadership Forum. The Company recently joined Out Leadership, a coalition of global companies working to improve LGBTQ+ equality.

The Compensation Committee remains focused on further aligning the interests of shareholders and management and cultivating an "owner-operator" mindset among our senior executives. The Compensation Committee is also focused on deepening a performance and growth culture among all our employees. As a result of these initiatives and engagement with our shareholders, in 2019, the Company granted annual performance stock units ("PSUs") that cover a three-year performance cycle (the "3-Year PSUs") as well as annual PSUs that cover a five-year performance cycle (the "5-Year PSUs") and eliminated the additional relative total shareholder return compound annual growth rate performance metric modifier and the performance period "re-test" feature for the PSUs. In 2020, the Compensation Committee increased the percentage of our senior executives' equity incentive compensation mix granted in the form of the 5-Year PSU, thereby subjecting a greater percentage of our senior executives' total compensation for 2019 to longer-term Company performance. You can read more about these changes starting on page 55 of this Proxy Statement.

We believe these talent management and compensation initiatives provide appropriate incentives to our senior management team and create a culture of high performance at the Company that will drive long-term shareholder return.



ABOUT US

Our Culture Journey and Mission

We are an agile and innovative financial technology company that is collaborative and focused on the needs of our clients, shareholders and stakeholders.

In 2017, we initiated a comprehensive review of Nasdaq's strategy and businesses that resulted in a strategic pivot for the organization. To augment our strategic positioning, we analyzed attributes of our culture and identified ways to enrich it.

In 2018, as we executed on our strategic pivot, we took action to enhance our culture and encourage its evolution, in line with our corporate strategy. We focused on initiatives related to employee development and re-skilling, leadership training, overall workforce wellness and diversity.

In 2019, we implemented programs and introduced frameworks to more directly transform our culture. We seek frequent feedback on these initiatives, and are inspired by the progress we see – the journey continues.

Nasdaq

2019 and Beyond Implementation and Evaluation

- Refreshed the Company values to align with strategy
- Introduced short "pulse" engagement surveys several times a year
- Launched new global recognition program
- Enhanced performance management including individual objectives, development and behaviors
- Introduced new leadership development curriculum
- Focused on professional development and careers
- Increased efforts on diversity in our recruitment, hiring and employment practices
- Delivered 10 Ethics in Action webinars complemented by bespoke ethics training materials
- Focused on enhancing our new hire onboarding experience
- Expanded to 10 Employee Networks, all with Executive Sponsors

2018 Development

- Introduced employee "Listening Tour" in various offices
- Revised our dress code
- Formed new Employee Experience team
- Developed an Employer Value Proposition
- Included culture-related messages in communications from leadership
- Held unconscious bias training for employees
- Delivered 11 Ethics in Action webinars on corporate compliance and ethics topics
- Grew to a total of seven Employee Networks, with Executive Sponsors

2017 Analysis

- Refreshed Nasdaq vision and mission
- Placed innovation and client focus at the heart of Nasdaq's mission
- Launched new Diversity, Inclusion & Belonging team
- Piloted Ethics in Action webinar series
- Sponsored two Employee Networks



n

NIELSEN OPERATING PRINCIPLES

TRUST & ACCOUNTABILITY

- Create clarity.
- Openly discuss challenges.
- Hold yourself & others accountable.
- Right wrongs quickly.
- Deliver transparent, useful and secure data.

ENGAGE, INCLUDE & DECIDE

- Drive engagement.
- Seek diversity in people & input.
- Make it safe to take risks/share ideas.
- Respect everyone & every role.
- Align, decide and act faster.

FEWER, FASTER, BOLDER

- Simplify everywhere.
- Choose who to stop doing.
- Focus on high potential opportunities.
- Pursue bigger and bolder outcomes.
- Move with speed and purpose.

Copyright © 2020 The Nielsen Company. All rights reserved.



ONEOK

Our Values

Ethics: Our actions are founded on trust, honesty, integrity and respect through open communications and adherence to the highest standards of personal, professional and business ethics.

Quality: Our commitment to quality drives us to continuously improve in our quest for excellence.

Diversity: We value diversity, the dignity and worth of each employee, and believe that a diverse, inclusive workforce is critical to our continued success.

Value: We are committed to creating value for all stakeholders—employees, customers, investors and our communities—through the optimum development and utilization of our resources.

Service: We provide responsive, flexible service to customers, and commit to preserving the environment, providing a safe work environment and improving the quality of life for employees where they live and work.

Our Core Strategy

- Provide our customers with high-quality services through vertical integration across the midstream value chain.
- Grow our asset position in a safe, reliable and environmentally sustainable manner.
- We achieve this through our strong asset position and experienced team while attracting and retaining the diverse talent base needed to execute our growth strategies.



ESG Oversight and Highlights

Social Innovation	Employees & Culture	Environmental Sustainability	Responsible Business Practices
<ul style="list-style-type: none"> • Reached \$20B+ in funding to 225K+ small & medium businesses since inception • Expanded Xoom services to 100+ markets, aligned with UN SDG Goal 10 to reduce inequalities 	<ul style="list-style-type: none"> • Instituted diverse hiring policy for every open position Director-level and above • Established supplier diversity program to identify/increase use of diverse businesses 	<ul style="list-style-type: none"> • Made progress towards setting a science-based company-wide ESG emissions goal • Revised our Environmental Sustainability Policy in accordance with ISO 14001 and other relevant standards 	<ul style="list-style-type: none"> • Partnered with PwC to create Financial Intelligence Unit to combat human trafficking • Established a robust third-party code of conduct that includes requirements for sustainability, human rights, business ethics, etc.
Funds Raised by Charities 2017: \$8.1B 2018: \$9.6B 2019: \$10.1B	100% of new hires pay equity 100% of all roles pay equity	2019 Progress: 20% of annual based data centers now powered with renewable energy Goal: 100% renewable energy use in data centers by 2025	All employees completed annual compliance and ethics training

Global Talent Strategy

The Company recognizes the fundamental importance of ensuring we attract, recruit, retain, and develop top global talent in order to create innovative products and services for our customers. Our ability to deliver on our mission to democratize financial services starts by building a global team of diverse employees that reflect the communities where we work and live, and the diversity of the customers we serve. PayPal's human capital management strategy focuses on the whole employee lifecycle, follows a pay-for-performance compensation program and provides employees with comprehensive benefits and opportunities for advancement. The Company established regular reporting mechanisms and employee engagement surveys for formal performance reviews and informal peer feedback to recognize key talent and build a culture of continuous improvement. PayPal's concerted efforts to create an enduring culture of total wellness is foundational to executing on an effective business strategy.

Consideration of Industry Trends & Stakeholder Feedback

The Company continuously assesses industry trends, research and standards such as the Sustainable Accounting Standards Board (SASB), UN Sustainable Development Goals (SDGs), Taskforce for Climate Related Financial Disclosures (TCFD) and other frameworks in the development and execution of its ESG strategy. For example, the Company provided an initial high-level mapping to the 17 SDGs and continues to refine its approach to integrating these international standards into its strategies and disclosures.

PayPal also receives regular feedback from investors, employees, regulators, customers, and other stakeholders for consideration as the Company continues to develop its ESG reporting and strategy efforts. In 2019, the Company conducted an industry-leading governance perception survey to better understand how global investors consider ESG information in their decision-making and engagement strategies, current perspectives of PayPal's ESG performance, and recommendations for future activities. The Company engaged with 24 investors with approximately \$4.2 trillion in assets under management from North America, Europe, and Asia. These results will play a critical role as PayPal conducts its inaugural ESG materiality/prioritization assessment and enhances its disclosures and initiatives.

As we continue to evolve our ESG efforts, we're committed to sharing progress through subsequent reports and updates. For further information and to access the Global Impact Report, visit: <https://www.paypal.com/us/webapps/mpp/globalimpact>.

PayPal 2020 Proxy Statement 39



CORPORATE GOVERNANCE AT PHILLIPS 66

- Developing a renewable diesel project at our San Francisco Refinery
- Evaluating solar energy to power our pipelines and refineries
- Progressing an industrial scale renewable hydrogen project at our Humber Refinery

Corporate Culture

We believe that our success depends on our employees and that our people and our culture provide a significant strategic advantage in helping us achieve our objectives for our stakeholders. In 2019, we launched *Our Energy in Action*, a set of behavioral expectations that preserve what make us great and challenge us to evolve in ways that make us better and keep us competitive. *Our Energy in Action* is how we treat each other, our customers and our communities.

Our Energy in Action

<p>We embrace our values as a common bond.</p> <p>Work for the greater good.</p> <p>Living our values earns us the confidence of our business partners, communities and co-workers.</p>	<p>We depend on each other to do our jobs.</p> <p>Create an environment of trust.</p> <p>Trusting each other makes us more productive and agile.</p>	<p>We create space for possibilities.</p> <p>Seek different perspectives.</p> <p>Championing inclusion enables us to innovate and thrive.</p>	<p>We challenge ourselves and never settle.</p> <p>Achieve excellence.</p> <p>Continuing to improve ensures we deliver extraordinary performance.</p>
--	---	--	--

We also believe that we must protect, nurture and celebrate our differences as a competitive advantage that positions us for success in our industry. The talented people who make up our Company are widely divergent in their visible and invisible differences: in gender, race, ethnicity, age, national origin, disability, sexual orientation, gender identity, veteran status, education and religion. Because of this diversity, it is critical that we have an environment where the experiences and perspectives of all employees are valued and respected. While both sides of the diversity and inclusion equation hold equal importance, it is our belief that in the absence of inclusion, diversity cannot thrive. For this reason, we lead with inclusion in our Inclusion & Diversity (I&D) efforts. In 2019 we established an Executive Inclusion and Diversity Council, chaired by our Chairman and CEO, to focus on advancing our strategic vision, evaluating progress and monitoring emerging topics that could influence where we prioritize our efforts. To further demonstrate leadership's commitment, we transitioned to an enterprise leadership structure for our Employee Resource Groups ("ERGs"), networks that focus on professional development, networking, raising cultural awareness and community involvement. Each of our ERGs now has an Executive Champion from our Executive Leadership Team.

Community Involvement

We are committed to creating value for our communities through economic development, philanthropy, volunteerism and advocacy, and by operating our business in a socially and environmentally responsible way. Phillips 66 provided \$28 million in financial support to organizations promoting education, environmental sustainability, and community safety and preparedness. We value volunteerism, and to promote and support community service, we provide eligible employees two paid days for volunteering in the community. In 2019, our employees volunteered a record-breaking 88,000 hours to organizations in their local communities. We also support our employees' causes through matching gift and volunteer grants, and provided \$7.2 million in matching gifts, volunteer grants and dependent scholarships in 2019.

2020 PROXY STATEMENT 39



PROXY SUMMARY

Company Operating Performance

PolyOne delivered its 10th consecutive year of adjusted earnings per share ("EPS") growth in 2019, expanding earnings by 12%. Our Specialty Engineered Materials ("SEM") segment led the way, increasing revenue and operating income 16% and 20%, respectively. Our PolyOne Distribution segment generated record operating income of \$75 million in 2019 representing a 6% increase from 2018. Our investments in and resulting performance of composites, barrier technologies and other sustainable solutions have helped to offset a weak demand environment in a number of end markets and regions to deliver distinguished performance for the year.

Additional 2019 Company performance highlights include:

- Full year 2019 Generally Accepted Accounting Principles ("GAAP") EPS was \$0.92, compared to \$1.09 in 2018. 2019 EPS was impacted by provisions for earn-out payments related to the Fiber-Line LLC ("Fiber-Line") and PlastiComp, Inc. acquisitions as well as environmental related charges.
- Adjusted EPS from continuing operations in 2019 increased to \$1.69, a 12% increase from \$1.51 in 2018.⁽¹⁾
- We continued to return cash to shareholders by increasing the dividend for the 9th consecutive year and by repurchasing 1 million shares of PolyOne common stock.
- PolyOne has delivered ten consecutive years of adjusted EPS growth.
- Since 2011, we have returned over \$1.2 billion to shareholders through dividends and share repurchases.
- We acquired specialty company Fiber-Line in January of 2019.
- We announced transformative portfolio improvements by divesting our Performance Products and Solutions ("PP&S") segment and signing an agreement to acquire Clarient AG's ("Clarient") global masterbatch business (the "Masterbatch Business").

(1) Adjusted EPS reported in this proxy statement differs from what is reported under United States GAAP. See Appendix A for an explanation of management's use of non-GAAP financial measures and a reconciliation of non-GAAP financial measures to our results as reported under GAAP.

Our Company Culture

Our strong performance reflects the Company culture we strive to create, which is made possible through the dedication and hard work of our global associates. Our mission is to become the world's premier provider of specialized polymer and sustainable solutions as we execute our proven four-pillar strategy of Specialization, Globalization, Commercial Excellence and Operational Excellence. We, in turn, support our associates' efforts by investing in them and aligning compensation accordingly.

Our core values of Collaboration, Innovation and Excellence, and our personal values of Integrity, Honesty and Respect, are critical to our culture and underpin all that we do.

Ultimately, we aim to create a world-class, sustainable organization. This is captured in our four cornerstones of sustainability which we report on extensively in our Sustainability Report and our Annual Report. We refer to these as the 4Ps: People, Products, Planet and Performance.

The 4Ps of Sustainability at PolyOne

People

Our "safety first" culture has been built and refined over years of discipline, awareness and a commitment to reducing risk wherever we see it. This continued in 2019, and our 0.56 injury incident rate remained world-class in our industry, as we remain an American Chemistry Council Responsible Care® certified company.

3



CORPORATE GOVERNANCE

BOARD OVERSIGHT OF HUMAN CAPITAL MANAGEMENT AND CULTURE

Our Board understands that our people and our culture are critical to our continued success. We seek to attract and retain a talented, motivated, and diverse workforce and to maintain a culture that reflects our core values, our drive for performance, and our commitment to acting with the highest levels of honesty, integrity, and compliance.

Our Values

- CHAMPION** resilient safety
- SERVE** customers boldly
- EMBRACE** diversity & inclusion
- LISTEN** & lead the way
- BE** a great neighbor
- ACT** with integrity & live by our Guiding Behaviors
BE accountable
EARN trust
DISMAY others
TEAMWORK
POSITIVE attitude
MAKE the right thing happen

HUMAN CAPITAL MANAGEMENT

Primary responsibility for overseeing the Company's human capital management programs lies with our Compensation Committee. In addition to providing input on leadership succession planning and talent development, the Compensation Committee regularly engages with management on a broad range of human capital management topics, including health and safety, diversity and inclusion, pay equity, strategic workforce planning, employee engagement, and performance management.

ETHICS AND COMPLIANCE

To establish the foundation of our ethics and compliance culture, the Board has adopted a Code of Business Ethics and Conduct, which all directors, officers, and employees are expected to adhere to and affirm biannually. The code covers all areas of workplace conduct, including conflicts of interest, unfair or unethical use of corporate opportunities, protection of confidential information, and legal and regulatory compliance. In addition, our CEO, CFO, and Controller must abide by the Code of Ethics for Chief Executive and Senior Financial Officers. Employees are expected to report any violation of our ethics codes and may do so using a variety of methods, including an anonymous third-party hotline. The Audit Committee has also adopted procedures for receiving and addressing complaints regarding accounting, internal accounting controls, or auditing matters. The committee receives quarterly reports from our Ethics and Compliance department on key compliance metrics and employee conduct matters.

FIND OUR ETHICS CODES ONLINE

The texts of the Code of Business Ethics and Conduct and the Code of Ethics for Chief Executive and Senior Financial Officers are available on our website at <https://investors.portlandgeneral.com/corporate-governance> or in print to shareholders, without charge, upon request to Portland General Electric Company, 121 SW Salmon Street, NWTC301, Portland, Oregon 97204, Attention: Corporate Secretary. Any amendments to either of these codes, and any waiver of the Code of Ethics for Chief Executive and Senior Financial Officers, and of certain provisions of the Code of Business Ethics and Conduct for directors, executive officers or our Controller, will be disclosed to our shareholders to the extent required by law.

Portland General Electric 2020 Proxy 11



GOVERNANCE

our efforts, such as recycling initiatives and promoting transportation alternatives, that reduce our impact on the Earth's resources. Further, we will continue to consider the potential impacts of climate change on our business.

Human Capital Management

The Board of Directors maintains a succession plan for the Chief Executive Officer and other key members of management, which includes a contingency plan if the Chief Executive Officer were to depart unexpectedly. At least annually, the Corporate Governance Committee reviews the succession plan and leadership pipeline for these key roles, taking into account the Company's long-term corporate strategy.

The Corporate Governance Committee oversees the Company's talent development initiatives. Board members also engage and spend time with our high potential leaders at regular Board meetings and other events. Additional information about our talent development initiatives can be found in the 2019 Corporate Sustainability Report on the Governance section of our investor relations website at <http://investors.primerica.com>.

Our Corporate Culture

We recognize the importance of doing business the right way. Further, we believe corporate culture influences employee actions and decision-making. This is why we dedicate resources to:

- Promote a vibrant, inclusive workplace;
- Attract and develop talented, diverse employees;
- Promote a culture of compliance and integrity; and

- Reward and recognize employees for growing people and teams and delivering winning results.

The Company has a Code of Conduct, which applies to all employees, directors, and officers of the Company and its subsidiaries. The Code of Conduct is posted on the Governance section of our investor relations website at <http://investors.primerica.com> and is available in print, free of charge, to our stockholders who request a copy. Members of the sales force must comply with a number of policies and procedures that are similar to standards set forth in the Code of Conduct. The Company also has made available to our employees and the sales force an Ethics Hotline, which can be accessed by phone or email and permits employees to anonymously report a violation of the Code of Conduct. Any changes to the Code of Conduct will be posted on our investor relations website. Documenting and bolstering certain aspects of our Code of Conduct is our Equal Employment Opportunity and Anti-Harassment Policy, which includes information about complaint and investigation procedures relating to alleged discrimination incidents. The policy also defines the role of the Board of Directors with respect to alleged violations of such policy.

For seven consecutive years, Primerica has been named by the Atlanta Journal Constitution as a top workplace in the greater Atlanta area based on their annual top workplaces employee survey. Further, our employees consistently give the Company high scores for "operating by strong values". We are proud of our corporate culture and we work hard to instill upon our representatives and employees the importance of doing the right thing — for our clients as well as our other stakeholders.

22

PUBLIC SERVICE ENTERPRISE GROUP (PSEG)



Corporate Governance – Human Capital Management

qualifications or reskilling as technology and other factors change job requirements. We utilize talent analytics that enable us to project our future workforce needs and allow us to identify and mitigate talent risks proactively.

Total Rewards: We provide our employees a valuable Total Rewards package that includes market competitive pay, short-term incentives and stock programs. Our comprehensive benefits support employees' physical, emotional, financial and social wellbeing. These programs include health care, life and disability insurance, retirement benefits, paid time off, flexible work options and a number of on-site programs to provide employees with the support they need to meet their health and wellness goals. We know that employees' personal and professional needs are varied, so our program includes childcare and elder care resources, voluntary benefits for discounted services, tuition reimbursement and adoption assistance. We continually review our Total Rewards offerings to ensure that we not only remain competitive but are delivering programs in the most efficient manner to meet the needs of our employees.

Our Culture

Core Commitments: A great culture is more than a source of pride: it is critical to sustained trust in the marketplace, in the communities we serve and among current and potential employees. Our core commitments are the foundation of our culture that we leverage to build innovative, high-performing teams who deliver safe, reliable, economic and greener energy to our customers. In a changing business climate, we recognize the importance of consistently reinforcing the core commitments that we stand for and live by in all we do as a company, especially in the behaviors and actions of our approximately 13,000 employees.



We put safety first.

We never sacrifice safety to achieve results. We stop the job and report unsafe conditions. We protect each other, our communities and our environment. We respect our training, equipment, procedures and tools.

We do what's right.

We hold ourselves to the highest ethical standards, even in the most difficult situations. We speak up and encourage clear and honest communication. We accept our individual and team responsibilities and are accountable for our actions. We respect and adhere to all laws and company policies. We lead by example.

We aspire to achieve excellence.

We responsibly question the status quo and each other. We benchmark processes to streamline workflows and increase efficiency. We leverage teamwork to face complex issues and decisions. We take action to improve personal performance. We are accountable for our accomplishments and setbacks and learn from them to influence future decisions.

We treat all individuals with dignity and respect.

We assume positive intent. We create an environment and inclusive culture that respects unique perspectives, experiences and ways of thinking. We engage one another and encourage teamwork. We are accountable for our accomplishments and setbacks and learn from them to influence future decisions.

We keep customers at the heart of everything we do.

We actively listen to and respect our internal and external customers. We are accountable for our customers' needs. We engage and collaborate as a team with our communities and stakeholders. We solicit and use feedback to improve our business. We always ask, "What else can we do?"

Accountability: Our Board oversees the alignment of our culture with the strategic objectives of the Company and reviews culture risk mitigation plans. Management and our unions partner in initiatives to reinforce that all employees are accountable for the culture at PSEG. We engage councils throughout the Company to advance our core commitments and we solicit qualitative and quantitative feedback throughout the year through focus groups, surveys and other channels. Effective 2020, the Chief Diversity Officer role was elevated as a direct report to the CEO to further senior management accountability for a strong culture. Metrics linked to our core commitments are embedded in our performance, talent and incentive programs.

22 PSEG 2020 Proxy Statement

SANDERSON FARMS, INC.



OUR CORPORATE CULTURE

We believe our company culture is the foundation of our success. It is unique within our industry and distinguishes us from our competitors. Its cornerstone is respect—respect for each member of our team, respect for the long-term value of our company for our shareholders, and respect for our communities.

This fundamental value of respect affects our business in many ways. At the individual level, it has inspired us to create a workplace where every employee is valued and everyone is encouraged to maximize their potential in both their personal and professional lives. Similarly, we have built our relationships with our contract poultry producers by focusing in part on their personal success.

We have found that when we are devoted to supporting and helping our team to do their personal best, we are strategically positioned to do our best as an organization for our shareholders, customers and communities. As a commodity business, our profitability is affected to a large degree by forces that are beyond our control—in particular, the market prices for poultry and feed grains, our primary input costs. But even when there are cyclical downturns across our entire industry, our culture still emphasizes out-performing our peers. This "be the best" philosophy underlies every aspect of our operations and is an essential part of our strategic plan.

Our CEO and other senior managers work tirelessly to foster and promote our culture throughout our organization. At the beginning of each fiscal year, managers from each

division at each of our locations meet at our general corporate office with our executive team to review our past year's performance relative to our peers. We identify specific areas of our business where we did not perform at our best and establish goals to improve our operating performance for the next year.

Throughout the year, our Organizational Development, Training and Communications departments are responsible for instilling this tone from the top in all of our people—hourly and salaried—at all of our locations. They have designed training courses, leadership and mentoring programs, community volunteer opportunities and other initiatives that emphasize excellent performance, treating people well, honesty, integrity, hard work, personal responsibility and cooperation.

Our culture is one of our most important strategic assets. We feel confident that continuing to run our business consistent with our core values will sustain our company and enhance its long-term value for our shareholders.

We Work Every Day to Conserve Water Resources

We believe strongly that we have a responsibility to be stewards of the environment and to minimize the impact that our operations have on the environment. This is critical for the long-term sustainability of our company and our many stakeholders. In 2010, we formalized our environmental sustainability efforts by launching a corporate responsibility report, which can be found on our website at <http://ir.sandersonfarms.com/corporate-report>.

Sanderson Farms | 2020 Proxy Statement ix

SBA COMMUNICATIONS CORPORATION



CORPORATE GOVERNANCE

The NCG Committee identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to SBA's business and who are willing to continue in service are considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board does not wish to continue in service or if the NCG Committee or the Board decides not to re-nominate a member for re-election, the NCG Committee identifies the desired skills and experience of a new nominee in light of the Criteria for Nomination. Current members of the NCG Committee and Board are polled for suggestions as to individuals meeting the Criteria for Nomination of the NCG Committee.

From time to time, the NCG Committee has engaged, and may in the future engage, the services of executive search firms to assist the NCG Committee and the Board of Directors in identifying and evaluating potential director candidates. The NCG Committee Charter requires that any search firm retained to assist the NCG Committee in seeking candidates for the Board be instructed to seek to include diverse candidates in terms of the Criteria for Nomination from, among other areas, the traditional corporate environment, government, academia, private enterprise, non-profit organizations, and professions such as accounting, finance, marketing, human resources, and legal services.

Shareholder Nominations of Director Candidates. Our Bylaws permit an eligible shareholder or group of eligible shareholders of any size to nominate up to 25% of our board of directors for inclusion in our proxy statement if they have continuously owned at least 3% of our Class A common stock for at least three years. However, candidates who were previously nominated by shareholders for any of the two most recent annual meetings and who received less than 20% of the total votes cast at any of those annual meetings are not eligible to be nominated utilizing the proxy access provisions. Shareholders who wish to nominate directors for inclusion in our proxy statement or directly at an annual meeting in accordance with the procedures in our Bylaws should follow the instructions under "Shareholder Proposals and Director Nominations for 2020 Annual Meeting" in this proxy statement.

Corporate Social Responsibility and Sustainability

At SBA, we proactively identify and manage the environmental, social and governance issues facing our business on an ongoing basis. We evaluate the importance of these issues in relation to our shareholders and to our long-term business success. We are committed to fostering a corporate culture, anchored in our core values, that intentionally promotes inclusion and diversity in the Company and in the workplace, operating in a sustainable manner and giving back to the communities in which we operate. We believe that all our stakeholders—our shareholders, employees, customers, suppliers and the people in the communities in which we operate—and the environment must be considered in our daily operations. There are three pillars of our corporate social responsibility and sustainability initiatives: our people, planet and philanthropy.

People	
<ul style="list-style-type: none"> We seek to foster an inclusive work environment and we respect the diversity our employees bring to the organization through their unique ideas, opinions and contributions. We believe it is essential to recognize and value these differences, which is one of the many reasons SBA holds quarterly Town Hall meetings and other informal meetings with executives, elicits employee feedback and conducts annual performance evaluations. In line with our commitment to diversity, 34.8% of our U.S. new hires in 2019 were women and 40.9% were ethnic minorities. We value all those who serve our country and are proud to support military veterans and their families as they transition out of the military. SBA has earned the distinction of being a Military Friendly Employer and a Veteran Employer. We are proud to have veterans on our team—our integrity, work ethic, ability to adapt and strong teamwork skills blend well with the SBA core values. In 2019, over 6% of our employees were veterans. In 2020, our goal is to raise our veteran hires to 10%, and we have collaborated with Hiring Our Heroes, DirectEmployers and RecruitiMilitary to actively hire veterans. At SBA, providing a safe and healthy work environment for the protection of our employees is paramount. The safety of our tower climbers has been a key focus of the company since it started in 1989. In 2013, we opened our internal facility "Tower U" which provides a rigorous 	

SBA Communications Corporation | 2020 Proxy Statement 23

SEATTLE GENETICS



CORPORATE GOVERNANCE

CORPORATE RESPONSIBILITY

At Seattle Genetics, we are committed to developing transformative medicines for patients with cancer in a socially responsible and sustainable manner. We are dedicated to providing patients access to our medicines and education about their disease. We also believe that fostering a culture of inclusion with diverse perspectives and operating with integrity are key to our success. We continue to support the community both locally and through nonprofits that are dedicated to patients and advancing research. Finally, as grow, we are striving to limit our environmental impact and operate in an increasingly sustainable manner.

PATIENTS	EMPLOYEES & COMMUNITY	ENVIRONMENT
<p>Providing patients with safe and effective medicines as well as supporting patient advocacy and education through philanthropic donations</p> <ul style="list-style-type: none"> Assisting patients with access to our medicines through financial reimbursement support through our SeaGen Secure program Supporting patient advocacy organizations to help patients learn more about their disease states and find a community Improving patients' lives through scientific excellence by seeking to develop therapies for areas of significant unmet need Working to ensure that our supply chain meets or exceeds good manufacturing practices (GMP) as well as U.S. Food & Drug Administration, European Medicines Agency, Occupational Health and Safety Act (OSHA) and Environmental Protection Agency (EPA) standards 	<p>Continuing to be an employer of choice by promoting an inclusive and rewarding workplace and being a good corporate citizen in the communities where we operate</p> <ul style="list-style-type: none"> Continuing to foster a diverse and inclusive workforce at all levels. As of the end of 2019: <ul style="list-style-type: none"> 57% of our workforce was female and 30% were racially/ethnically diverse 38% of our leadership (Executive Director and above) were female and 19% were racially/ethnically diverse Proactively seeking feedback from employees, including a 97% completion rate of the 2019 Employee Engagement survey 97% of those responding agreed that the Company's values are important for achieving our mission of improving lives of people with cancer and 94% are personally committed to fulfilling our vision Expanding philanthropic and volunteer opportunities in support of environmental, cancer and other nonprofits through our Employee Impact Committee Educating our employees on adherence to our Code of Conduct and Business Ethics and seeking partners who share our Standards for Suppliers 	<p>Seeking to operate our business in a sustainable manner and aligning with suppliers that we believe share our vision</p> <ul style="list-style-type: none"> Focusing on improving energy, water and waste management practices Enhancing a sustainability reporting framework with specific targets for reducing our water and energy use, carbon emissions and waste Continuing to make available and promote to employees environmentally friendly options such as alternative commute options and electric vehicle charging stations Implementing and maintaining a risk management process and internal controls designed to comply with our policy on Environmental, Health and Safety (EHS) management. Identifying and seeking to manage EHS risks and issues in line with principles of good governance and tiered accountability.

2020 PROXY STATEMENT

23



CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Committed To Environmental Sustainability, Operational Excellence, People And Communities

Silicon Labs is striving to create a smarter and more connected world. Our products, people and purpose help us address some of the world's biggest challenges. As a global corporate citizen, we are committed to environmental sustainability, operational excellence, and support for people and communities around the world.

Environmental Sustainability

Operational Excellence

People

Community Commitment

Environmental Sustainability

Our products help conserve energy and natural resources. Our solutions enable:

- Smart metering systems that help conserve electricity, gas and water
- Safe, fast-charging electric vehicles
- Solar inverters that transfer power from solar panels to the grid
- Lighting controls for energy-efficient, LED lighting systems
- Smart thermostats to reduce energy consumption in homes and buildings
- Battery management systems that extend battery life and reduce landfill waste
- Low-power trackers to monitor wildlife and poaching in remote locations

Our environmental initiatives help us lessen the environmental footprint of our operations. These efforts include:

- Offering incentives and facilities to encourage use of mass transit, electric vehicles, carpools and cycling
- Buying electricity from renewable sources
- Installing energy-friendly products, such as LED automatic lighting, low-flow water equipment, and chilled-water AC systems
- Reducing, Reusing, Recycling – Real-time monitoring of electricity usage, recycling bins, reusable drinkware, and battery and electronic disposal bins
- Adhering to high standards – Samsung Eco-Partner, Sony Green Partner, Waste-Smart, Platinum Austin Green Business Leader
- Global adoption of teleconferencing solutions in all sites to reduce unnecessary air travel

v

A more connected world is here.

Total of 02 pages in section



All One Team Culture

None of these exceptional achievements could have been realized without the dedication, commitment and tireless efforts of the Spirit employees.

Our Culture . . .

Focuses on Teamwork – we are “All One Team” – we achieved all of our objectives in 2019 through effective interdepartmental communication and collaborative, multi-disciplinary teams delivering on critical objectives in a timely manner.

Celebrates Diversity and Inclusion – approximately 50% of our employees are female, approximately 30% of our employees are racial or ethnic minorities, nearly 40% of our independent directors are female and our Women’s Leadership Council provides perspective to both our Chief Executive Officer and our Board of Directors.

Encourages employee development – in 2019, we continued investing in our employees through development and training on leadership, operations, finance and accounting, legal, employee relations and information technology.

Is dynamic – Spirit’s leadership seeks ongoing feedback from our employees, including through an extensive employee culture survey completed in 2019 which confirmed the strength of our culture as well as demonstrated opportunities where we can do even better.

Our cultural commitment extends beyond our employees – we are also dedicated to serving the best interests of our shareholders, forging strong tenant relationships, and fostering meaningful relationships with our community. We abide by Spirit’s motto for success in guiding our interactions with all of our stakeholders, and we strive to take into account all stakeholders when we craft policies and initiatives related to our environmental, community, and human capital impacts.

Stakeholders

Spirit’s mottoes for success

6 Spirit Realty Capital | 2020 Proxy Statement

Total of 02 pages in section



STERLING BANCORP

CORPORATE SOCIAL RESPONSIBILITY

CORPORATE SOCIAL RESPONSIBILITY

We understand that it is important to our stockholders that we conduct our business in a sustainable manner through our actions and interactions with our clients, colleagues and within the communities we support. We aim to integrate corporate social responsibility into the **Care and Well-Being of our Colleagues**, and through our commitment to **Safeguarding Clients’ Data**, the **Communities in which we Serve** and to the **Strategy in which we Operate**. Our Board monitors and considers corporate social responsibility in all its decision making.

“Above and Beyond is Standard Procedure Here”

The Company, through the Bank, is invested in strong growth. The Company’s significant accomplishments are a result of our dedicated colleagues who deliver a unique and superior client experience. Our competitive advantage is attributed to our colleagues who work to exceed expectations through the high goals that have been set and embedded within our **Culture** and based on our brand promise “Above and Beyond is Standard Procedure Here”. This culture is rooted in our values and is delivered through our core competencies reflected below.

Integrity
We uphold the highest standards of ethics, professionalism, fairness, honesty and respect.

High Achievement
To go above and beyond all expectations both individually and as a Team.

Accountability
We hold ourselves accountable to our Company and to our Clients for consistent top performance.

Initiative
Sharing, Commitment, Self-start, Analyze, Adapt, Summarize, Go Beyond Expectations, Getting things done is how we measure success in our Clients.

Collaboration
We value our Colleagues across the organization and understand the importance of expressing our appreciation everyday.

30 | Sterling Bancorp - 2020 Proxy Statement

Total of 04 pages in section



Compensation Discussion & Analysis

Overview

2019: Building on a Strong Foundation

In 2019, Tenet delivered strong financial and total shareholder return (TSR) results built on sustainable operational improvements, clear strategic direction and a cultural reset that has taken root throughout the enterprise. This growth is the result of an intense turnaround effort that began in late 2017 under the leadership of our Board and Executive Chairman and Chief Executive Officer (CEO), Ron Rittenmeyer. The changes over the past two-and-a-half years have built powerful momentum for long-term growth propelled by our mission: to provide quality, compassionate care in the communities we serve.

Operational Excellence

We continued to optimize our portfolio of assets. Last year we announced plans to divest two hospitals and further our commitment to build a leading specialty care platform with additional scale in the ambulatory surgery market. We also completed our strategic review of our Conifer business unit with the announcement that we are pursuing a spin-off of Conifer.

Strategic Repositioning

We continued to optimize our portfolio of assets. Last year we announced plans to divest two hospitals and further our commitment to build a leading specialty care platform with additional scale in the ambulatory surgery market. We also completed our strategic review of our Conifer business unit with the announcement that we are pursuing a spin-off of Conifer.

Cultural Reset

Management devoted significant energy and attention to building a “Culture of Accountability” across the organization, achieving its goal of embedding ownership and analytical rigor at every level. To further this development, in early 2020 we moved all three business units to a single corporate headquarters for the first time to reduce time to action and increase collaboration.

Refreshed Board

The changes underway at Tenet began with the Board. Since our turnaround began in late 2017, 70% of our Board is new, and last year we added two energetic, highly skilled directors. The skills and viewpoint diversity in our boardroom help address the Company’s most significant risks and reach the Company’s strategic priorities.

Reduced Costs

Over the last three years, we have repeatedly set bold cost-cutting targets that we continue to meet. In 2019, we achieved \$300 million in cumulative savings, and we are on track to reach our goal of \$450 million through smarter decision-making processes across the enterprise that increase efficiency without sacrificing quality.

Upgraded Talent

We have upgraded senior management with new talent across the enterprise, headlined by the addition of Dr. Saum Sutaria as Chief Operating Officer in early 2019 and his elevation to President later in the year. At the same time, we have strengthened our approach to human capital management to ensure the Company develops future leaders.

One-Year TSR (2019)

122%
29%
30%

Three-Year TSR (2017 - 2019)

37%
21%
14%

Source - S&P Capital IQ

30



CORPORATE RESPONSIBILITY AND SUSTAINABILITY

Our Mission

We transform how businesses work and people live through the power of data.

Our Commitment

At Teradata, we are committed to fostering a corporate culture, anchored in our core values, that intentionally fosters inclusion and diversity, operating in a sustainable manner and giving back to the communities in which we operate. We are committed to a diverse and inclusive workplace. We believe that all our stakeholders – our stockholders, employees, customers, suppliers, the people in the communities in which we operate, and the environment – must be considered in our daily operations. As a result of our focus on our culture and our communities, we are committed to giving back to the places in which we operate, and we believe in doing our part to address the world's environmental challenges. We are achieving these commitments through a number of initiatives, including those listed below.

Governance

Our board and management team set the tone for our corporate culture, and one vital element of our culture is operating as a good global citizen. Our board is actively engaged in the oversight of our corporate responsibility and sustainability. Our Audit Committee is tasked with responsibility and oversight of our ethical standards and compliance, including initiatives pertaining to corporate social responsibility, sustainability and long-term corporate strategy and performance. Our Compensation and Human Resource Committee provides board-level oversight relating to matters regarding our people, including supporting our Company's inclusion and diversity practices, as well as overseeing our leadership development activities.

Our management is responsible for implementing the Company's ethical standards and compliance initiatives. Representative of the importance of our commitment to Corporate Social Responsibility (CSR), we created a cross functional team of representatives across the Company to monitor our corporate social responsibility and supporting areas for ongoing efforts.

Our Chief Human Resources Officer is responsible for implementation of the Company's human resources strategies and programs, including our inclusion and diversity initiatives, employee engagement and enhancing the employee experience, as well as career development and executive leadership planning. In addition, our Chief Ethics, Compliance and Privacy Officer is our senior leader responsible for our ethics and compliance initiatives, including administration of our Code of Conduct.



Our People and Culture

Teradata's strength is our people. We are an equal opportunity employer, committed to sustaining a world-class team by empowering an environment that is intentionally inclusive and fully leverages diversity in all aspects of our business. We champion each other, share our expertise and learn from each other to multiply our collective value for Teradata's competitive advantage. We continuously strive to create an environment where differences are valued, supported and encouraged.

Teradata is committed to providing a working environment free from discrimination and harassment. We are actively engaged in nurturing an inclusive culture: one that seeks out, welcomes and values diverse people and encourages inclusiveness in our actions. In addition, we remain firmly committed to ensuring that all of our team members are compensated fairly, based on ability, job responsibilities, experience, and performance. Our people and culture initiatives, including those relating to diversity and inclusion, include the following:

- We are providing training on bias to all employees and monitor metrics for our progress. We commit to leverage our insights to uncover unconscious bias and take action to catalyze change.
- We provide resources and assets to our employees on how to engage within culturally- and geographically-dispersed work teams to ensure a culture of growth, learning and collaboration. In 2020, we plan to have each member of our workforce participate in our Culture Learning Lab, a globally delivered interactive workshop that will heighten the behaviors that contribute most to an outstanding culture.
- We have made a formal pledge, along with more than 650 CEOs of global organizations, to the CEO Action for Diversity & Inclusion™, a major effort to create more equality in the workplace.

teradata.23

Total of 02 pages in section



Corporate Governance Materials

Communications with the Board of Directors

Any shareholder or other interested party may contact the Board of Directors or any individual director(s) by written communication mailed to:

Board of Directors
c/o Corporate Secretary
Truist Financial Corporation
214 N. Tryon Street
Charlotte, North Carolina 28202

Any proper communication so received will be processed by the Corporate Secretary as agent for the Board or any individually named director. Unless, in the judgment of the Corporate Secretary, the matter is not intended or appropriate for the Board, the Corporate Secretary will prepare a summary of the communication for prompt delivery to the appropriate member(s) of the Board.

Truist's Culture

In bringing together two great companies, BB&T and SunTrust, it was essential to ensure that the strong and consistent values demonstrated by both heritage cultures continue on in the new company, Truist. We are very proud of the energy and commitment shown by Truist teammates in creating a set of shared values for the organization. In the constantly changing and unpredictable business, political and economic environment in which we operate, it is essential that our organization provide a clear set of fundamental principles guiding our actions that speak to our clients, teammates and other stakeholders. While change is a necessary part of our environment, our Purpose, Mission and Values reflect fundamental principles that remain steadfast.

Purpose

To inspire and build better lives and communities.

Mission

Focused on our responsibilities to our clients, teammates and stakeholders.



2020 Proxy Statement | TRUIST 33

Total of 02 pages in section



To Our Shareholders

2019 was a transformational year for Verizon. We continued to lead the wireless industry by becoming the first company in the world to launch a mobile 5G network and the first company to commercialize a multi-access edge compute service, while setting the standard for wireless network performance and reliability and rolling out our next generation Intelligent Edge Network architecture.

At the same time, our employees continued to delight our customers by providing them with the high-quality services and products they have come to expect from Verizon – resulting in well-balanced growth in revenues and profitability and a further strengthening of our balance sheet.

As impressive and important as our operational and financial achievements were, from the Board's perspective the company's most significant accomplishments in 2019 are those that position us to grow and thrive in the years to come. Throughout the year, the Board oversaw and led a series of initiatives that we believe will position Verizon to compete and win in the marketplace into the future.

Corporate Purpose and Culture

The Board believes that Verizon must effectively address and balance the interests of all of its stakeholders – shareholders, employees, customers, communities, suppliers and others – in order to put itself in the best position to serve its customers, provide critical services to the community and grow profitably over the long-term.

This belief is reflected in the breadth and aspiration of our corporate purpose to "create the networks that move the world forward."

It is also reflected in the values underlying all of our decisions.

- Integrity
- Respect
- Performance Excellence
- Accountability
- Social Responsibility

Verizon reinforces our purpose and culture throughout the organization in a variety of ways. Using town hall meetings, webcasts, digital communications and both broad-based and targeted messages from our most senior leaders, we

aspire to ensure that every employee understands the company's purpose and strategy to reach our goals.

We want Verizon to be a place where employees love what they do and where they believe they can use their creativity, curiosity and unique talents to make a real difference. By ensuring that the company's culture is fully understood throughout the organization, we believe that all of Verizon's employees will be inspired to help the company realize its potential.

Organizational Structure

In the past, Verizon organized our operations around the technologies used to serve customers – the wireless unit operated the wireless network and provided wireless services to both individual consumers and business customers, and the wireline unit operated the copper and fiber-based wireline network and provided those services to individuals and businesses.

In 2019, we reorganized our operations by customer group. Now, the Consumer Group is responsible for serving all of our retail customers' needs – both for wireless and wireline services; the Business Group is responsible for serving all of our business customers' needs; and the Global Technology Group builds and operates the networks that provide services to all of our communications customers. Our Media Group continues to provide digital services and content to its customers and users.

We thought it was important to take this step because technological change is rapidly evolving the services that different customer groups are requesting of us, as well as giving us new opportunities to deliver those services in different ways. At the same time, our competitors are approaching these customer groups with different types of services and value propositions.

This new structure will allow us to better address our customers' changing needs and desires and more nimbly respond to technological changes and market dynamics, so that we can continue to enable our customers to do incredible things with our networks and products into the future.

As we implemented this reorganization, which in many cases involved installing new management and changing the job assignments of large groups of employees, it was



Corporate Culture and Human Capital Management

Attracting, developing and retaining the best people globally is crucial to all aspects of Visa's activities and long-term success, and is central to our long-term strategy. We are investing in our employees to ensure we remain an employer of choice, and to continue to build an inclusive culture that inspires leadership, encourages innovative thinking and welcomes everyone.

Visa has created a culture where all employees are encouraged to be leaders. To build this culture, we have embraced the following Visa Leadership Principles that are integrated into all we do, and drive accountability for the way we act and the way we lead:



The Board and its committees have oversight of our leadership culture. We foster an inclusive workplace that encourages diversity of thought, culture and background. Our Nominating and Corporate Governance Committee includes women and minority candidates in the pool from which the Committee considers director candidates.

Management is responsible for ensuring our policies and processes reflect and reinforce our desired corporate culture, including policies and processes related to strategy, risk management, and ethics and compliance. Recently, our Chairman and Chief Executive Officer was a signatory to The Business Roundtable Statement on Corporate Purpose, which commits signatories to (i) delivering value to customers, (ii) investing in employees, (iii) dealing fairly and ethically with suppliers, (iv) supporting communities, and (v) generating long-term shareholder value.

Employee Development and Engagement

Visa understands that being an employer of choice requires providing best-in-class training and development opportunities, while creating innovative programs that enable a vibrant and engaged learning culture to flourish. We strive to achieve this through a number of forums, including Visa University, our signature global learning platform that houses more than 80,000 learning resources. Classes are taught and facilitated by company leaders and external speakers who bring real-world context and ideas for practical application that are aligned with Visa's goals.

We recognize that building an inclusive and high-performance culture requires an engaged workforce, where employees are motivated to do their best work every day. Our engagement approach centers on communication and recognition. We communicate with our employees in a variety of ways, including company intranet, digital signage, live events in regional offices and quarterly all-staff meetings. Our recognition programs include our Go Beyond program, where managers and peers recognize employees who exemplify our leadership principles.

We assess employee engagement through a variety of channels, including our annual employee survey, which provides feedback on a variety of topics, such as company direction and strategy, diversity and inclusion, individual growth and development, collaboration and confidence and trust. For the second year in

10



CORPORATE GOVERNANCE AND BOARD MATTERS

Board Oversight of Human Capital Management and Corporate Culture

Our Board of Directors believes that our people are our greatest asset and that our corporate culture is the most important intangible value driver of our superior long-term risk-adjusted returns and growth in stockholder value.

Human Capital Management: The Company fosters a performance culture. We are focused on creating a respectful, rewarding, diverse, and inclusive work environment that allows our employees to build meaningful careers. The success of these human capital management objectives is essential to our strategy, as it is our people who drive our success. We invest in their growth as individuals and professionals through training and engagement, as well as in their well-being through robust health and wellness programs and a commitment to diversity.

The Company provides developmental opportunities for our employees through a robust set of formal and informal programs that focus on enabling employees to build skills and thought leadership in specific facets of our business. Our leadership programs cultivate the talent of our high-potential, strong-performing employees as we strive to deepen, enhance and diversify the Company's leadership team.

We strive to align employee incentives with the risk and performance frameworks of the Company. The Company's "pay for performance" philosophy connects individual, operating unit and Company results to employee compensation, providing employees with opportunities to share in the Company's overall growth and success. The Company offers employees a comprehensive benefits package, including health and wellness, financial, educational and life management benefits. In addition, we support employees in making an impact in their local communities and globally through environmental and social efforts that are meaningful to them.

Our Board of Directors engages with our senior leadership team, including the human resources executive, on a periodic basis across a range of human capital management issues, including succession planning and development, compensation, benefits, talent recruiting and retention, engagement, diversity and inclusion, and employee feedback.

Culture: The Board of Directors has recognized Accountability, People Oriented Strategy, Responsible Financial Practices, Risk-Adjusted Returns and Transparency as the elements of corporate culture necessary for the Company to achieve success. Our culture is what unifies our employees across our decentralized business model, ensures we are positioned to serve our diverse clients globally and propels the Company's continuous evolution. We are committed to fostering a unifying culture and encouraging innovation across our enterprise. The key drivers of our culture encompass the premises that (i) specialized knowledge and having a customer-centric focus are competitive advantages and (ii) an environment that promotes integrity, embraces the commitment to "always do right," fosters entrepreneurship and innovation, and values making thoughtful decisions for the long-term benefit of our enterprise. While there is no one "Berkley" way, each of our operating units has a unique culture that embodies a shared set of values that define our enterprise. Our structure, with more than 50 distinct operating units, facilitates the prompt identification of and appropriate action with respect to addressing individual business or cultural issues arising within an operating unit, without affecting the larger enterprise. Furthermore, these operating units are overseen by senior corporate business managers and senior corporate functional

2020 Proxy Statement

45



Human Capital Management

We Are Redefining Parts of Our Culture

Over the last two years, we provided information in our proxy statement about how we were working to strengthen and monitor our culture. We acknowledged that process would take time.

Wells Fargo went through a leadership transition during 2019 and the Board and management are making significant changes to our management, structure, processes, and culture. There are parts of our culture which we seek to preserve and parts that require change. Our CEO, Charlie Scharf, articulated in his letter to shareholders, which accompanies our 2019 annual report, the following changes that we are making to our culture in order to be more effective:

- We will operate as one company, not a series of decentralized businesses.
- We will continue to foster a culture of partnership, but we will move past the need for consensus and have open and direct fact-based discussions where we emerge with decisions.
- We will have a different level of management discipline than we had in the past and will value and expect high quality execution.
- There will be clear responsibility and accountability.
- We will judge ourselves based upon our outcomes – not our words.
- And we will ultimately judge ourselves versus the best as we believe that we should be the best.

In February 2020, Wells Fargo also announced a new organizational model that creates a flatter line of business structure and brings greater focus and provides leaders with clear authority, accountability, and responsibility. We also are making fundamental changes to how we manage our operations with a focus on high quality execution, clear accountability, and operational excellence.

Our Board and Human Resources Committee are overseeing our culture efforts and receive reporting from management on our progress. The Human Resources Committee also oversees our performance management and compensation programs and how those align with our desired culture. More information about those programs is provided below.

We Are Responsible for Leading Our Transformation

All of our employees contribute to Wells Fargo's transformation by doing what is right, doing it well, and leading with an enterprise mindset. In addition, we all have responsibility for managing risk every day.

We continue to drive enhancements that contribute to our Company's transformation, including by:

- **Updating our Risk Management Framework**, which is a foundational document that provides a clear and concise description of how we expect risk to be managed across the company. It also describes the core principles of managing risk – tied to culture, governance, roles and responsibilities across three lines of defense, tools and programs, and risk types. All employees are now required to take Risk Essentials training annually as part of our focus on risk management and strengthening the risk components of our culture.
- **Incorporating clear expectations for employees in their performance objectives** since 2018 in order to provide consistent guidance of our expectations in order to create a more consistent culture. The expectations apply to all employees, regardless of role or location.

2020 Proxy Statement 51

Total of 02 pages in section



WESTERN ALLIANCE | ENVIRONMENTAL, SOCIAL & GOVERNANCE

OUR CULTURE



People are the foundation of Western Alliance and we invest in their success. Our people are committed to our clients' success and, by putting clients first, we create strong shareholder **Performance**. This leads to tremendous **Possibilities** to fuel client growth and support our communities, and in turn provide expanding opportunities to attract and retain our **People**.

Our Values Drive Us

Integrity

We expect everyone to apply high ethical standards and sound judgment in all we do.

Creativity

We are all part of an environment that welcomes new ideas and prizes creative, strategic thinking to benefit customers and our commitment to relationship banking.

Teamwork

We work together across departments, specialty areas and geographies in a productive, collaborative way that forwards the interests of clients and the bank.

Passion

Our passion motivates us to overcome obstacles, think big and do more.

Excellence

We strive to deliver strong performance and excellence in everything we undertake.

WESTERN ALLIANCE BANCORPORATION 2020 PROXY STATEMENT

4



SUSTAINABILITY AT WEYERHAEUSER

People Development. We focus a great deal of energy and resources on the training and development of our people. We feel so strongly about this that we made people development a critical focus area in our company vision. To support our objectives, we:

- partner with our employees on individual development plans and provide a range of individual development tools;
- enroll hundreds of our front-line, mid-level, and future executive leaders in development programs;
- engage in rigorous internal talent assessment and succession planning; and
- monitor and regularly review our strategies and action plans to address any workforce gaps in our organization, including gender, race and other underrepresented groups.

Workplace Culture. Creating and maintaining a strong and positive workplace culture is critical to achieve our goal of being an inclusive, rewarding place to work. We are unwavering in our core values—safety, integrity, citizenship, sustainability, and inclusion—which are cited often by our employees and are visible throughout our organization. We also believe strongly that embracing diverse experiences, ideas, and points of view leads to better decision-making and improves overall company performance. We achieve a strong workplace culture through:

- "no tolerance" policies regarding discrimination and harassment of employees, suppliers, customers and visitors;
- training on unconscious bias, harassment prevention, and creating an inclusive workplace;
- an Inclusion Council that provides insight, ideas and action to help make our company a great place to work for all people; and
- regular company-wide surveys and other means by which we collect candid feedback on how we're doing so we can address any gaps.

We support our communities.

Our commitment to supporting people extends beyond our employees. We are also deeply connected to the communities where we operate and have a long history of doing our part to help them thrive. We began making charitable donations in the earliest days of the company, and today we donate money, time, skills and resources to support hundreds of important organizations and programs in the rural and urban communities in which we operate. We also develop and maintain positive relationships with communities near our operations, especially in areas where our forests are shared resources with neighbors and tribal communities.

EMPLOYEES LED
280
COMMUNITY
PROJECTS
and
VOLUNTEERED
22,982
HOURS IN 2019



2019 COMMUNITY INVESTMENT
By focus area through our Weyerhaeuser Giving Fund

900+ LEADERS have participated in a DEVELOPMENT PROGRAM 2014-2019. We have conducted PAY EQUITY REVIEWS since 2004.

300+ LEADERS have completed UNCONSCIOUS BIAS TRAINING. 96% OF EMPLOYEES ARE PROUD OF THEIR WORK (2019 SURVEY).

2020 ANNUAL MEETING & PROXY STATEMENT

9



CORPORATE GOVERNANCE

Our Commitment to Corporate Governance and Stockholder Engagement

We seek to maintain and enhance our corporate governance practices by refining such practices to align with evolving practices, issues raised by our stockholders and otherwise as circumstances warrant. Our corporate governance is overseen by our Board, all of the members of which are independent other than our chief executive officer. The independent members of our Board annually elect a lead director, who is an independent director. We have formalized the role of the lead director and have set forth the duties of the lead director in our Corporate Governance Guidelines as described below under "Board Leadership Structure: Lead Director." Our by-laws include proxy access provisions pursuant to which stockholders meeting specified thresholds may nominate and include in our proxy materials director nominees in accordance with our by-laws as described below under "Selection of Director Candidates."

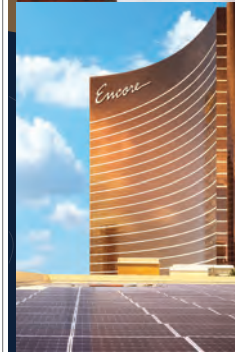
We also place great value on stockholder outreach and engage regularly with our investors to gain insights into our business strategy, corporate governance practices, executive compensation program and commitment to sustainability. Our chairman, president and chief executive officer, Bradley J. Holly, along with other members of senior management, met with several of our larger stockholders over the course of 2019. We aim to seek a collaborative and mutually beneficial approach to issues of importance to investors that affect our business and also to help ensure we maintain appropriate corporate governance practices. During 2019, we met with several firms representing approximately 56% of the outstanding common stock of our company. We also attended, made presentations and engaged with our stockholders at eleven investor conferences throughout 2019. In addition, our team hosted five bus tours and non-deal road shows for investors during 2019.

Whiting Values

In order to improve our culture, empower our people, engage our communities and ensure our success, we developed the following statement of our values in 2018:



Our core values continue to provide the foundation for how we work, interact, manage and lead at our company. In 2019, an internal values committee was formed to help facilitate our values awards. Each quarter, employees are encouraged to nominate a colleague who they believe is exemplifying each



We understand that company value is now measured against more metrics than ever before. Under the direction of the Wynn Resorts Board, our executive team is imbuing our Company's culture with clear, ESG-centric values. We have created programs that ensure the highest integrity of our business and gaming operations. Projects such as our rooftop solar and grid-connected facility in Fallon, Nevada, allow Wynn Las Vegas to source 75% of its peak energy demand from renewable sources. Our focus on career training and local small- and medium- sized business at Wynn Palace and Wynn Macau have earned high marks.

10. Diversity & Inclusion (D&I)

Diversity often focuses on the differences in a group, often referred to as “the mix.” Relevant groups can include the board, C- Suite, senior managers, and employees at large. Inclusion is the deliberate act of welcoming diversity and creating an environment where diverse people can interact, thrive and succeed, working as a collective whole. In short, Diversity is what you have. Inclusion is what you do.

AKAMAI TECHNOLOGIES, INC.



Promoting Diversity and Inclusion in the Workplace

Akamai is committed to providing a work environment and culture where all employees feel that they can contribute and perform to the best of their abilities. Our diverse workforce combines workers from different backgrounds and experiences that together form a more creative, innovative, and productive workplace. We believe that bringing together a diverse workforce in an inclusive environment captures the experiences, cultures, talents, and thought perspectives that will drive innovation and our business strategy in a collaborative manner. Akamai is a global company. Our aim is to understand and build on our cross-cultural competence, and by doing so, greatly improve the way we work in our global community.

We have implemented a number of initiatives to foster inclusivity: including a Diversity & Inclusion Steering Committee of senior leaders across all parts of the business and regions that drives our progress in this area; use of diversity inclusion goals in both our corporate level 2020 Mission Critical Goals and the individual performance goals of our senior personnel; support for Employee Resource Groups that are employee-led, voluntary internal global networks open for all to come together to help collaborate, share ideas, and discuss issues among colleagues with similar characteristics or common interests; and the

Akamai's Employee Resource Groups

Parents@Akamai – a community of parents and caregivers who provide encouragement and empowerment in the development of career goals while balancing their responsibilities outside the office.

Women's Forum – this group helps raise awareness, support professional development, identify and create networking opportunities, and enable the next generation of women in tech to grow, advance, and lead in careers at Akamai.

IndUS – a forum for South Asian employees across Akamai to seek professional development and mentoring opportunities and express their shared cultural identity through awareness programs and company activities.

Out@Akamai – for individuals who identify as lesbian, gay, bisexual, and transgender – and their allies – to meet, share experiences, work to raise awareness, improve engagement, and support development for all employees.

Ohana – a community of employees across Akamai who identify as African American, Black, Hispanic, Latin American, or with other racial and ethnic groups to network, learn from peers, mentor others, seek professional development, socialize, and share cultural interests.

Military Veterans @Akamai – a group that highlights the diverse and valuable contribution that veterans and military families bring to Akamai.

East Asia Circle – an inclusive and open group of employees with roots in East Asia and Southeast Asia countries and territories that highlights the diverse cultures and values of employees from these regions.

In Reach – for employees with physical disabilities and/or mental health conditions and their allies; to create awareness for managers, executives, and employees alike, empowering disabled individuals to secure proper accommodations and be set up for success.

11/

ALCOA CORPORATION



2020 PROXY STATEMENT

Proxy Summary (continued)

Care for People	We treat all people with dignity and provide a diverse, inclusive work culture.
Diversity and Inclusion	<ul style="list-style-type: none">✓ We believe that superior Company performance requires a variety of employee experiences, backgrounds, and characteristics.✓ We hold our leaders accountable for diversity and inclusion and have incorporated diversity goals into our executives' annual IC.✓ Our businesses track diversity metrics and initiatives.✓ We earned a score of 95% in the 2019 Corporate Equality Index, a national benchmark survey and report on corporate policies related to lesbian, bisexual, gay and transgender workplace equality, administered by the Human Rights Campaign Foundation.✓ We were named to the 2020 Bloomberg Gender-Equality Index, which recognizes companies committed to transparency in gender reporting and advancing women's equality.✓ We have developed a trusting workplace program, which, in 2018, included the launch of the Harassment and Bully-Free Workplace Policy.
Employee Training and Development	<ul style="list-style-type: none">✓ We utilize a three-year learning and development strategy, including enhancements to current programs such as Technical Leadership Excellence and Advancing Supervisory Excellence, with the goal of identifying new ways to connect with our global workforce for a more effective and engaging learning experience that is aligned with our business.✓ We maintain a frequent check-in process for managers/employees and utilize new technology to simplify the performance process and ensure our employees, managers and human resources professionals have access to the same information.✓ In 2019, we made implicit bias training available to our employees, which focused on understanding and avoiding unconscious bias.✓ All of our employees have access to a global online learning management system, which houses thousands of online courses.✓ We support employee participation in professional certification, leadership development and other external training programs.
Talent Acquisition	<ul style="list-style-type: none">✓ Our global HR system provides an internal listing of all career opportunities globally. In 2018, we introduced a tool that ensures our job postings are gender neutral and without bias.✓ We seek to hire from the local candidate pool when possible. We engage with universities to identify top local talent, and we offer internships and apprenticeships to help develop the local workforce.
Compensation	<ul style="list-style-type: none">✓ To attract, retain, motivate, and engage our employees, we provide compensation that is competitive within the relevant labor market.✓ In 2019, we continued to link 30% of our IC goals to non-financial metrics relating to sustainability—safety, gender representation in the workforce, and reductions in GHG emissions due to process improvements.

Alcoa

14

AMGEN INC.



Corporate Governance

Our Community. The Amgen Foundation has provided support following devastating disasters, including immediate relief for victims of the wildfires in Australia and Southern California, and continues to provide support for reconstruction efforts in Puerto Rico following Hurricane Maria. Moreover, the Amgen Foundation provides programs and resources to empower individual Amgen staff in their charitable giving, including through a matching gift program and by providing service grants to non-profit organizations where staff members regularly volunteer.

Amgen's Response to the COVID-19 Pandemic

As a leading global healthcare company and responsible corporate citizen, Amgen is committed to help address the COVID-19 outbreak. We have prioritized the safety of our employees, supply of our medicines to patients, and health of the communities where we live and work. For information on our response to this unprecedented situation, please visit www.amgen.com/COVID-19.

Human Capital Management

Our Board has a key role in the oversight of our culture, setting the tone at the top, and holding management accountable for maintaining high ethical standards. The Board believes that human capital management, including diversity and inclusion initiatives, are important to our success. We conduct staff member engagement surveys on a regular basis and the results of these surveys are discussed with the Board.

Amgen places significant value on fostering and enabling growth for staff, both personally and professionally, and we are committed to providing a safe, healthy, innovative, and diverse work environment for our staff.

Our Social Architecture. Since Amgen's founding in 1980, our staff members have directed their intelligence and enthusiasm toward a simple, yet powerful mission to serve patients. This clearly articulated mission, our aspiration to be the world's best human therapeutics company, a carefully considered strategy informed by our mission and aspiration, a well-defined set of Amgen Values that define how we behave, and clear leadership attributes that we expect from our staff members, together form the "social architecture" that defines our unique culture. This social architecture is deeply rooted in our culture and has enabled Amgen's growth over the past forty years from an early pioneer in the biotech industry to a leading innovator and world-class biologics manufacturer.

The Amgen Values were formalized in 1996 and continue to serve as the principles that guide the way we conduct business.

Amgen Values	
Be Science-Based	Trust and Respect Each Other
Compete Intensely and Win	Ensure Quality
Create Value for Patients, Staff, and Stockholders	Work in Teams
Be Ethical	Collaborate, Communicate, and Be Accountable

Diverse and Inclusive Workforce. We believe that an environment of inclusion and belonging fosters innovation, which drives our ability to serve patients. Our global presence is strengthened by having a workforce that reflects the diversity of the patients we serve. To that end, we established a new executive diversity, inclusion, and belonging council chaired by our CEO. With endorsement from executive management and engagement with senior leaders across the organization, we have implemented a global strategy designed to leverage our diversity and create a more inclusive workplace.

This strategy is designed to help us successfully navigate a global, complex marketplace as we bring more medicines to patients around the world. In addition, we are setting goals to improve our focus around diversity, inclusion, and belonging and Amgen is positioned to amplify our program reach across the globe and measure our progress towards creating a more inclusive workplace. Additionally, we currently have global Employee Resource Groups at our Company, all with executive sponsorship, that are organized around primary diversity attributes, including:

Amgen Asian Association (AAA)	Amgen Black Employee Network (ABEN)
Ability Bettered through Leadership and Education (ABLE), a resource group for the physically or cognitively disabled	
Amgen Early Career Professionals (AECOP)	Amgen Indian Subcontinent Network (AISN)
Amgen Latino Employee Network (ALEN)	Amgen LGBTQ and Allies Network (PRIDE)
Amgen Veterans Employees Network (AVEN)	Women Empowered to be Exceptional (WE2)

Attracting and Developing Talent. Our success depends on our ability to attract and retain talent and skilled staff members. We compensate our staff members based on their roles, experience, and performance, provide wellness resources, as well as support employees in giving back and volunteering in their local communities. Amgen has added transgender benefits and continues to pride itself on industry-leading, family-friendly offerings for families of all compositions.

Reference to our website is not intended to function as a hyperlink and the information contained on our website is not intended to be part of this proxy statement.

2020 Proxy Statement
33

APPLE INC.



We believe that we lead in innovation because we lead with our values.

Tim Cook
CEO

Accessibility
apple.com/accessibility

Apple believes accessibility is a fundamental human right and technology should be accessible to everyone.

Our products are powerful and affordable assistive devices, with built-in accessibility features such as VoiceOver, Switch Control, and support for Made for iPhone® hearing aids.

We introduced Voice Control, which allows people, particularly those with physical motor limitations, to fully control their iOS device or Mac® with their voice.

Inclusion & Diversity
apple.com/diversity

We strive to represent the customers and communities we serve—everywhere we operate around the world—because it makes us a better and more innovative company.

We are deeply committed to hiring and promoting inclusively, championing equal pay, increasing diverse representation at all levels, and fostering an inclusive culture that gives every employee the opportunity to do the best work of their lives.

Apple Inc. | 2020 Proxy Statement | 8

BIOGEN INC.



Proxy Statement Summary (continued)

- Earned Carbon Disclosure Project (CDP) scores of A-, A- and B in the areas of Supplier Engagement, Climate Change and Water, respectively.

Diversity and Inclusion

We believe that diversity in all forms is a key to our success. Different perspectives make us stronger as a business. Our diversity and inclusion strategy touches every facet of our business, focusing on three key components: expanding workforce diversity, improving health outcomes for underserved global patient populations and developing a sustainable, diverse supplier base.

We are honored to be recognized as a company of choice. In 2019 Biogen was ranked #85 on the *Forbes* list of World's Best Employers and #42 on the *Forbes* list of America's Best Employers. We scored 100% on the 2019 Disability Equality Index, which measures our policies and practices related to disability inclusion, for the third consecutive year. Additionally, for the sixth consecutive year, we were recognized as a Best Place to Work for LGBTQ Equality by the Human Rights Campaign, scoring 100% on their Corporate Equality Index.

Community Engagement

Our employees are not only passionate about how their work at Biogen may help improve lives, they are also engaged across a broad range of activities to improve our company's work and role in the community, such as our Cares Deeply Day. In 2019 alone, over 3,000 employees from over 30 countries volunteered at different service projects in the communities where we live and work during this annual day of service. Many Biogen employees at our manufacturing sites also participate in Communities of Practice (CoP), employee-led groups engaged in activities around a common interest. One such group is ourIMPACT, a CoP focused on furthering our environmental sustainability initiatives at Biogen. This group tackles issues such as reducing waste in the workplace through reuse programs, improving energy use in laboratories and bringing healthier and more climate-friendly meals into Biogen's cafeterias.

Our Community Lab, with locations at our headquarters in Cambridge, Massachusetts, which opened in 2002, and in Research Triangle Park, North Carolina, which opened in 2014, is the longest-running, hands-on corporate science lab in the nation, serving as the model for a growing number of similar initiatives in the biotech community. At our Community Labs, local middle and high school students can engage in hands-on biotechnology experiments and interact with scientists and other biotech professionals in a state-of-the-art laboratory classroom. It offers free daylong, interactive science activities, rigorous summer programs and teacher professional development. Since its inception, our Community Labs have engaged more than 54,000 students in hands-on learning to inspire their passion for science and, in 2019, 54% of our summer Community Lab students were from underrepresented and/or low-income household groups.

In 2019 we opened a non-profit kitchen with Food for Free in our corporate headquarters in Cambridge, Massachusetts to give back to those in our neighborhood. Food for Free, a Cambridge non-profit whose mission is to fight food insecurity, collects leftover and donated food that otherwise would go to waste and gets it to people in need in 15 communities in our area. As of March 31, 2020, we have produced almost 20,000 meals in the Biogen Family Meals kitchen that have been distributed to over 25 different agencies and schools in the Greater Boston area, including seven K-12 schools and four community colleges.

The Biogen Foundation

The Biogen Foundation supports access to science education and to essential human services for children and their families in the communities in which we work and live. The Biogen Foundation is deeply committed to sparking a passion for science and discovery, supporting effective science education initiatives and strengthening efforts to make science education and science careers accessible to diverse populations. Most of all, we want young people to know that through science they have the ability to change the world.

The Biogen Foundation's grant-making programs focus on two core areas: science education and strengthening our communities. As a result, the Biogen Foundation is committed to supporting nonprofit organizations that focus on four areas: providing access to hands-on science education, teacher development in science, college readiness and support and basic social needs (child hunger, poverty and social mobility). In 2019 the Biogen Foundation's grant program donated \$4.6 million to worthy organizations ranging from food banks and community services organizations to science education and teacher development programs.

2020 Proxy Statement
25

THE BOEING COMPANY



CORPORATE GOVERNANCE

Social Boeing Global Engagement

More than
\$1.8B
in Boeing community investments over the last 10 years

\$27.4M
in veterans charitable investments from 2017 to 2019

\$50M
in scholarship grants to 430 postsecondary students in 20 countries

\$10.4M
in grants to 100+ nonprofit programs

31 Total GRANTS supporting programs

More than
\$240M
in community investments in 2019

Number of community partners globally
15,000+

Boeing employees contributed
\$29M
in charitable giving in 2019

254 GRANTS in workforce development programs

Approx. 500,000+ employees trained in Boeing U.S. workforce programs, including U.S. military

46%
of Boeing's workforce contributed to community service over the past 5 years

Through purposeful community investments, employee engagement, and thoughtful advocacy efforts, Boeing and its employees support innovative partnerships and programs that align with our strategic objectives, create value, and help build better communities worldwide. First, we are committed to helping children and youth achieve their potential through educational enrichment and support programs that promote academic success, independence, and economic sustainability. Second, through hiring and employment programs as well as grants and volunteer activities, we help armed forces veterans and their families' transition successfully into civilian life. Third, we believe that maintaining a local focus and flexibility to respond to local needs is vital to Boeing's charitable investment and employee engagement strategy. As a result, we focus our expertise and employee volunteerism on issues that are of importance to each site and region of the world where our company operates. For additional information, and to see how Boeing and its employees give their time, talent, and resources in communities around the world, visit <https://www.boeing.com/principles/global-engagement-summary.page> and download our most recent Global Engagement Portfolio.

Global Equity, Diversity and Inclusion

2019
Top 50 Employer by both Minority Engineer Magazine (EIT) ranking and Women Engineer Magazine (EIT) ranking

28 CHAPTERS of Boeing's Global Reporting Leadership across the company

Boeing is 2019 Best Places to Work for Disability Inclusion (recognized with a score of 100%)

DiversityInc. 2019 Top 50 Company for Diversity

Top 25 Workplaces for Veterans

5x increase in diversity inclusion (top 25) from historically black colleges and universities in August 2019

Continued to diversity inclusion (top 25) from historically black colleges and universities in August 2019

40% INCREASE in the number of women in engineering and IT vice president positions in the last three years

15% of Boeing's workforce are veterans

Diversity and inclusion are core values at Boeing, and we have a demonstrated record of living those values every day. We continue to see growth in our diverse representation and number of global employees at Boeing. We know that there is still work to be done, but we continually strive to meet and exceed our commitments in this area. For example, we continue to fuel the diversity of our workforce through education, outreach, transparency and accountability. These commitments will help us reach our goal of creating enduring change at Boeing and in our world. For additional information, visit <http://www.boeing.com/principles/diversity-and-inclusion/index.page>.

2020 Proxy Statement
25

Ciena Corporation



Human Capital

Annually reviewed by our Board, our "people strategy" is designed to ensure that we continue to attract and retain the talent necessary to execute on our strategic imperatives and business plans, and that we have well-aligned programs, initiatives, rewards and recognition to promote these goals.

Environmental & Sustainability

We believe sustainability is more than a corporate responsibility – it is a fundamental part of our strategy and key to achieving our goals and success in our markets.

Community Outreach & Support

We believe it is important to give back and promote community outreach and support through corporate giving, charitable matching, and robust employee volunteerism in the communities in which we live and work.

Corporate Governance

We believe that good corporate governance and high ethical standards are an obligation to our investors, customers and employees and essential to Ciena's success.

Human Capital

Support Physical, Emotional, Financial & Social Wellbeing

- Competitive, fair and transparent compensation programs that promote performance and growth of our employees
- Incentives tied to business and individual results
- Innovative and competitive benefit offerings
- Flexible working opportunities
- Parental, caregivers and adoption leave
- Flexible paid time off in the U.S. and Canada
- Available education and support for all aspects of personal wellbeing, including physical, emotional, financial and social wellbeing
- Life planning and retirement readiness
- Employee Stock Purchase Plan and access to equity compensation, which we have pushed deeper into the organization in fiscal 2019

Promote Inclusive and Diverse Workplace

- Recruiting outreach to extend diverse representation
- Internal networking and programming includes our Women @ Ciena group and our Black & African Heritage @ Ciena group
- Regular and ongoing assurance of gender pay fairness
- Mentoring programs

Create Opportunities to Grow and Develop

- "Inside First" initiatives look at opportunities to cultivate talent for new roles from within
- "Ciena Next" program for early in career employees and new graduate hiring
- Management & Leadership Development Programs offered to employees
- Employee learning and training initiatives
- Support for continuing education through tuition reimbursement

Employee Recognition

- Annual Spirit of Ciena Awards to recognize employees who best exemplify Ciena's core values
- "Applause" program and Spot Awards to provide recognition to employees throughout the year
- Patent Incentive & Distinguished Engineer Awards
- Ciena Cares Awards recognizing employees and teams who exemplify our commitment to communities and volunteerism
- Regular satisfaction survey (ESAT) program

14 ciena 2020 Proxy Statement

Comerica Incorporated



Commitment to Community, Diversity and Sustainability

Comerica's Core Values reflect our commitment to corporate responsibility.

The Enterprise Risk Committee of the Board oversees all of Comerica's risk management, including environmental and social risks. Comerica's Director of Corporate Sustainability provides annual updates to the Board's Enterprise Risk Committee, which reviews our value creation approach to corporate sustainability, including areas of progress, challenges and future initiatives.

The Governance, Compensation and Nominating Committee is responsible for determining the constituency of the Board, and looks at diversity of experience, professions, skills, geographic representation and/or backgrounds when evaluating nominees. At the employee level, Comerica supports diversity and inclusion through our Executive Diversity Committee ("EDC"), comprised of our CEO, his leadership team and Comerica's Chief Diversity Officer. All of Comerica's EDC members are required to include diversity and inclusion in their annual performance review and to include diversity objectives throughout their lines of business.

Community, diversity and sustainability highlights for 2019 included:

2019 Company Highlights

1,067

financial education training events sponsored by Comerica

86%

of employees enrolled in the voluntary Mission of Diversity Awareness training

40%

of Comerica's U.S. employees are racial/ethnic minorities

65%

of Comerica's U.S. employees are women

237,000

meals provided in conjunction with our Community Street Day events, which gathered over 882,000 pounds of paper

\$8.4 MILLION

donated to charitable organizations via more than 1,400 grants/sponsorships

71,300 HOURS

of volunteer time donated to nonprofits by Comerica colleagues

~\$923 MILLION

in green loans and commitments

10 YEARS

Comerica has been ranked as a top company for diversity on DiversityInc survey

SUCCESSFULLY SURPASSED ALL 2020 ENVIRONMENTAL SUSTAINABILITY GOALS

5

Essential Properties Realty Trust, Inc.



CORPORATE RESPONSIBILITY

We believe that effective corporate governance, a positive corporate culture that acknowledges the importance of our stockholders, tenants, employees and business associates, and good corporate citizenship are critical to our ability to create long-term value. In that regard, we have adopted practices that we believe promote and enhance our corporate governance, culture and environmental stewardship.

Corporate Governance Practices

The following highlights certain key aspects of our corporate governance:

- We Have an Independent Board.** Seven of our nine director nominees are independent.
- We Have an Independent Non-Executive Board Chairman.** We separate the roles of Chairman and Chief Executive Officer and have an independent non-executive Chairman of the Board.
- Our Key Board Committees are Fully Independent.** Each member of our Audit, Compensation and Nominating and Corporate Governance Committees is an independent director.
- Our Independent Directors Meet Without Management.** Our independent directors hold regular executive sessions without management present.
- We Do Not Have a Staggered Board.** We hold annual elections for all of our directors.
- We Assess Board Performance.** We conduct regular assessments of our Board and Board committees.
- We Value Periodic Board Refreshment to Promote Effective Board Structure and Composition.** Four of our nine director nominees have joined the Board since September 2019.
- We Have a Diverse Board and Management Team.** We demonstrably value diversity in our Board and in our Company; one-third of our Board and our named executive officers is female.
- We Value Transparency.** We are committed to being a leader in providing detailed disclosures about our business to our stockholders.
- Investor Engagement.** We value investor input and are committed to maintaining an active dialogue with our investors. During 2019, we held over 185 face-to-face meetings with investors, in addition to attending industry conferences.
- We Maintain Stock Ownership Guidelines.** We have adopted a stock ownership policy applicable to our executive officers and outside directors under which they are expected to maintain beneficial ownership of shares of our common stock (including securities convertible into or exercisable or exchangeable for common stock) with a value equal to a specified multiple of their annual base cash compensation.
- We Have Opted Out of the Maryland Unaffiliated Takeover Act.** We have opted out of the control share acquisition statute and the business combination provisions in the Maryland General Corporation Law and we may not opt back in to these provisions without stockholder approval.
- We Do Not Have a "Poison Pill."** We do not maintain a stockholder rights plan (commonly referred to as a "poison pill"). We will not adopt one in the future without (a) the approval of our stockholders or (b) seeking ratification from our stockholders within 12 months after adoption of the plan if the Board determines, in the exercise of its duties under applicable law, that it is in the Company's best interest to adopt a rights plan without the delay of seeking prior stockholder approval.

Corporate Culture and Employees

We seek to provide a work environment that attracts, develops and retains top talent by providing our employees a rewarding work experience that allows for career development and opportunities for meaningful civic involvement. Our employees further our commitment to social responsibility through their efforts to become involved in outside organizations that promote education, environmental and social well-being.

7

Fidelity National Information Services, Inc.



Workforce Development & Training

At FIS, we attract, engage and cultivate individuals who can adapt and thrive in an ever-changing landscape. As part of our Human Capital Management initiatives, FIS provides a regular cadence of formal and informal feedback, career development tools and training that is needed for our team members to grow and excel in their careers with FIS.

FIS provides colleagues globally with a comprehensive suite of professional educational programs offered in-person and online. In addition, we offer tuition assistance programs for employees who wish to further their education and gain degrees that will enhance their capabilities and careers at FIS.

Workforce Diversity & Inclusion

There are more than 55,000 employees at FIS, representing a unique combination of age, gender, ability, race, language, religion, sexual orientation, gender identity, beliefs and education, as well as work and life experiences. This diversity of thought, background, and experience is essential for moving our organization forward and is at the heart of our People Strategy.

The reasons why inclusion and diversity matter to FIS are simple:

- There is an opportunity to harness the power of inclusive teams – which are also higher performing – to generate more effective products and services.
- Our Culture and Values framework outlines a clear commitment to inspiring a passion to act and empowering employee growth, both of which can only happen within an inclusive environment.
- A workforce that fully reflects the markets we serve allows us to better champion our clients' needs and is more attractive to prospective employees, and therefore, further enhances the FIS brand.
- Our clients are becoming increasingly diverse, and their makeup and expectations are evolving; in turn, our clients expect us to have and uphold our commitment to diversity.

FIS regularly reviews our employment policies and practices. We expect everyone who works for and with FIS to act in accordance with these statements and work with us to further our strategic inclusion and diversity objectives.

In 2017, we signed on to the CEO Action for Diversity & Inclusion, a CEO-led initiative of more than 500 organizations across industries committed to creating more inclusive workplaces. As part of the initiative, FIS and other companies committed to:

- Encourage conversations about diversity and inclusion.
- Implement and expand unconscious bias training, and
- Share best practices.

And in 2020, FIS was named a Best Place to Work for LGBTQ Equality by the Human Rights Campaign Foundation, receiving a perfect score on the foundation's Corporate Equality Index.

Community Responsibility

With passion and purpose, we encourage a culture of giving back to our communities, our clients and our employees, globally, to make a positive difference. In 2019, our employees logged approximately 21,000 hours of volunteer time worldwide. FIS and our employees donated almost \$3.3 million in 2019 to our communities.

FIS offers team members four employee giving programs, underscoring a spirit of generosity and commitment to giving back:

- FIS Charitable Foundation – is a non-profit, non-stock corporation that serves as the primary source for FIS charitable contributions. The Foundation complements the philanthropic and volunteer efforts of our

Fidelity National Information Services, Inc.

69

Total of 02 pages in section

Total of 02 pages in section



Human Capital Management Overview

Proxy Statement Summary

FirstEnergy strives to be the employer of choice in our operating areas, known for our diverse team, our culture of inclusion and our dedication to assisting our employees in reaching their full potential. We believe our culture empowers employees to support our mission, build satisfying careers at FirstEnergy and drive our success.

Built upon our Core Values and Behaviors, our talent management and total rewards processes are designed to attract, retain, reward and develop a diverse and qualified workforce of high-performing employees and teams. All employees are responsible for demonstrating our Core Values & Behaviors and adhering to the FirstEnergy Code of Conduct.

Safety

Safety is a Core Value of the Company. Together, FirstEnergy employees have the power and responsibility to keep each other safe and eliminate life-changing events. Safety metrics are also a key part of the Key Performance Indicators ("KPI") that drive our short-term incentive program. For more information, refer to the Compensation Discussion and Analysis ("CD&A").

To achieve a world-class safety culture, we are working with a leading safety consultant to shift our focus from incident prevention to exposure reduction with the goal of eliminating life-changing events, injuries that have life changing impacts or fatal results. This comprehensive initiative along with our multifaceted public safety outreach – which extends to contractors, first responders and members of the communities – highlights our steadfast commitment to striving for a safe environment.

Diversity and Inclusion

We believe a diverse and inclusive work environment drives better service for customers, strong operational performance, innovation and a rewarding work experience for employees. This is why Diversity and Inclusion ("D&I") is a Core Value, as well as a corporate objective. We are focused on expanding the diversity of our workforce and creating an inclusive workplace where employees feel valued, motivated and empowered to drive FirstEnergy's success.

Under our CEO's leadership over the last several years, we moved our D&I efforts forward by building within our culture:

- A 12-member Executive Diversity & Inclusion Council – sponsored by our CEO – that aims to enhance workforce diversity, create an inclusive work environment and provide oversight and guidance for FirstEnergy's integrated D&I strategy;
- A D&I Working Group to develop action plans and oversee D&I activities across the organization;
- D&I Implementation Teams in each business unit to effectively implement actions;
- Employee Business Resources Groups ("EBRG") consisting of more than 1,500 members to help celebrate our differences and support our common goals;
- Regularly surveying employees about inclusion at FirstEnergy, soliciting their ideas and engaging them in actions to improve it;
- Ongoing training and education on a variety of D&I topics for employees and leaders;
- An independent third-party pay equity analysis to support FirstEnergy's long-standing internal processes that drive equitable pay decisions;
- Job recruiting processes to increase the number of diverse candidates considered for open positions and expand the diversity of teams interviewing those candidates; and
- Partnerships to open new doors for candidates from local organizations and schools.

To track our progress and drive leadership accountability for efforts to enhance our culture and expand the diversity of our team, we introduced a D&I Index KPI in our 2019 short-term incentive compensation program for managers and above. In 2019, we increased the weight of this KPI to further advance this business imperative. For more information, refer to the CD&A.

Our D&I initiatives begin with our Board of Directors. We believe it is in our shareholders' best interest to have a diverse Board representing a wide breadth of experiences and perspectives. Accordingly, our Board has set a goal that it will maintain at least 30% diverse members (by race, ethnicity and gender combined) for the foreseeable future.

vi



Corporate Governance

Inclusion & Diversity: Strategic Pillars

	2019 OBJECTIVE	2019 KEY INITIATIVES
I&D Matters: Create a more diverse Fortive through hiring, retention, and development strategies	Increase overall representation of diverse talent	Establish Fortive diversity talent acquisition strategy Infuse I&D into talent management practices
Everyone Owns Inclusion: Invest in leaders, managers, and allies to create an environment where everyone belongs	Develop tools and resources to drive inclusive behavior	Unconscious Bias workshops Infuse I&D into leadership programs
I&D In Our DNA: Build a culture of equity for all of us that enables greater innovation for customers and the world	Build processes and systems to drive actions for an inclusive environment	Global Career Framework design Creation of OpCo I&D plans

For the second year in a row, we earned a perfect score of 100% on the Human Rights Campaign Corporate Equality Index (CEI). We're incredibly proud to share that an evaluation of our policies, benefits, culture, and general inclusiveness earned us recognition as one of the "Best Places to Work for Lesbian, Gay, Bisexual, Transgender, Questioning, Queer (LGBTQ) Equality." Furthermore, our President and CEO signed the CEO Action for Diversity & Inclusion Pledge, the largest CEO driven business commitment to advancing I&D in the workplace.

2020 Proxy Statement **31**



SPOTLIGHT ON KEY ESG INITIATIVES

Creating a Workplace of Choice

Our work is personal and tied to a greater mission - and that's to move humanity forward. We know we have the capability, talent, and the technology to realize a safer, better, more sustainable world for everyone, which starts and ends with our workforce. To remain competitive, GM must continue to attract and retain the brightest talent around the world. We are working hard to build an inclusive and unified workforce – a true Workplace of Choice. Today, we compete for talent against not just other automotive companies, but, increasingly, sophisticated technology companies. We strive to build our workforce across various key dimensions, including teamwork, fairness, trust, growth, commitment, recognition, and impact.

► **Key Workforce Priorities**

- **Talent Acquisition:** Hiring and retaining top talent.
- **Talent Engagement:** Creating a positive work environment and a place where employees feel inspired to do their best work and feel valued for doing it.
- **Talent Development:** Increasing the number and variety of career resources available to employees.
- **Wellness and Benefits:** Providing benefits that help employees balance their jobs with other aspects of their lives: a living wage; quality health care; 401K plans with matching programs; paid time off for vacations, illness, parental, and military leave; health and well-being programs; and a focus on accomplishing work-related tasks rather than spending a certain number of hours in the office.
- **Labor Relations:** Respecting our employees' right to freedom of association in all countries and complying with our obligation to satisfy all local labor laws and regulations.

► **Diversity and Inclusion**

An integral part of GM's mission to build a Workplace of Choice is creating an inclusive culture that welcomes and celebrates diversity. Our path to innovation starts and ends with our employees, who are fundamental to the vibrancy and success of our company. Everything we do depends on their abilities and engagement. This is why we have established employee development programs that address both individual and business needs, as well as effective recruitment programs that reach out to diverse populations. In particular, GM has long been a global leader in advocating for women's equality in the workplace, with women in approximately 34 percent of our top management positions. GM is currently the only company among the Fortune 20 that has both a female CEO and CFO.

SPOTLIGHT: EMPLOYEE RESOURCE GROUPS ("ERGS")

GM encourages the visibility of diverse employees through ERGs. ERGs are voluntary, employee-led groups that serve as a resource for members by fostering a diverse, inclusive workplace that aligns with GM's vision and core values. ERGs provide a forum for employees to share common concerns and experiences, gain professional development support, and engage with their local communities. We have 11 ERGs and are proud that approximately 30% of GM's full-time employees participate in an ERG. Each ERG also has a business plan tied to talent acquisition, talent development, community outreach, and business support.

2020 PROXY STATEMENT GENERAL MOTORS **31**



Environmental Sustainability

We are committed to having a positive impact in the markets we serve and communities in which our employees live and work. In 2019, we issued our Global Responsibility Report, which details our recent achievements and initiatives to drive positive change across four pillars, Culture and Values, Environmental Sustainability, Community Impact and Corporate Responsibility. Our Global Responsibility Report (which is not incorporated into this proxy statement) can be found in the Investor Relations section of our website at <https://investors.globalpaymentsinc.com>. The following are some highlights of our environmental sustainability program:

Focusing on the Environment:

- Reducing Energy Usage:**
We are committed to enhancing energy efficiency across our facilities, including supporting renewable energy initiatives. It is our practice to procure new space in LEED or other green certified properties where possible.
- Managing Waste:**
We have implemented recycling initiatives to limit what we send to landfills and have a formal destruction of data policy to minimize e-waste. In all of our larger offices, our physical recycling policies extend to plastics and glass, and we are in the process of implementing a no Styrofoam initiative globally.
- Data Space Initiatives**
In the U.S., we are actively working to consolidate our data space footprint and are committed to evaluating the environmental impact and green efforts of the facilities where we lease storage capacity. Our largest data centers, which account for the majority of our domestic storage, have a number of green initiatives in place, including renewable power systems and rainwater harvesting and reclamation programs. We are also looking for new and innovative ways to reduce the impact our data has on the environment, which we are increasingly accomplishing through our move to the cloud.
- Providing Alternative Transportation:**
As part of our effort to reduce our carbon footprint, all of our U.S. and a majority of our international offices are located close to public transit.

Diversity and Inclusion

Our Company has always prided itself on inclusiveness and embraces the diversity of its employees in all of our geographic regions. We currently do business in over 100 countries in North America, Europe, the Asia-Pacific region and Latin America, with employees living and working in 38 different countries. We believe that our business is strengthened by a diverse workforce that reflects the communities in which we operate.

In 2018 and continuing in 2019, we built on our history of diversity and inclusion by formally launching a diversity and inclusion initiative, which included establishing a Diversity and Inclusion Advisory Council chaired by our President and Chief Operating Officer and consisting of a representative group of our employees. As part of this initiative, we became a signatory to the CEO Action for Diversity and Inclusion™, which is the largest CEO-driven business commitment to advance diversity and inclusion in the workplace.

6 – GLOBAL PAYMENTS INC. | 2020 Proxy Statement



<p>expertise, brand marketing experience, availability, career specialization, relevant technical skills, time and willingness to perform duties as a Director, absence of conflicts of interest, diversity and the extent to which the candidate would fill a present need on the Board. In addition, as explained in more detail below in the section entitled "Diversity," the Board is committed to a policy of inclusiveness that requires all new Board nominees to be drawn from a pool that includes diverse candidates, with a commitment to seeking out highly qualified women and minority candidates.</p> <p>In addition to evaluating new Director candidates, the Nominating Committee regularly assesses the composition of the Board in order to ensure it reflects an appropriate balance of knowledge, skills, expertise, diversity and independence. As part of this assessment, each Director is asked to identify and assess the particular experiences, skills and other attributes that qualify him or her to serve as a member of the Board. Based on the most recent assessment of the Board's composition completed in February 2020, the Nominating Committee and the Board have determined that, in light of the Company's current business structure and strategies, the Board has an appropriate mix of Director experiences, skills, qualifications and backgrounds.</p> <p>Set forth below is a general description of the types of experiences and skills the Nominating Committee and the Board believe to be particularly relevant to the Company at this time:</p> <p>Leadership Experience Directors who have demonstrated significant leadership experience over an extended period of time, especially current and former executive officers, provide the Company with valuable insights that can only be gained through years of managing complex organizations. These individuals understand both the day-to-day operational responsibilities facing senior management and the role Directors play in overseeing the affairs of large organizations. Seven of the eight nominees are current or former executive officers.</p> <p>International Experience Given the Company's global footprint and current focus on growing its presence in emerging markets, Directors with experience in markets outside the United States are critical to the Company's long-term success.</p> <p>Innovation and Technology Experience In light of the important role of innovation and technology to the Company's businesses, Directors with innovation and technology experience add significant value to the Board.</p> <p>General Industrial Experience Directors that have direct experience with industrial businesses bring key insights to the strategic planning process and provide important practical experience to the Board and management.</p> <p>Brand Marketing Experience Directors with a proven track record for marketing and growing global brands bring valuable skills that can have a positive impact on the Company's operational results, especially as it looks to leverage its brand to expand into new markets and territories.</p> <p>Financial Experience Directors with an understanding of accounting, finance and financial reporting processes, particularly as they relate to large, multi-national businesses, are critical to the Company. Accurate financial reporting is a cornerstone of the Company's success, and Directors with financial expertise help to provide effective oversight of the Company's financial measures and processes.</p> <p>A description of the most relevant experiences, skills, attributes and qualifications that qualify each Director candidate to serve as a member of the Board is included in his or her biography.</p> <p>Diversity</p> <p>The Board believes that diversity is one of many important considerations in board composition. To ensure the Board is comprised of members with an appropriate mix of characteristics, skills, experiences and backgrounds, the Board has adopted a Board diversity policy, which is set forth in the Board's Corporate Governance Principles as well as the Nominating Committee's diversity charter. Pursuant to the diversity policy, the Board is committed to seeking out highly qualified women and minority candidates as well as candidates with diverse backgrounds, experiences and skills as part of each Board search the Company undertakes, and ensuring that Board nominees are drawn from a pool that includes diverse candidates, including women and minority candidates.</p>	11
--	----

Total of 02 pages in section



<p>Safety and Transparency. Our internal security and information systems, and internal policies and training are regularly evaluated to ensure that this trust is maintained at the highest standards and in keeping with the Federal, state and foreign laws regarding privacy and protection of data.</p> <ul style="list-style-type: none">At Heidrick, we are uniquely situated to promote diversity inclusion not only internally as part of our own corporate culture, but also as an integral part of the executive search solutions we provide to our clients. We believe a more diverse slate of candidates enables us to broaden the talent solutions available to our clients, which fosters creativity, innovation and growth. Leadership teams who take a purposeful approach to inclusion and diversity have significantly better commercial results. <p>DIVERSITY refers to the variety of similarities and differences among people (i.e. gender, ethnicity, disability, LGBTQ+, parents, work style and more)</p> <p>INCLUSION is a dynamic state of including into a group, a diverse mix of people to create a fair, healthy, and high-performing organization (i.e. creating an environment with equitable access to resources and opportunities)</p> <ul style="list-style-type: none">We believe that diversity and inclusion are key elements of an organization's ability to mobilize, execute and transform with agility. Our diversity and inclusion journey began in 2016, when we decidedly took a more purposeful approach to inclusion and diversity both internally and externally.Diversity and inclusion is imperative for our internal culture at Heidrick, as it drives innovation and future growth. Heidrick has committed substantial time and resources to advance diversity in our workforce, and we continue to strive for an inclusive culture where diversity is celebrated.In 2017, Heidrick pledged our commitment to the Paradigm for Parity to take up the coalition's call to action for gender equality. To fuel our commitment, we created and launched the Accelerating Women's Excellence ("AWE") initiative to develop high-potential women for promotion into leadership positions.Externally our commitment is reflected in our placements. From 2018 through December 31, 2019 nearly 30% of our placements in the U.S. were women, and approximately 20% of our placements were ethnically diverse.In November 2018, Heidrick announced that on an annual basis at least half of its cumulative slate of initial board candidates presented to clients will be diverse, reaffirming a commitment to promoting diversity in board of director searches globally. Developed in collaboration with Stanford's Rock Center for Corporate Governance, Heidrick's pledge was designed to increase the number of women and members of historically underrepresented groups considered by boards. In 2019, Heidrick delivered on this pledge.In 2019, Heidrick furthered its commitment to finding and developing diverse talent in the boardroom when it launched its Director Institute program. The Director Institute leverages Heidrick's unique experience and capabilities to create a fully integrated apprenticeship program pairing CEO recommended diverse executives with boards of relevant but non-competitive companies in order to accelerate their development.	5
---	---



<p>03 CORPORATE RESPONSIBILITY AND SUSTAINABILITY</p> <p>The 9 Behaviors reinforce our performance culture and are enabling our transformation into the world's premier software-industrial company. They reflect the bold, entrepreneurial spirit of our leaders along with our emphasis on execution with speed and precision. Demonstrating our 9 behaviors is important to our culture and achieving our objectives, and employees are challenged to continue developing in these areas as there is always opportunity for improvement. However, no one can be deficient in any of our three foundational principles and still work for Honeywell. These values are simply too important to everything we stand for and everything we hope to accomplish.</p> <p>I INTEGRITY AND ETHICS</p> <p>At the core of Honeywell's foundational principles is the Company's Code of Business Conduct (the Code) that applies to all directors, officers, and employees across the Company in all businesses and in all countries. The Code is a baseline set of requirements that enables employees to recognize and be aware of how to report integrity, compliance, and legal issues. In addition, the Code outlines our pledge to recognize the dignity of each individual, respect each employee, provide compensation and benefits that are competitive, promote self-development through training that broadens work-related skills, and value diversity of perspectives and ideas.</p> <p>The Code provides guidance and outlines expectations in a number of key integrity and compliance areas, including how employees should treat each other, conflicts of interest, Health, Safety, Environment, Product Stewardship and Sustainability (HSEPS), books and records, anti-corruption and proper business practices, trade compliance, insider trading, data privacy, respect for human rights, and the appropriate use of information technology and social media. To reinforce the Code, Honeywell provides comprehensive training on key compliance topics, develops training scenarios, provides mechanisms for employees and third parties to report concerns (including anonymously), and announces timely and fair reviews of integrity and compliance concerns through a best-in-class process to report and investigate allegations. Honeywell responds to 100% of reported allegations.</p> <p>Our integrity and compliance program includes, among other elements, a Supplier Code of Business Conduct that flows down to Honeywell's global supply chain to reinforce Honeywell's expectation that Honeywell suppliers also will abide by our high standards of integrity and compliance, including our Conflict Minerals, Anti-Human Trafficking, Business Integrity, and Health, Safety, and Environmental policies. Suppliers are monitored via quality, ethics, and good manufacturing practices. When a supplier is found to be in violation of any Honeywell standard, they are either replaced or issued a corrective action plan. If the violation is related to unethical or illegal activities, the supplier is removed as a viable supply source.</p> <p>Honeywell's Code applies to all directors, officers (including the Chief Executive Officer, Chief Financial Officer, and Controller) and employees. Any amendments to or waivers of the Code applicable or granted to any of Honeywell's directors or executive officers will be published on our website. All officers and employees are required to complete Code of Conduct training and, where permitted by law, are required to certify each year that they will comply with the Code. In 2019, we received certifications from 100% of officers and employees where permitted by law.</p> <p>Honeywell fosters a culture of integrity, ethics, and workplace respect by setting the tone at the top and by unambiguously and repeatedly reinforcing our expectations. We are proud to have been recognized by Ethisphere, a global leader in defining and advancing the standards of ethical business practices, as one of the 2020 World's Most Ethical Companies—one of only eight honorees in the industrial category.</p> <p>I INCLUSION AND DIVERSITY</p> <p>The Board believes that its diversity (four women, two Hispanics, two African American, and one non-U.S.) and the diversity of Honeywell's executive leadership (over 50% diverse by ethnic background, non-U.S. place of birth, or gender) supports our evolving business strategy. The Company's commitment to inclusion and diversity enables better decision-making, helps build competitive advantages, and further fuels long-term success. Inclusion and Diversity is one of our foundational principles and is required of all employees.</p> <p>Our inclusion and diversity strategy focuses on five key pillars, and we are driving a number of strategic initiatives behind each one, as follows:</p> <ul style="list-style-type: none">Talent Acquisition. We provide training and toolkits to hiring managers to reinforce their role in bringing diverse talent into Honeywell. Our recruiting partners are required to provide a one in three diverse slate.Talent Management. In January 2019, Honeywell launched our Women's Advancement Program, an annual, year-long program for our pipeline of strong female leaders. The program focuses on each participant's career advancement and seeks to empower each class of women through workplace training and development opportunities and by expanding their internal networks for promotional opportunities. This year, Robin Washington, one of our Board members, participated in the program kick-off meeting, underscoring our Board's focus and commitment to the important initiative. We also operate inclusion and diversity councils in our businesses, functions, and regions to foster this important principle throughout our global organization.Branding and Communication. To attract and retain our diverse talent, we aim to showcase our culture and values as well as our commitment to inclusion and diversity. Our #FutureShapers brand launch campaign has focused on storytelling by a diverse "cast" of Honeywell employees and seeks to humanize our brand by authentically tying our innovative solutions and technologies back to our talent and their work at Honeywell.	31
---	----



<p>Diversity, Inclusion, and Belonging</p> <p>At HubSpot, diversity, inclusion, and belonging ("DIB&B") is a core part of our mission. HubSpot customers are diverse in their backgrounds, experiences, and needs, and to help them grow better, we need to build a company that is reflective of that diversity. We have incorporated DIB&B into our policies and practices, education and events, and executive and community programs, which include:</p> <ul style="list-style-type: none">Annual Diversity Report. We are one of only a few technology companies that publishes our diversity data externally. Our annual HubSpot Diversity Report is a detailed analysis of our gender, ethnicity, and age data, as well as self-reported identities including parents and those who are gender diverse. We publish this as a commitment to growing better, and to be transparent with employees, customers, candidates, and our community about our progress and where we need to improve. Our 2020 Diversity Report is available on our website at: www.hubspot.com/diversity-inclusion.DIB&B Committee. We have an internal committee comprised of cross-functional leaders, including senior members of our executive team, that provide guidance, sponsorship, and thought leadership for company-wide DIB&B initiatives.DIB&B Team. We have an internal team dedicated to diversity program management globally, led by our Director of DIB&B.Metrics. Since 2018, we have included diversity recruiting and retention as a key goal on our annual company-wide strategy document. In addition, we introduced an internal Global Inclusion Index survey in 2019 to track our progress on creating a culture of belonging over time and identify new opportunities to create a more inclusive workplace and more inclusive communities.Talent Attraction. A number of programs and initiatives enhance the diversity and inclusion experience for candidates and employees, including hosting numerous events at our global offices that are open to the community, such as First-Gens in Tech, Women Who Lead, Growing with Pride, and Catalysts for Change.Executive and Employee Training. HubSpot offers a number of inclusion, diversity, and unconscious bias programs for senior leaders and employees to drive engagement and culture change, mitigate bias, and encourage more inclusive behavior.Employee Resource Groups. HubSpot has numerous active employee resource groups, including Women@HubSpot, People of Color at HubSpot, the LGBTQ+ Alliance, and Parent@Spot, as well as a variety of interest groups globally including age inclusion, ability & accessibility, and veterans.External Website. In 2019, we launched our Diversity and Inclusion webpage to create an inclusive experience for visitors to learn about DIB&B at HubSpot. The webpage features HubSpot employees committed to belonging, information about our employee resource groups, snapshot data from our Diversity Report, and a collection of information about DIB&B initiatives, learnings, and celebrations in HubSpot's global offices. Our Diversity and Inclusion webpage can be found at: www.hubspot.com/diversity-inclusion. <p>DIB&B Workplace Awards</p> <p>In addition to being the #1 Best Place to Work in 2020 on Glassdoor, we were honored that HubSpot received important recognitions for our work in DIB&B in 2019, including the #5 Best Workplace for Parents by Great Place to Work® and FORTUNE, a Best Workplace for Women by Great Place to Work® and FORTUNE, and a Comparably Best Company for Diversity and for Women.</p> <p>Diversity of Executive Leadership Team and Board</p> <p>Building an organization that is diverse, welcoming, and inclusive is not just a people priority for HubSpot, it is a business priority. Our Board, executive leadership team, and employees are invested in making HubSpot a diverse and inclusive company where everyone can bring their best selves to work with a sense of belonging. We include DIB&B goals as part of our company-wide annual strategic goals. We are proud to have four women on our executive leadership team, with 22% of our executive leadership team identifying with a minority group. Of our nine-member Board, three members are women and two members identify as Asian American. Furthermore, our Lead Independent Director is a woman, and our Nominating and Corporate Governance Committee is comprised entirely of women. We are proud to have both an executive leadership team and a Board that represents our customers and employees by bringing diverse ideas and backgrounds to the table. While we do not have a specific policy with regard to the consideration of diversity in identifying director nominees, we believe it is essential to have directors representing diversity in many areas, including but not limited to race, ethnicity, gender, age, abilities, sexual identity, background, and professional experience.</p>	2020 PROXY STATEMENT HubSpot, Inc. 15
--	---

HUMANA INC.



Board Commitment to Corporate Social Responsibility

At Humana, our corporate social responsibility (CSR) efforts are driven by our goals to help our members and our associates achieve their best health and to improve the communities we serve by **inspiring health and well-being for each person, each community and the future**. From our Bold Goal, to our spirit of volunteerism and philanthropic partnerships, to our commitment to environmental sustainability, inclusion, diversity, and ethics, the Board and management team are committed to improving and advancing the Company's CSR efforts and empowering our associates to be a positive influence in the workplace and in their communities. We are proud to share a few highlights below.

We promote the value of diversity to the Company and work internally with our Network Resource Groups (NRGs) to help rethink routine in community outreach, talent sourcing, hiring, and onboarding.

We achieved a goal to have at least 13% of our total 2019 supplier spend go to diverse supplier groups.

Chaired by our CEO, the Executive Inclusion & Diversity Council leverages leadership to weave Inclusion & Diversity into the fabric of our Company's culture.

We're working to ensure that our health plan products and services are as affordable as possible, as well as addressing access to healthcare barriers so our members can receive the care that they need.

Well-being for Each Person

The Company actively promotes culture, diversity and inclusion to foster a workplace where all associates have the freedom to cultivate uniqueness and thrive together.

- We are committed to building positive working relationships with minority, women and small business enterprises. In support of this effort, we set supplier diversity goals and track diversity among our suppliers to measure our achievement.
- We have nine employee-led and employee-driven Network Resource Groups (NRGs), open to all employees. Each NRG provides associates with the opportunity to network and grow as a professional while contributing to the Company's inclusive culture and helping to drive marketplace initiatives. Over 30% of our associates belong to one or more of the nine NRGs.
- We also established nine local Inclusion & Diversity (I&D) Councils to foster employee inclusion and belonging within the changing landscape of the workforce.
- We believe having a diverse workforce makes us better equipped to engage with members and to develop enhanced products and services. To achieve our hiring goals we proudly partner with local and national advocacy groups to provide information about open roles, assistance with resume preparation and application submission. We have designed programs that enhance our hiring initiatives aimed toward veterans and military spouses, retirees/mature worker populations, and closing the hiring gap of persons with disabilities versus those without disabilities.

The charts below represent our diverse workforce during 2019, based on the self-identified data of our associates.

72% of Humana associates are women

39% of Humana associates are people of color

Corporate Governance • 2020 Proxy Statement | Humana **11**

INVESCO LTD



All of these efforts are sponsored by our CEO and senior managing directors, supported by our senior leaders across the business, cascaded to our employees and captured in the firm's business plans and leadership objectives.

Working in Partnership to Achieve Our Goals

Across the globe, we continue to build our partnerships and networks internally and externally to optimize our diversity and inclusion activity and engage our whole employee population in our efforts. In 2019, we added an inclusion index to our employee engagement survey to begin tracking our colleagues' sense of belonging across the firm. We found that 80% of global colleagues feel they can be themselves at Invesco without worrying how they will be accepted. Our Business Resource Groups are key to driving this sense of belonging and helping us achieve greater inclusion.

We continue to leverage the efforts and success of our Invesco Women's Network, which provides development and mentorship opportunities, creates networking events for women and men and partners with the business on its broader diversity and inclusion efforts. Additionally, a number of other employee networks have been created including Invesco Proud (for our LGBTQ+ employees and allies), country-specific Ethnicity Networks and Working Families.

We also work with a variety of external partners with the goal of improving diversity and inclusion both within Invesco and across our industry. For example, we are active members in a number of local or regional public or industry initiatives such as the **UK and North America Asset Management Diversity Project**, of which Invesco was a founding member.

Invesco values our employees and their diverse perspectives. Our company provides equal opportunities in its employment and promotion practices, and encourages employees to play an active role in the growth and development of the communities in which they live and work.

Understanding the drivers of our employee's engagement is important to Invesco to help us further strengthen our culture. In 2019, Invesco worked with our employee survey provider, Willis Towers Watson, to conduct an employee engagement survey post the combination with OppenheimerFunds. We timed the survey to be held following integration, as we felt it was critical to gain a baseline of engagement for the combined organization and identify areas of focus. The engagement scores showed that Invesco continues to have a high-level of employee engagement (above financial services norms) and that drivers of engagement included strategy and direction, employee empowerment/involvement and inclusion. In 2020, the firm will continue to conduct pulse surveys to monitor post integration engagement.

Invesco values our employees and their diverse perspectives. Our company provides equal opportunities in its employment and promotion practices, and encourages employees to play an active role in the growth and development of the communities in which they live and work.

Corporate Governance Documents

Corporate Governance Documents

The KeyCorp Board of Directors' Committee Charters, KeyCorp's Standards for Determining Independence of Directors, KeyCorp's Policy for Review of Transactions between KeyCorp and its Directors, Executive Officers, and Other Related Persons, as well as the documents listed below, are available at www.key.com under the "ESG Information" tab or elsewhere on KeyCorp's website. Copies of these documents will be delivered, free of charge, to any shareholder who contacts KeyCorp's Investor Relations Department at (216) 689-4221.

Corporate Governance Guidelines

The Board has adopted written Corporate Governance Guidelines (the "Guidelines") that detail the Board's corporate governance duties and responsibilities, many of which are described herein. The Guidelines take into consideration, and are reviewed annually and updated periodically to reflect, best practices in corporate governance and applicable laws and regulations. The Guidelines address a number of matters applicable to directors (such as director qualification standards and independence requirements, share ownership guidelines, and succession planning and management) and management (such as stock ownership guidelines for management and procedures for the annual evaluation of our Chief Executive Officer).

Code of Business Conduct and Ethics

We are committed to the highest standards of ethical integrity. Accordingly, the Board of Directors has adopted a Code of Business Conduct and Ethics for all of KeyCorp's (and its subsidiaries') employees, officers, and directors, which was last amended in July 2019. We will promptly disclose any waiver or amendment to our Code of Business Conduct and Ethics for our executive officers or directors on our website. Our Code of Business Conduct and Ethics ensures that each employee, officer, and director understands the basic principles that govern our corporate conduct and our core values of Teamwork, Respect, Accountability, Integrity, and Leadership.

Statement of Political Activity

An important part of our commitment to our community includes active participation in the political and public policy process that impacts the lives of our customers, shareholders, and business. As a large financial institution, our business is highly regulated at the federal, state, and local levels. We believe it is critically important to take a constructive role in the political process that will shape the future of business, our industry, and our community.

The Nominating and Corporate Governance Committee of the Board meets annually with a member of KeyCorp's Government Relations team to review KeyCorp's policies and practices regarding political contributions. Policies and practices reviewed by the Nominating and Corporate Governance Committee include KeyCorp's policies regarding doing business with public relations pre-approval process for ballot issue support, and the KeyCorp Advocates Fund (political action committee) annual report.

Corporate Responsibility Report

Our purpose is to help our clients and communities thrive, which we drive through our commitment to responsible banking, responsible citizenship, and responsible operations. We are more focused than ever on participating in the economic expansion, revitalization, and resurgence of the communities we so proudly serve, as well as helping to strengthen the financial wellness of every client. Beyond traditional banking, we do this best through philanthropy, community development, sustainability, and diversity and inclusion.

The Nominating and Corporate Governance Committee of the Board oversees KeyCorp's policies and practices on significant issues of corporate social responsibility. Detailed information regarding KeyCorp's (and its subsidiaries') and the KeyBank Foundation's corporate responsibility priorities and progress can be found in our annual Corporate Responsibility Report. We use the Global Reporting Initiative (GRI) framework to provide transparent disclosure of KeyCorp's most significant areas of impact in a manner comparable with peers and industry benchmarks.

Diversity and Inclusion Report

At KeyCorp, diversity is who we are, inclusive is what we choose to be. For us, diversity and inclusion are about building an intentional and committed workplace environment and organizational culture where all people are engaged, valued, supported, respected, affirmed, and encouraged to bring their best, authentic selves to work. This culture is a reflection of who we are and adds value to and alignment with our business objectives. Further information regarding KeyCorp's efforts to promote diversity and inclusion in our company, our industry, and our society can be found in our annual Diversity and Inclusion Report.

18

Total of 02 pages in section

JPMORGAN CHASE & CO.



EXECUTIVE COMPENSATION | COMPENSATION DISCUSSION AND ANALYSIS

How we think about pay decisions | How we performed against our business strategy | How performance determined pay in 2019

In addition to our BRGs, we have developed other strategies as well as created senior level forums to promote diversity and inclusion:

WOMEN ON THE MOVE ("WOTM")

- Our WOTM is a global, Firmwide effort designed to support women in their personal and professional lives
- We continue to focus on our three strategic pillars: expand women-run businesses, improve women's financial health, and empower women's career growth
- In 2019, we extended approximately \$4 billion in credit to women-owned small businesses, more than a third of the way toward our goal of providing \$10 billion in credit to female small business owners by the end of 2021
- We announced a goal to sign up 1 million women for Autocash, and we have already enrolled over 500,000 women
- We launched a national sponsorship with Girls Inc. to educate 20,000 girls in the U.S. by providing programs that focus on lifelong skills to sustain financial health
- We hosted our annual Women on the Move Leadership Day in 2019 with over 2,000 in-person attendees and over 20,000 watching remotely

ADVANCING BLACK LEADERS ("ABL") & ADVANCING BLACK PATHWAYS ("ABP")

- Our ABL is a Firmwide commitment to increasing representation of Black talent across the Firm
- We marked the best year on record of Black Managing Director promotions in 2019
- We expanded our strategy to include the EMEA region and as a result, Black Managing Director headcount in the region more than doubled from 2018 to 2019
- ABP was launched in 2019 as part of our Firm's commitment to develop and hire Black talent, invest in Black businesses and households, and to improve the financial health of Black communities around the world
- ABP complements our other diversity and inclusion and corporate responsibility initiatives with a focus on three key areas: wealth, education and careers; the program contributed to a strong improvement to the Firm's consumer sentiment score, which increased by 41% following the program's launch
- Key ABP accomplishments include:
 - Engaged with more than 16,000 Black women in financial health education through our Currency Conversations partnership with Essence Communications
 - Delivered mandatory financial health education to over 4,000 students, including more than 1,500 summer interns
 - Launched the ABP Apprentices Program for 50 rising college sophomores and juniors to provide exposure and skills that lead to internships and entry-level roles after graduation
 - Hired over 1,000 Black students to support the target of 4,000 hires by 2024; achieving 25% of the five-year target in the first year
 - Supported the creation of the Firm's new Financial Advisor training program for employees; 20% of whom are Black
- The Black Executive Forum ("BEF"), a consortium of Managing Directors of Black heritage across all lines of business and functions, supports the ABL diversity strategy and ABP initiative and regularly engages with the BOLD BRG to serve as a senior collective voice for the Black community

OFFICE OF DISABILITY INCLUSION ("ODI")

- Our ODI drives consistent accessibility processes and standards across the Firm so employees can receive the reasonable accommodations they need to perform their jobs
- Our centralized process - MyAccessibility Hub - handled increasingly more employee requests for reasonable accommodations in the U.S. and the Philippines in 2019, with expansion to other countries starting in 2020
- We provided managers and team leaders with resources to recruit, hire and advance people with disabilities
- We hired over 1,000 people with disabilities globally in 2019

MILITARY AND VETERANS AFFAIRS PROGRAMS

- Our Office of Military & Veterans Affairs drives Firmwide initiatives to position veterans, service members and their families for long-term, post-military success
- We have hired more than 15,000 U.S. veterans since 2011, and over 1,200 in 2019 with 65% from self-identified diverse backgrounds
- We expanded our efforts to empower the military community with access to employment and entrepreneurship opportunities with a continued focus on influencing the private sector on the business value of veteran talent and on driving modern workforce readiness for transitioning service members

2020 PROXY STATEMENT | JPMORGAN CHASE & CO

Total of 04 pages in section

KEYCORP



Corporate Governance Documents

Corporate Governance Documents

The KeyCorp Board of Directors' Committee Charters, KeyCorp's Standards for Determining Independence of Directors, KeyCorp's Policy for Review of Transactions between KeyCorp and its Directors, Executive Officers, and Other Related Persons, as well as the documents listed below, are available at www.key.com under the "ESG Information" tab or elsewhere on KeyCorp's website. Copies of these documents will be delivered, free of charge, to any shareholder who contacts KeyCorp's Investor Relations Department at (216) 689-4221.

Corporate Governance Guidelines

The Board has adopted written Corporate Governance Guidelines (the "Guidelines") that detail the Board's corporate governance duties and responsibilities, many of which are described herein. The Guidelines take into consideration, and are reviewed annually and updated periodically to reflect, best practices in corporate governance and applicable laws and regulations. The Guidelines address a number of matters applicable to directors (such as director qualification standards and independence requirements, share ownership guidelines, and succession planning and management) and management (such as stock ownership guidelines for management and procedures for the annual evaluation of our Chief Executive Officer).

Code of Business Conduct and Ethics

We are committed to the highest standards of ethical integrity. Accordingly, the Board of Directors has adopted a Code of Business Conduct and Ethics for all of KeyCorp's (and its subsidiaries') employees, officers, and directors, which was last amended in July 2019. We will promptly disclose any waiver or amendment to our Code of Business Conduct and Ethics for our executive officers or directors on our website. Our Code of Business Conduct and Ethics ensures that each employee, officer, and director understands the basic principles that govern our corporate conduct and our core values of Teamwork, Respect, Accountability, Integrity, and Leadership.

Statement of Political Activity

An important part of our commitment to our community includes active participation in the political and public policy process that impacts the lives of our customers, shareholders, and business. As a large financial institution, our business is highly regulated at the federal, state, and local levels. We believe it is critically important to take a constructive role in the political process that will shape the future of business, our industry, and our community.

The Nominating and Corporate Governance Committee of the Board meets annually with a member of KeyCorp's Government Relations team to review KeyCorp's policies and practices regarding political contributions. Policies and practices reviewed by the Nominating and Corporate Governance Committee include KeyCorp's policies regarding doing business with public relations pre-approval process for ballot issue support, and the KeyCorp Advocates Fund (political action committee) annual report.

Corporate Responsibility Report

Our purpose is to help our clients and communities thrive, which we drive through our commitment to responsible banking, responsible citizenship, and responsible operations. We are more focused than ever on participating in the economic expansion, revitalization, and resurgence of the communities we so proudly serve, as well as helping to strengthen the financial wellness of every client. Beyond traditional banking, we do this best through philanthropy, community development, sustainability, and diversity and inclusion.

The Nominating and Corporate Governance Committee of the Board oversees KeyCorp's policies and practices on significant issues of corporate social responsibility. Detailed information regarding KeyCorp's (and its subsidiaries') and the KeyBank Foundation's corporate responsibility priorities and progress can be found in our annual Corporate Responsibility Report. We use the Global Reporting Initiative (GRI) framework to provide transparent disclosure of KeyCorp's most significant areas of impact in a manner comparable with peers and industry benchmarks.

Diversity and Inclusion Report

At KeyCorp, diversity is who we are, inclusive is what we choose to be. For us, diversity and inclusion are about building an intentional and committed workplace environment and organizational culture where all people are engaged, valued, supported, respected, affirmed, and encouraged to bring their best, authentic selves to work. This culture is a reflection of who we are and adds value to and alignment with our business objectives. Further information regarding KeyCorp's efforts to promote diversity and inclusion in our company, our industry, and our society can be found in our annual Diversity and Inclusion Report.

18



Items to be Voted On

RESOLVED: Shareholders request that Marriott prepare a diversity report, at reasonable cost and omitting confidential information, available to investors including:

1. A chart identifying employees according to gender and race in major EEOC-defined job categories, listing numbers or percentages in each category;
2. A description of policies/programs focused on increasing diversity in the workplace.

Supporting Statement: A report adequate for investors to assess strategy and performance would include disclosures, such as a review of appropriate time-bound benchmarks for judging current and future progress, and practices in use to ensure progress can be achieved, for example, the extent to which incentive compensation packages include diversity and inclusion goals for named executive officers.

Board Response

The Board will oppose this proposal if it is properly presented at the 2020 Annual Meeting and recommends a vote AGAINST this proposal for the following reasons:

Marriott's core value of putting people first includes our commitment to diversity and inclusion, a Company-wide priority overseen by the Board and supported by our Board-level Committee for Excellence. That Committee, established in 2003, reviews the Company's diversity and inclusion results and engages directly with the Company's management team to discuss progress, future actions, and goals. The Committee establishes specific annual goals for each facet of diversity and monitors progress with a Diversity Excellence Scorecard. The Company highlights its diversity goals and initiatives on its website and through the annual Serve 360 report, which we encourage you to review at http://serve360.marriott.com/wp-content/uploads/2019/08/2019_Serve_360_Report.pdf. The Board does not believe that preparing an additional report describing these policies or categorizing employees by race and gender according to standardized EEOC-defined job categories would enhance the Company's efforts to encourage diversity and inclusion or improve the information already available to stockholders.

Marriott's Approach to Diversity and Inclusion.

As a global travel company with managed and franchised lodging operations, Marriott has a range of stakeholder groups, including associates, customers, guests, investors, hotel owners and franchisees, suppliers, business partners, community organizations, industry associations, and governmental and nongovernmental entities. Thus, as described in the Serve 360 report and on the Company's website, we have established a holistic approach to diversity and inclusion because it is integral to not just how we provide an inclusive environment for associates, but also to how we do business every day. These efforts have earned the Company wide recognition as a leader in diversity management, including by DiversityInc, who has named Marriott as the best company for diversity and inclusion in the hospitality industry every year since 2008, and the #2 company across all industries each of the last two years.

Associates. Our commitment to diversity and inclusion starts with our associates. We value the differences of our associates as a strategic business priority and are committed to providing equal opportunities in all aspects of employment, regardless of race, color, religion, sex (including pregnancy), sexual orientation, gender identity or expression, national origin, age, disability, genetic information, veteran or military status, or other basis protected by applicable law. We established organizational accountability where leaders own the achievement of diversity and inclusion outcomes, including meeting our key objectives of (i) mirroring the diversity of the communities in which we operate and serve across the globe; (ii) establishing a supportive and inclusive work environment where associates are empowered to experience success every day; and (iii) increasing the percentage of women in the highest level of management and other key decision-making positions. Our initiatives to meet these objectives include:

- In late 2017, we launched *Serve 360: Doing Good in Every Direction*, our sustainability and social impact platform, and embarked on a multiyear journey to deliver upon a target set of 2025 Sustainability and Social Impact Goals. Under *Serve 360*, we have established significant global issues by collaborating with non-governmental organizations (NGOs), industry peers, associates, guests, owners, corporate customers, suppliers, and other business stakeholders to implement actionable solutions and enhance valuable programs, allowing us to have a positive impact on our business, our communities, and the environment. This includes *Empowerment Through Opportunity*, one of our four priority areas, through which we aim to support local communities and the advancement of underserved populations.
- We launched our internal "Respect for All: Putting People First Since 1927" initiative offering a platform that leverages resources, training, best practices, and newly developed content related to diversity and inclusion. The *Respect for All* initiative also provides associates with a video series that illustrates unconscious bias and promotes inclusion. As part of the launch of this initiative, a video featuring Marriott's President and CEO was shared, encouraging respect and care for all associates and guests.

2020 Proxy Statement 13

Total of 03 pages in section



CORPORATE SOCIAL RESPONSIBILITY

At Rosetta Stone, we recognize that operating our Company in an environmentally and socially conscious manner, while implementing good governance practices, will help drive the long-term growth and success of our business for our employees, customers, and investors. We work hard towards fulfilling our environmental, social, and governance responsibilities in the many ways described below. These initiatives are an integral part of how we operate and are intended to foster a culture where our employees are proud of the company for which they work.

Mission

Our Company is passionate about our social mission to change people's lives through the power of language and literacy education. We believe that we enrich the lives of others by delivering best-in-class learning products and services that enable learners to speak confidently, read proficiently, communicate effectively, and boost their life and career prospects. With approximately two-thirds of U.S. students reading below grade level, our literacy products address an important societal need by providing personalized instruction to learners and empowering teachers with the data and information they need to help students reach grade level reading standards and improve their chances of meeting academic requirements and graduating. In addition, we are especially proud of our custom language products, which have helped to preserve endangered languages, including Native American languages, for future generations.

With this mission, we are committed to cultivating a corporate culture that provides an engaging work environment for employees that encourages respect, collaboration, empowerment, integrity and innovation, as further supported by the initiatives below.

Diversity, Equity and Inclusion

We believe that encouraging diversity within our Company is a natural extension of our appreciation for the diverse identities and needs of the language and literacy learners found at the heart of our mission and vision. To support this belief, we put great effort into cultivating a diverse and inclusive company culture. In 2018, we established our internal Diversity, Equity and Inclusion Committee (the "DEI Committee") to formalize our commitment to building a more diverse, equitable and inclusive workplace. The DEI Committee collaborates with business and education leaders in the DEI space to bring expertise and best practices to the Company and to open doors for historically underrepresented or marginalized identities in the workplace. The DEI Committee conducts regular employee surveys and collects insights on diversity, equity and inclusion topics across the Company, and has implemented guiding principles for all employees to encourage "diversity by design" in the Company's daily activities and practices. The DEI Committee established a charter in 2019 that is used to govern their work and the participation of employees on the committee.

In addition to the DEI Committee, our People Experience team is focused on sourcing potential hires from a diverse pool of candidates and ensuring appropriate hiring practices in order to build a team that represents the communities in which we work and the learners and customers we serve in order to best fulfill our mission. People Experience also provides companywide training to support managers and employees as they seek to build an inclusive and equitable workplace.

2020 Proxy Statement 12



DIVERSITY AND INCLUSION AT SANDERSON FARMS

To be the best in our industry and successfully implement our growth plan, we continually strive to attract, develop and retain a high quality and diverse workforce. In 2011, our senior management created a Diversity and Inclusion Committee and charged it to develop a plan to increase the participation of women and minorities in management.

The committee formulated a Diversity and Inclusion Strategic Plan as a framework for identifying and advancing talented job applicants and employees with different backgrounds and life experiences. We believe this initiative is one of the ways that we have created a work environment where differences are understood, appreciated and leveraged, and an atmosphere that inspires innovation, creative thinking, collaboration, and devotion to the success of each other.

The committee is composed of the heads of our three operating divisions—production, processing and sales; our General Counsel; our Director of Administration, who manages our human resource function; and other members of management. The committee's three, overarching objectives are to:

- Recruit from a diverse, qualified group of job applicants;
- Foster a company culture that values inclusion and mutual respect; and
- Develop processes to make our managers accountable, help measure results, and refine our approach based on the data we gather.

The committee meets quarterly to review our salaried hiring by location and division, along with trends in diverse hires; our diversity recruitment initiatives; data on the diversity of participants in our management and leadership training programs; the media we use to advertise our job openings and trainees programs and whether they are reaching a diverse pool of potential applicants; and other data. The committee also investigates and reports quarterly to our CEO and other senior officers any under-utilization and/or under-selection of women and minorities among new hires and promotions at each of our locations.

Our Chief Financial and Legal Officer, who is a member of the Board of Directors, attends the committee's meetings from time to time as a liaison to the Board and its Nominating and Governance Committee, which monitors diversity at the Board level.

Among the measures that the Diversity and Inclusion Committee has implemented as a result of its work is a highly successful program targeting recruits at Historically Black Colleges and Universities. We are also building relationships with and targeting universities that have high concentrations of Hispanic and Native American students.

Employee Diversity (December 2019)			
88%+	47%+	57%+	26%+
Percent of our employees who are minorities	Percent of our employees who are women	Percent of our management employees who are minorities	Percent of our management employees who are women

Sanderson Farms | 2020 Proxy Statement vii



CORPORATE GOVERNANCE

CORPORATE RESPONSIBILITY

At Seattle Genetics, we are committed to developing transformative medicines for patients with cancer in a socially responsible and sustainable manner. We are dedicated to providing patients access to our medicines and education about their disease. We also believe that fostering a culture of inclusion with diverse perspectives and operating with integrity are key to our success. We continue to support the community both locally and through nonprofits that are dedicated to patients and advancing research. Finally, as grow, we are striving to limit our environmental impact and operate in an increasingly sustainable manner.

PATIENTS	EMPLOYEES & COMMUNITY	ENVIRONMENT
<p>Providing patients with safe and effective medicines as well as supporting patient advocacy and education through philanthropic donations</p> <ul style="list-style-type: none"> ✓ Assisting patients with access to our medicines through financial reimbursement support through our SeaGen Secure program ✓ Supporting patient advocacy organizations to help patients learn more about their disease states and find a community ✓ Improving patients' lives through scientific excellence by seeking to develop therapies for areas of significant unmet need ✓ Working to ensure that our supply chain meets or exceeds good manufacturing practices (GMP) as well as U.S. Food & Drug Administration, European Medicines Agency, Occupational Health and Safety Act (OSHA) and Environmental Protection Agency (EPA) standards 	<p>Continuing to be an employer of choice by promoting an inclusive and rewarding workplace and being a good corporate citizen in the communities where we operate</p> <ul style="list-style-type: none"> ✓ Continuing to foster a diverse and inclusive workforce at all levels. As of the end of 2019: <ul style="list-style-type: none"> o 57% of our workforce was female and 30% were racially/ethnically diverse o 38% of our leadership (Executive Director and above) were female and 18% were racially/ethnically diverse ✓ Proactively seeking feedback from employees, including a 97% completion rate of the 2019 Employee Engagement survey <ul style="list-style-type: none"> o 97% of those responding agreed that the Company's values are important for achieving our mission of improving lives of people with cancer and 94% are personally committed to fulfilling our vision ✓ Expanding philanthropic and volunteer opportunities in support of environmental, cancer and other nonprofits through our Employee Impact Committee ✓ Educating our employees on adherence to our Code of Conduct and Business Ethics and seeking partners who share our Standards for Suppliers 	<p>Seeking to operate our business in a sustainable manner and aligning with suppliers that we believe share our vision</p> <ul style="list-style-type: none"> ✓ Focusing on improving energy, water and waste management practices ✓ Enhancing a sustainability reporting framework with specific targets for reducing our water and energy use, carbon emissions and waste ✓ Continuing to make available and promote to employees environmentally friendly options such as alternative commute options and electric vehicle charging stations ✓ Implementing and maintaining a risk management process and internal controls designed to comply with our policy on Environmental, Health and Safety (EHS) management. Identifying and seeking to manage EHS risks and issues in line with principles of good governance and tiered accountability.

2020 PROXY STATEMENT 23

STIFEL FINANCIAL CORP.



We can do much better with regard to diversity among our associates in particular. The business case for this effort is simple, as greater diversity – in all its forms – provides more opportunities to grow while reducing the risks of blinkered, narrow-minded thinking. This applies to greater diversity in our community just as in our revenue sources, business models, and geographic location. More importantly, though, this is the only fair and just path forward. Look again at the cover of this annual report, because it expresses an ideal that we should strive for. There should be nothing about anyone's birth or personal background that limits their ability to contribute and compete at our firm. The benefits of moving toward this ideal will be unquantifiable, in the best sense of the word, so I cannot stress enough that diversity doesn't need to earn its place in our ranks. We need to work, and keep working, to earn its benefits.

Please take the time to read the diversity and inclusion message in this report because it expresses a major focus for Stifel, now and into the future.

The Business Case for Diversity and Inclusion

Given our ever-changing, increasingly interconnected world, there is a strong business case for developing and maintaining a diverse workforce. After all, having a mix of perspectives, experiences, and ideas can lead to more innovation and better decision-making. Studies have shown that companies with diverse workforces often deliver better financial results.

But that's not the proper lens through which to view diversity and inclusion. It's not about numbers; it's simply the right thing to do.

Here at Stifel, we've built a culture that rewards collaboration, hard work, and empathy. And at the core of that culture is the Golden Rule of treating others as one would wish to be treated.

As a society, there is much work to be done. The gender wage gap still exists. Racial inequality still exists. But as a company, we are committed to working for change.

Take, for instance, our Women's Initiative Network – or WIN. Started organically by a small group of the firm's top female advisors, WIN has evolved into a companywide initiative designed to engage, equip, and empower women to recognize their value, set goals, and reach their potential in both their personal and professional lives. Today, it includes every woman at Stifel, providing networking and mentoring opportunities for women at every stage of their careers at the firm.



Under the leadership of Crystal Schlegel and Carol DeMatate, WIN has made tremendous strides. More broadly, it has provided a framework for future initiatives to increase diversity at Stifel by enabling everyone in the company to thrive. One such initiative is the Stifel Diversity & Inclusion Champions, a group of associates focused on outreach – to employment candidates, to our associates, and to our community – with the goal of helping make Stifel a firm that truly reflects the diverse clients we serve. Carrie Kramer, Head of Diversity & Inclusion, is spearheading this initiative as well as a number of other programs in the coming year as we continue to weave diversity and inclusion into the core fabric of how we do business.

We also recently announced that Stifel will serve as a 2020 President's Circle sponsor of the Financial Women's Association (FWA) of New York. The FWA is an organization committed to developing future women leaders and enhancing the role of women in finance, and this partnership will bring even more opportunities for our female associates to collaborate, network, and expand their skill sets while also giving back to the community through mentoring.

We understand that correcting decades of inequity is not something that can be achieved quickly. Nor is it something that can be done through empty platitudes. It takes buy-in and commitment. It also requires us to take a look in the mirror and ask if we're truly doing all we can. By developing a culture of respect, where everyone is a valued contributor, we will position Stifel to continue to grow, adapt, and succeed.

Environmental, Social and Governance Progress

Over the past 20 years Stifel experienced extraordinary growth as net revenue increased 1,785% and our market capitalization rose from \$46 million at the end of 1999 to more than \$4.1 billion. This achievement was the result of a combination of strong organic growth and the efficient integration of more than 25 acquisitions. Stifel has become a premier middle market investment bank and wealth management firm. Our long-term success as a Company and our ability to generate sustainable value for our shareholders would not be

STIFEL | Proxy Statement for the 2020 Annual Meeting of Shareholders

40

Total of 02 pages in section

T-MOBILE US, INC.



CORPORATE GOVERNANCE AT T-MOBILE

DIVERSITY AND INCLUSION

Our People

We are a company of approximately 53,000 (as of December 2019) diverse and amazing employees. Our ability to continue to deliver unbelievable results year over year is impossible without our employees.

At T-Mobile, we provide exceptional benefits to our employees such as:

- Medical, dental and vision benefits. We offer extremely competitive medical benefits including these special benefits:
 - Adium coverage, including Applied Behavioral Analysis services
 - Gender-affirming services, including surgery coverage, for transgender employees or their family members
 - Infertility benefits
 - Telemedicine
- Access to personal health advocates offering independent guidance
- Tuition assistance for all full-time and part-time employees
- Employees are owners too! Annual stock grants to all full-time and part-time employees
- A discounted Employee Stock Purchase Plan
- Many childcare benefits, including a childcare subsidy
- Backup childcare and Eldercare
- LiveMentor: a custom-branded program for employee engagement and well-being. It includes free access for employees and family members to life coaches, financial coaches and many tools and resources for healthy living
- Employee mobile service and accessory discounts
- Paid parental leave benefits for moms and dads (up to seven weeks of 100% paid family bonding time for non-birth parents)
- Adoption/Surrogacy benefits
- 401(k) Savings Plan
- Matching program for employee donations and volunteering
- Life insurance and short-term and long-term disability insurance
- Discounted group rates for legal, pet, auto, home and AFLAC insurance and identity protection monitoring

- Subsidies and discounts on fitness centers, retail items, travel, entertainment, dining and much more!
- It's no secret the U-carrier works hard, but we play hard too! In fact, Employee Recognition is everywhere and powerful at T-Mobile! We didn't get to where we are without our employees! From online certificates to award to their colleagues and reward points to CEO-specific awards and top-performer recognition events in Las Vegas and Maui, we believe recognizing great talent goes a long way and we celebrate those who work hard every day to make our customers #1 and continue to change wireless for good!

We also believe in providing opportunities for our employees to improve their skills and advance their careers. We do this through a variety of programs, including:

- Award-winning career and development programs for all employees at all levels
- Transparent career paths available to employees and candidates that provide realistic progression timelines, salaries and expectations
- A Customer Care organization that uses over 50 types of programs to train over 32,000 front line representatives and leaders as of January 2020
- A Leader-to-Executives Program that provides elite career track opportunities for select MBA students and graduates
- Training for employees with disabilities pursuant to U.S. Department of Labor standards

Diversity and Inclusion

We are the most diverse wireless carrier in the U.S. As of January 2020, 62% of our employees are minority employees and 42% of them are female. Every day we celebrate diversity and inclusion – from our workplace policies, to our hallway conversations, to our six SDG networks with more than 52 chapters around the US and Puerto Rico. As of January 2020, more than 25,249 employees, more than 48% of all T-Mobile employees, are actively engaged in one of them.

Total Membership % 48%	Access for Disabilities Network 10,894	Multicultural Network 15,961	Multigenerational Network 12,927
Total Members 25,249	Pride & Allies Network 12,946	Veterans & Allies Network 11,483	Women's Leadership Network 16,017

Diversity and inclusion thrive at T-Mobile. It starts with at the top with the Company's Chief Executive Officer, who also serves as the executive sponsor for our diversity and inclusion programs. Our Vice President of Diversity and Inclusion is responsible for designing, developing, aligning, and/or integrating a range of new and existing initiatives, policies and procedures into a cohesive platform that will foster a more inclusive, welcoming, supportive, and diverse T-Mobile community. Moreover, our Inclusion Council helps to drive awareness and encourage everyone to be exactly who they want to be. Our Diversity and Inclusion team conducts listening sessions, focus groups, surveys and other various methods of obtaining information and feedback from employees.

T-Mobile 2020 Proxy Statement

15

TEGNA INC.



TEGNA

Proposal 1—Election of Directors: Corporate Social Responsibility

Our commitment to strong corporate social responsibility is the foundation on which our Company is built. In 2019, we focused on the following to achieve our goals:

- Transparent ESG Reporting:** We updated the Social Responsibility portion of our corporate website to better reflect and report on our corporate social responsibility practices, including the publication of a new section devoted to Social Responsibility Highlights.
- Equality and Diversity:** TEGNA provided equal and equitable opportunities to all employees through training, education and an inclusive culture. We engaged our employees through a structured, confidential survey to identify current organizational culture in areas of equality and diversity.
- Employee Well-Being:** Based on employee feedback, we continued to invest in our employees by upgrading benefits to improve quality of life while reducing healthcare expenses for our employees.
- Giving and Volunteerism:** We reinforced our longstanding commitment to Giving and Service, including corporate giving and station fundraising efforts that have a positive impact on the markets we serve.

2019 Journalism Awards



2019 Diversity & Inclusion Recognition



2020 PROXY STATEMENT | 15

UNIVAR SOLUTIONS INC.



Our 2021 Sustainability Goals

"We are building on our existing goals and aligning them to the evolving challenges and opportunities of responsible business."



To read the latest Sustainability Report, find it online at:

<https://www.univarsolutions.com/safety-and-sustainability/sustainability/resources-reporting/>

The information on our website is not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the SEC.

Global Responsibility Goals



Energy & Emissions
Minimize our environmental impact by reducing energy usage and associated emissions.



Resource Use
Embed the principles of advancing a circular economy into our practices globally.



Responsible Handling
Protect our people, communities, and environment by leading a "Zero Releases" culture to minimize major releases.



Safety
Continuously improve our proud safety record, protecting our workforce, and demonstrating we are serious about safety.



Sustainable Supply Chain
Lead on transparency in the supply chain as we responsibly manage and influence the environmental and social impacts of our suppliers.



Equality, Diversity and Inclusion
Demonstrate our commitment to providing equal and equitable opportunities to all employees through training, education, and an inclusive culture.

Univar Solutions' approach to better business

Univar Solutions approaches the global issues surrounding sustainability in business with the mindset that it is **Our Home, Our Responsibility**. The global sustainability goals first set out in 2017 remain the cornerstone of our global efforts to embed more sustainable practices across our business. Our goals, on our six key areas of responsibility, run to 2021 with performance evaluated through our specific, measurable, achievable, realistic, and time-bound targets.

Our goals were designed to be relevant to the key aspects of our business where we have the potential to influence our economic, environmental, and social impacts and those of our wider supply chain. Through improving the efficiencies of processes across our operations, embracing opportunities derived from technological improvements, facilitating a responsible organizational culture, and working on innovative ways to further sustainable chemical distribution, we remain confident in our ability to achieve these goals.

Total of 03 pages in section

WELLS FARGO & COMPANY



Human Capital Management

Commitment to Diversity and Inclusion and Pay Equity

Promoting Diversity and Inclusion

Wells Fargo values and promotes diversity and inclusion in every aspect of our business. We are dedicated to recruitment and career development practices that support our employees and promote diversity in our workforce at all levels of our Company, including leadership positions. We have a strong record of recruiting, promoting, and rewarding women and racially/ethnically diverse employees and at all levels of our Company, which reflects our commitment to increasing diversity representation in leadership roles.

We monitor our progress of enhancing diversity at all levels of our Company using various internal and external metrics, including the actual percentage of women and racially/ethnically diverse individuals in senior leader roles at Wells Fargo. As of December 31, 2019, the percentages of women and racially/ethnically diverse individuals in senior leader roles at Wells Fargo and percentage improvement of that representation over each of the last year and five years were:

	Women			Racial/Ethnic Diversity		
	Levels 2-4 down from CEO	Levels 5-6 down from CEO	All U.S. Employees	Levels 2-4 down from CEO	Levels 5-6 down from CEO	All U.S. Employees
Current representation (as of 12/31/2019)*	41.0%	40.5%	56.8%	20.0%	22.7%	44.5%
% Change from last year	+7.0%	+0.5%	(0.7)%	(0.5)%	+5.9%	+1.3%
% Change from 2015	+5.0%	+1.5%	(1.1)%	+37.8%	+23.4%	+10.7%

* Data based on Wells Fargo's 4Q 2019 Diversity & Inclusion Scorecard

Wells Fargo also monitors various external indices and ratings as part of our own assessment of our progress. For example, we believe that Wells Fargo's commitment to advancing women in leadership roles is demonstrated by the Company's inclusion in Bloomberg's 2019 Gender Equality Index by scoring above a globally-established threshold required to earn index membership. This sector-neutral index distinguishes companies that are tracking their commitment to advancing women in the workplace.

Among other recognition, we also are proud to have been named the following by DiversityInc for 2019:

- 13th Top Company For Diversity
- 6th Top Company for Talent Acquisition of Women of Color
- Top Company For LGBT
- 18th Top Company For Executive Diversity Councils
- 14th Top Company for Philanthropy

Our Commitment to Do More to Increase Diversity in More Senior Roles

We are proud of the women and racially/ethnically diverse employees who are leading the Company and the improvement we have seen in the diversity of our senior leadership in the last five years.

We also recognize we can – and need to – do more to increase diversity in more senior roles. Under the leadership of our CEO, Charlie Scharf, the following are some specific actions we are taking in response:

- We are expanding our diversity and inclusion commitments with a focus on hiring, promotions, and turnover, with increased accountability across all of those areas.
- We are requiring diverse candidate slates and interview teams for all roles at Wells Fargo with total direct compensation of more than \$100,000.
- We are building a formal development program for diverse employees identified as having high potential.
- We are expanding the reach of early talent program recruiting by increasing our participation in college campus visits and in-house events focused on diverse job candidates.
- Members of our Operating Committee have committed to increasing diverse representation at all levels in their area and provide direct sponsorship and support across a number of commitments which will be measured through performance and compensation programs.

60 Wells Fargo & Company

Total of 03 pages in section

WYNN RESORTS, LIMITED



Our bonus and equity incentive programs for mid-level executives and above are designed to encourage long-term employment and alignment with shareholder interests. Our bonus and long-term incentive programs are overseen by the Compensation Committee.

DIVERSITY AND INCLUSION

Diversity and inclusion are the cornerstone of our human capital management efforts. Our commitment to diversity and inclusion extends to our business partners throughout our supply chain.

Exceptionally diverse workforce

U.S. EXECUTIVES **U.S. WORKFORCE** **MACAU WORKFORCE**

We offer a number of different opportunities to encourage and support diversity in the workplace:

AFFINITY GROUPS
Established employee-led affinity groups, including a Diversity Council, a Women's Council, a Veterans' Council and a LGBT Focus Group.

CITIZENSHIP PROGRAM
We sponsor employees to participate in a U.S. citizenship preparation program. Since the program began in 2015, over 400 employees have completed the program.

WOMEN'S LEADERSHIP FORUM
Our Women's Leadership Forum promotes gender equality and inclusion among our employees. The series highlights opportunities for women within our Company and ensures a safe workplace environment.

DIVERSITY AND INCLUSION TRAINING
We are committed to a fair and inclusive work environment at each of our resorts. As part of this commitment, we offer diversity and inclusion training to all of our employees. Through 2019, nearly all of our employees at Wynn Las Vegas, including managers, have participated in the training.

LANGUAGE EDUCATION
We offer English as a second language for all employees and Spanish for managers in order to enhance their ability to communicate with employees and guests.

OUR PEOPLE AND OUR STEWARDSHIP

31

XEROX HOLDING CORP



11 SUSTAINABLE CITY AND COMMUNITIES **12 RESPONSIBLE CONSUMPTION AND PRODUCTION** **13 CLIMATE ACTION**

Products

Goal	2019 Progress
100% newly launched and eligible products achieve Energy Star®	100%
100% newly launched and eligible products achieve EPEAT®	100%

SOCIAL GOALS

3 GOOD HEALTH AND WELL-BEING

Labor: Workplace Safety

Goal	2019 Progress
5% reduction in Total Recordable Injury Rate (TRI) from 2018	2.4% (U.S.)
5% reduction in Days Away from Work (DAFW) from 2018	1.8% (U.S.)

4 QUALITY EDUCATION **5 GENDER EQUALITY** **10 REDUCED INEQUALITIES**

Labor: Balanced Workforce/Diversity

Goal	2019 Progress
36% woman managers — Europe, Middle East and Africa	26%
36% woman managers — the Americas	27%
32% woman managers — Asia Pacific	18.2%
7% veterans — U.S.	4%
7% employees with disabilities	3%

DIVERSITY AND INCLUSION

Diversity and inclusion are an essential part of Xerox's culture. Our long history of promoting diversity in our ranks began over a half-century ago, with the leadership of one man: Joseph C. Wilson, the first CEO of modern-day Xerox. Thanks to his vision, diversity became a part of our value system.

First introduced at the White House by President Obama, our Wilson Rule marks enhanced efforts to increase the representation of minorities and women in management and senior-level professional positions. The Wilson Rule requires that women and minorities be among the final pool of qualified candidates for open management and senior-level professional positions in the U.S. Outside the U.S., women must be considered among the final pool of qualified candidates for the same management and senior-level professional positions.

12

Total of 02 pages in section

11. Health and safety

Covid-19 and the global pandemic has placed a spotlight on oversight of companies' risks and opportunities regarding health and safety impacts on employees, customers, communities and supply chain of business operations. Often included in broader discussions of "employee protections," this narrower yet significant topic includes programs aimed at maintaining a safe and healthy workplace. As with many other ESG considerations, the discipline that goes into creating and maintaining a safety program can spill over into production and quality control. Reducing sick days, injuries, and other accidents can improve productivity, quality and reduce costs.

ALCOA CORPORATION



2020 PROXY STATEMENT	
Proxy Summary (continued)	
Community Engagement	<ul style="list-style-type: none"> Alcoa actively participates in every community in which we operate through partnerships to address local needs in a sustainable manner. One of our goals is stimulating economic activity at the local and regional levels to enable improved quality of life for employees including by: <ul style="list-style-type: none"> providing stable, fair-paying jobs; procuring goods and services from local suppliers when possible; and investing in community infrastructure, such as a hospital in Juruti, Brazil. In 2019, we completed approximately 10,000 hours of employee volunteering work in the communities in which we operate. Our Indigenous Peoples Statement represents our continuing commitment to be honest and responsible in dealing with communities where we operate and where we actively manage closed sites.
Human Rights	<ul style="list-style-type: none"> We are committed to respecting human rights wherever we operate in the world and have a Human Rights Policy. The Alcoa Human Rights Council (the "Council") focuses on supporting human rights programs based upon the International Labour Organization's core conventions and the United Nations Guiding Principles for Business and Human Rights. The Council has sponsorship at the executive level and includes representatives from each business segment and key resource unit. Throughout 2019, we performed human rights due diligence in our operations in Western Australia and our Alumina refinery in Brazil. We satisfactorily completed human rights risk assessments in the remaining operations in Brazil, the Baie Comeau smelter in Canada, the San Ciprián smelter in Spain, and our Mosjøen smelter in Norway.
Safety and Health	<ul style="list-style-type: none"> In 2018 and 2019, we had zero employee and contractor fatalities. Sadly, in February 2020, a contractor died after an accident at the Popo de Caldas facility in Brazil. We strive to have zero fatalities and no life-threatening or life-altering injuries and illnesses. Our OneAlcoa United for Safety initiative incorporates temporary workers, contractors, and visitors into our safety programs. We have a safety strategy based on the use of reliable systems and a supportive safety culture. A number of different programs are implemented under these pillars, including: <ul style="list-style-type: none"> critical safety risk management standards; a risk-based audit program; consistent root cause analysis for incident investigations; critical control field verifications to assess if work is being conducted using required safeguards; human performance training and the implementation of tools to prevent deviations and minimize consequences when deviations occur, including the authority to stop work; a safety leadership standard; safety leadership training; safety culture measurements; and the integration of safety into talent management.

15



ARMSTRONG WORLD INDUSTRIES, INC.



SUSTAINABILITY (CONTINUED)	
<p>products' water and greenhouse gas footprint, and continuing to invest in solutions that meet customer demand for building products that align with their sustainability goals. For example:</p> <p>SUSTAIN™ We are committed to environmental sustainability and products that promote and enable better buildings and spaces. In 2017, we launched SUSTAIN™, the industry's first collection of high performance ceiling systems that are free of chemicals of concern; have product transparency disclosures like Environmental Product Declarations, Health Product Declarations and Declare™ labels, contribute to LEED® v4 and WELL Building Standard™, meeting the most stringent sustainability compliance standards.</p> <p>We are actively involved in developing solutions and providing information that our customers may use to fully assess our products including environmental product declarations and product certifications, such as Cradle to Cradle, Declare and Global GreenTagCert™.</p> <p>Our Sustain™ portfolio offers over one thousand products that meet the industry's most stringent sustainability standards, and we consistently challenge ourselves to expand this portfolio.</p> <p>In 2019, we received the 2019 Manufacturer Vision Award from the International Living Future Institute, recognizing our vision and commitment to a sustainable future. As an early adopter of the Living Product Challenge, we were the first acoustical ceiling manufacturer to achieve Living Product Challenge Imperative Certification for our Tectum® line of wood-fiber ceiling and wall panels.</p> <p>OUR PEOPLE PILLAR</p> <p>Under this pillar of our program, we are broadly focused on increasing our engagement in the communities where we operate, evaluating our</p>	<p>benefits and compensation structure for all levels of the organization, promoting and maintaining a diverse, talented and growing workforce, encouraging and protecting human rights, and creating a safe working environment for our employees. For example:</p> <p>Safety Safety is a core value at Armstrong and our goal is to constantly maintain an injury free workplace. As a result of our safety programs, which are integrated into our business at all levels, from senior management to our workers in manufacturing plants, our OSHA recordable rate has exceeded the manufacturing sector's standards for over a decade.</p> <p>In response to the most recent COVID-19 pandemic, we have taken actions on a daily basis to safely and effectively navigate this unprecedented economic and public health disruption for the benefit to all our stakeholders, while operating within CDC guidelines and maintaining a safe working environment for employees and business partners.</p> <p>THE ARMSTRONG WORLD INDUSTRIES FOUNDATION</p> <p>We created the Armstrong World Industries Foundation as our philanthropic arm in 1985. Since its inception, the foundation has awarded in excess of \$50 million to 501(c)(3) organizations in communities where employees live and work with the goal of reaching under-served young people and elevating the power and impact that design and buildings can have on people's lives.</p> <p>MORE INFORMATION</p> <p>More information about our corporate and social responsibility programs is available in the "Sustainability" section of our website at http://www.armstrongceilings.com.</p>

16 | AWI 2020 Proxy Statement

CARNIVAL CORPORATION & CARNIVAL PLC



ANNEX A

Corporate and Social Responsibility

Health, environmental, safety and security

At Carnival Corporation & plc, our highest responsibilities and our top priorities are to operate safely, to protect the environment and to be in compliance everywhere we operate in the world. To that end, the Boards of Directors of Carnival Corporation & plc established Board-level Health, Environmental, Safety & Security (HESS) Committees comprised of four independent Directors. The principal function of the HESS Committees is to assist the Boards in fulfilling their responsibility to:

- supervise and monitor Carnival Corporation & plc's health, environmental, safety, security and sustainability-related policies, programs, initiatives at sea and ashore; and
- comply with related legal and regulatory requirements relating to health, environmental, safety, security and sustainability.

The HESS Committees and our management team review all significant risks or exposures and associated mitigating actions. Each of the Group Chief Executive Officers, each brand's President, the Chief Maritime Officer and senior maritime representatives attend the meetings of the HESS Committees.

In addition, Carnival Corporation & plc's HESS Policy describes our commitments to:

- protecting the health, safety and security of our passengers, guests, employees and all others working on our behalf, thereby promoting an organization that strives to be free of injuries, illness and loss;
- protecting the environment, including the marine environment in which our vessels sail and the communities in which we operate, striving to prevent adverse environmental consequences and using resources efficiently and sustainably;
- complying with or exceeding all legal and statutory requirements related to health, environment, safety, security and sustainability throughout our business activities; and
- assigning health, environment, safety, security and sustainability matters the same priority as other critical business matters.

The HESS Policy is published on the Carnival Corporation & plc website at www.carnivalcorp.com or www.carnivalplc.com.

The Boards recognize that Carnival Corporation & plc needs to ensure that there is a consistent standard of operation throughout their fleet in keeping with their leading position in the cruise industry. In this regard, the Carnival Corporation & plc Maritime Operations Department is headed by a Chief Maritime Officer, with a full-time professional and administrative staff, and is responsible for providing a common, integrated approach to management of HESS matters and for reporting to the HESS Committees on such matters. The Chief Maritime Officer reports to the Chief Executive Officer and to the Chair of the HESS Committees.

The Boards of Directors of Carnival Corporation & plc have also established Board-level Compliance Committees comprised of five independent Directors. The principal function of the Compliance Committees is to assist with the Boards' oversight of our ethics and compliance program.

Carnival Corporation & plc recognizes our responsibility to provide industry leadership and to conduct our business as a responsible global citizen. Our corporate leadership is manifested in our Code of Business Conduct and Ethics, which requires that every employee and member of the Boards use sound judgment, maintain high ethical standards and demonstrate honesty in all business dealings. As a responsible global citizen, Carnival Corporation & plc is committed to achieving and maintaining the highest standards of professional and ethical conduct.

Carnival plc Directors Report | A-5

Total of 02 pages in section

CHENIERE ENERGY, INC.



GOVERNANCE INFORMATION

Health and Safety

Cheniere is committed to conducting our business in a way that protects the safety and well-being of our workforce, customers, and others who may be affected by our operations.

Cheniere facilitates this commitment through the Health and Safety Policy which promotes:

- A Generative Safety Culture where no job is so important that it cannot be done safely
- Performance measurement to drive continual improvement towards eliminating injuries and ill-health
- Proactive identification and management of risk
- Compliance with applicable legal and regulatory requirements
- Conformance with industry standards
- Integrating process safety into the design and operation of our facilities
- Proactive committed leadership and individual accountability for health and safety
- Employee engagement
- Training and competence in safe work practices and procedures
- Assurance assessments and reviews
- Investigation of health and safety incidents and the implementation of lessons learned
- Integration of health and safety into all aspects of the business

Cheniere's commitment to a robust Safety Culture and Committed Leadership is supported through the following key programs that seek to deliver on safety practices and promote safety culture through locally established programs:

- An Executive Safety Committee that sets the strategic health and safety direction for Cheniere. It is chaired by a member of our senior leadership with attendance of other senior leaders, including the Chief Executive Officer. Representatives from our assets and office locations serve on the Committee.
- Asset location and Office Safety Committees that are chaired by and include Company employees. These Committees seek to deliver on safety practices and promote safety culture through locally established programs.

Cheniere utilizes a risk-based approach that establishes the processes through which health and safety excellence is delivered, and it defines the standards and procedures to enable delivery of critical processes, in a consistent approach.

To ensure that our employees can effectively implement safety processes relevant to their roles at Cheniere, we maintain a robust training program. It ensures compliance with all safety regulatory requirements while establishing the competency and training needs to deliver on the health and safety processes.

Governance and assurance programs are also in place which define the safety performance metrics and verification processes that are used to assess the effectiveness of the health and safety programs. In addition, these programs enable a proactive approach to safety through the collation and analysis of the safety performance metrics and determination of health and safety trends. An assurance process verifies that implemented programs are value-added, effective and meeting or exceeding the health and safety requirements.

Through LiveWell 365, Cheniere's well-being program, employees can participate in activities such as well-being assessments, company and personal challenges, and fitness tracking to earn rewards over the course of the year.

Cheniere has established processes to share lessons learned and promote continuous improvement in systems and processes in meeting our commitment to our core value of safety.

The Health and Safety Policy is reviewed annually to ensure relevance, sustainability, and to adopt any changes to further enhance our commitments.

Additional details can be found at <https://www.cheniere.com/corporate-responsibility/health-safety/>.

22 CHENIERE

DEVON ENERGY CORPORATION



DEVON AT A GLANCE (cont'd)

WORKPLACE SAFETY

At Devon, we encourage everyone to take the time and steps necessary to perform work safely. Our top priority is to maintain the health and safety of our employees, contractors, and the public.

- We set challenging corporate goals each year to drive safety performance improvements.
- We have an Environmental Health and Safety (EHS) Council with responsibility for setting strategy and ensuring implementation to continuously improve our safety systems.
- In 2019, we further expanded our "Hearts and Minds" training, a leadership-focused, safety workshop designed to sharpen our focus on safety culture, stop work-for-safety authority, strong communication and commitment to continuous improvement, integrity, positive attitude, and situational awareness.
- We only work with approved contractors and vendors who complete our supplier qualification process and agree to meet policy, insurance, and health and safety requirements.
- Our operational spending is overwhelmingly weighted to contractors earning our highest safety ratings.
- To identify and reduce safety risks, employee-led teams perform audits of our operations. Our business units then develop and implement specific actions to address the audit findings, which are recorded and tracked in an ongoing effort to improve safety performance.

ENVIRONMENT

Being a good neighbor is a core value that drives Devon's commitment to environmental stewardship. As a responsible oil and gas business, we share a fundamental respect for the environment and constantly strive to improve the overall quality of life in the communities where we live and work.

- In June 2019, Devon took a significant step in its ESG efforts by establishing a target to reduce methane emissions for its oil and natural gas production. Devon has committed to achieve a methane-intensity rate of 0.28% or lower by 2025.
- We reduced methane emissions by 20% over the 2016-2018 timeframe, the most recent period for which data is available.
- In late 2018, we published a climate change assessment report that shows Devon's assets are likely to be well-positioned to remain profitable, even in an aggressive low-carbon scenario.
- For our operations in the Delaware Basin, we have increased our volume of reused water tenfold since 2015.
- We are keenly focused on preventing spills. In 2018, the most recent year for which data is available, we lost 0.001% of barrels produced, continuing a multi-year trend.
- In 2019, we ramped up our evaluations of new emissions-detection technologies, including optical gas imaging cameras, sensor-based continuous monitoring, facility flyovers, and even remote detection via satellite.
- We have reported our greenhouse gas (GHG) emission reductions efforts to the COP Climate Change Report for the past 15 years. Our 2019 score affirmed our industry leadership in this vital area.
- Our score on the 2019 CDP Water Report, detailing our water conservation and protection investments and activities, also illuminates our industry leadership.

3 Commitment Runs Deep

DOMINION ENERGY, INC.



PROXY STATEMENT SUMMARY

Our Company

More than 7 million customers in 18 states energize their homes and businesses with electricity or natural gas from Dominion Energy, headquartered in Richmond, Virginia. The company is committed to sustainable, reliable, affordable and safe energy and is one of the nation's largest producers and transporters of energy with more than \$100 billion of assets providing electric generation, transmission and distribution, as well as natural gas storage, transmission, distribution, and import/export services. The company is committed to achieving net zero carbon dioxide and methane emissions from its electric generation and gas infrastructure operations by 2050.

EMPLOYEES	CUSTOMER ACCOUNTS	OPERATIONS IN	ASSETS
~19,000	7+ MILLION	18 STATES	\$100+ BILLION

2019 Highlights

FINANCIAL PERFORMANCE

- In 2019, we reported \$1.62 earnings per share (EPS) under Generally Accepted Accounting Principles (GAAP) and operating earnings, defined as GAAP earnings adjusted for certain items, of \$4.24 per share, within our guidance range of \$4.15 to \$4.30 per share.*
- Operating EPS increased approximately 5% over 2018.
- We increased our dividend for the 16th consecutive year with \$3.67 per share paid in 2019.

SAFETY AND OPERATIONAL EXCELLENCE

Safety ranks first among Dominion Energy's five core values. Our foremost workplace goal is to make sure every employee goes home each day healthy and unharmed.

Millions of families and businesses depend on the services we provide. Making sure they can get the electricity and gas they want, when they want, is critical. So we have built a strong reliability record, and we strive relentlessly to make it even better.

- In 2019, we set a new record-low corporate Occupational Safety and Health Administration (OSHA) recordable incident rate of 0.62, with a lost-days/restricted duty rate of 0.28.**
- Our Gas Transmission & Storage operating segment and acquired SCANA businesses also had record safety performances.
- We set a new reliability record of 77.9 minutes out for the average Dominion Energy South Carolina customer, excluding major storms.
- We restored power to 450,000 customers affected by Hurricane Dorian in three days.
- The company's nuclear fleet recorded a 94% net capacity factor (the ratio of a power station's actual energy output to the maximum possible output over a given period).
- We inspected more than 1,100 miles of pipelines as part of the company's robust Pipeline Integrity Program.

16 consecutive years of dividend increases

Record safety performance

Record reliability for our South Carolina customers

1,100+ miles of pipelines inspected

* See Reconciliation of Reported Earnings (GAAP) to Operating Earnings (non-GAAP) in Appendix A.
** Previous safety figures have been recast to include Quanta and SCANA operations.

2 DOMINION ENERGY 2020 Proxy Statement

FIRSTENERGY CORP.



Human Capital Management Overview

Proxy Statement Summary

FirstEnergy strives to be the employer of choice in our operating areas, known for our diverse team, our culture of inclusion and our dedication to assisting our employees in reaching their full potential. We believe our culture empowers employees to support our mission, build satisfying careers at FirstEnergy and drive our success.

Built upon our Core Values and Behaviors, our talent management and total rewards processes are designed to attract, retain, reward and develop a diverse and qualified workforce of high-performing employees and teams. All employees are responsible for demonstrating our Core Values & Behaviors and adhering to the FirstEnergy Code of Conduct.

Safety

Safety is a Core Value of the Company. Together, FirstEnergy employees have the power and responsibility to keep each other safe and eliminate life-changing events. Safety metrics are also a key part of the Key Performance Indicators (KPI) that drive our short-term incentive program. For more information, refer to the Compensation Discussion and Analysis ("CDA").

To achieve a world-class safety culture, we are working with a leading safety consultant to shift our focus from incident prevention to exposure reduction with the goal of eliminating life-changing events, injuries that have life changing impacts or fatal results. This comprehensive initiative along with our multifaceted public safety outreach – which extends to contractors, first responders and members of the communities – highlights our steadfast commitment to striving for a safe environment.

Diversity and Inclusion

We believe a diverse and inclusive work environment drives better service for customers, strong operational performance, innovation and a rewarding work experience for employees. This is why Diversity and Inclusion ("D&I") is a Core Value, as well as a corporate objective. We are focused on expanding the diversity of our workforce and creating an inclusive workplace where employees feel valued, motivated and empowered to drive FirstEnergy's success.

Under our CEO's leadership over the last several years, we moved our D&I efforts forward by building within our culture:

- A 12-member Executive Diversity & Inclusion Council – sponsored by our CEO – that aims to enhance workforce diversity, create an inclusive work environment and provide oversight and guidance for FirstEnergy's integrated D&I strategy;
- A D&I Working Group to develop action plans and oversee D&I activities across the organization;
- D&I Implementation Teams in each business unit to effectively implement actions;
- Employee Business Resources Groups ("EBRG") consisting of more than 1,500 members to help celebrate our differences and support our common goals;
- Regularly surveying employees about inclusion at FirstEnergy, soliciting their ideas and engaging them in actions to improve it;
- Ongoing training and education on a variety of D&I topics for employees and leaders;
- An independent third-party pay equity analysis to support FirstEnergy's long-standing internal processes that drive equitable pay decisions;
- Job recruiting processes to increase the number of diverse candidates considered for open positions and expand the diversity of teams interviewing those candidates; and
- Partnerships to open new doors for candidates from local organizations and schools.

To track our progress and drive leadership accountability for efforts to enhance our culture and expand the diversity of our team, we introduced a D&I Index KPI in our 2018 short-term incentive compensation program for managers and above. In 2019, we increased the weight of this KPI to further advance this business imperative. For more information, refer to the CDA.

Our D&I initiatives begin with our Board of Directors. We believe it is in our shareholders' best interest to have a diverse Board representing a wide breadth of experiences and perspectives. Accordingly, our Board has set a goal that it will maintain at least 30% diverse members (by race, ethnicity and gender combined) for the foreseeable future.

vi

LEAR CORPORATION



DIRECTORS AND CORPORATE GOVERNANCE

Sustainability Strategy

The Three Pillars of Sustainability



Environmental, Health & Safety (EHS)

- We integrate EHS, as well as sustainability, into our overall business strategy and supply chain management via our environmental management system.
- Worldwide, more than 95% of our manufacturing facilities are certified under ISO 14001:2015.
- We collect monthly energy, waste and water data from our plants and use the data to determine energy, water and waste reduction performance, and identify further opportunities for improvement.
- We reduce EHS risks by minimizing our environmental impact and eliminating health and safety hazards.
- We require that our comprehensive safety policies and procedures are followed, and our employees and leaders regularly look for ways to improve workplace safety.
- We develop and utilize environmentally acceptable, safe, sustainable and efficient production methods and processes.
- We implement efficient uses of energy, reduce greenhouse gas emissions and support climate change initiatives. Since 2013, we have reduced energy use, greenhouse gas emissions and water use while increasing our recycling.
- In 2019, we logged more than 70 energy efficiency improvement projects in our continuous improvement system, including energy treasure hunts, lighting improvements, process improvements, and the replacement of inefficient equipment, such as, air compressors and motors.
- We work to reduce our use of chemicals and raw materials, as well as reduce waste generation.
- We communicate our policies and expectations to all of our employees, customers, suppliers, other stakeholders and the public.

18 | LEAR CORPORATION

MARTIN MARIETTA MATERIALS, INC.



Safety, Environment and Sustainability Compensation Discussion and Analysis

Safety Performance

We have adopted a safety culture built on **Guardian Angel**, a safety program we first introduced in 2000 to encourage our employees to look out for each other to make sure everyone goes home safely each day. This program has propelled us to new heights in terms of safety performance, and we continue to search for ways to improve our safety performance. In 2019, we rolled out a comprehensive safety monitoring process to pair new employees with committed safety champions.

We believe that **Zero is Possible**. This means operating our business without any safety incidents. Our goal is zero. We look to world-class companies and safety incident rates for guidance as to how we achieve this. We have continued to make headway in 2019 towards this important goal.



For Martin Marietta, safety performance sets our foundation for long-term financial strength and successful SOAR execution. Simply said, a safe operation is a profitable one. All awards are meaningful, but it is particularly satisfying when we are recognized for achievement against our core values.

Employee Well-being

Martin Marietta marked 25 years of success as a public company in 2019. To celebrate, Chairman and CEO C. Howard Nye hosted an Employee Town Hall for our nearly 9,000 employees. His message was that Martin Marietta is safe, more inclusive, and more profitable than ever, underscored by the creation and evolution of the **Guardian Angel** safety program, improved

Several of our facilities were recognized by the **National Stone, Sand and Gravel Association (NSSGA)** as **Safety Excellence Award** winners. These awards recognize operations that have gone the longest duration without a reportable incident in their size category, based on data provided by the U.S. Department of Labor's Mine Safety and Health Administration. In 2019, our Onslow Quarry in North Carolina won gold-level honors, while our Iowa Grading 2 plant in Iowa and Charlotte Quarry in North Carolina received bronze awards.

The **National Ready Mixed Concrete Association** also recognized our Valmont, Colorado operations with a gold award for Excellence in Safety as a result of achieving zero safety incidents in 2019.

employee communication across the enterprise, focused employee development by designing career paths and development plans, and provision of a competitive offering of employee benefits including health and welfare. Company sponsored pension plan and 401(k) plan with company match.

and attractiveness of Martin Marietta as an employer of choice to strengthen our talent pipeline, and increase employee engagement, morale and retention.

news outlet's Large Company category. Both rankings were determined solely by extensive employee surveys focused on various elements of workplace culture. In addition, Zippia hand-curated a list of the best companies to work for headquartered in and around Raleigh, North Carolina using data on salaries, company financial health, and employee diversity, and Martin Marietta earned the #2 spot out of 100 entrants.

In May 2019, Martin Marietta was named to the Denver Post's list of **Top Workplaces**. The company appeared at #21 in the annual ranking's Large Company category. Six months later, Martin Marietta was selected for inclusion on The Dallas Morning News' **Top 100 Places to Work** list, a ranking that highlights the best employers in the 10 counties surrounding Dallas-Fort Worth. Martin Marietta claimed the #25 spot in the



2020 PROXY STATEMENT 39

MURPHY OIL



Health, Safety & Environment

Our commitment to health, safety and environmental protection has been demonstrated over our long business history and will be leveraged into our future.

Charles H. Murphy, Jr. was a forerunner in the environmental awareness movement. His efforts helped lead to new standards and practices for the oil and natural gas industry and we strive to do the same today.

- We established a Health, Safety and Environment board committee in 1993
- Safety metrics, including both employees and contractors, have been included in annual incentive plan performance metrics since 2008
- Environmental metrics have been included in annual incentive plan performance metrics since 2016
- We are a founding member of the API Environmental Partnership, launched in 2017, and focused on cutting methane emissions
- Our worldwide Health, Safety and Environment Management System applies to every Murphy employee, contractor and partner
- We have a dedicated Health, Safety and Environment executive advisory committee

We monitor environmental performance and strive for continual improvement.

- In 2019, the Company adopted a volume based spill rate metric target of 5.4 barrels per million barrels of oil equivalent produced and achieved a spill rate of 1.2
- While GHG intensity trended upwards slightly in 2019 that will drive GHG intensities significantly lower going forward
- In Canada Tupper West Montney, we implemented produced water storage facilities allowing for up to 100% recycle of produced water, and we continue to advance recycled water use in our Eagle Ford Shale business

Our Communities

We proactively seek opportunities to engage constructively and creatively with the local communities.

- Our country entry process requires local stakeholder engagement
- Ongoing host country stakeholder engagement and communication
- Opportunities to support local communities through:
 - Prioritization of local suppliers
 - Threshold investment targets for local content
 - Specifications for local companies or workers
 - Social investment programs
 - Local social impact assessments
- Community consultation processes
- Founding member of the South Texas Energy & Economic Roundtable STEER program in the Eagle Ford Shale region
- Exceptional corporate citizenship programs, including the El Dorado Promise Scholarship Program:
 - Established in 2007
 - Enables graduates of El Dorado High School to have their college tuition and mandatory fees paid at any, public or private regionally accredited university in the United States
 - College enrollment rate of El Dorado High School graduates has surpassed state and national levels
 - University of Arkansas study found that the Promise was associated with a 16.5 percentage point increase in college enrollment and a 10.7 overall percentage point increase in bachelor's degree completion

2020 PROXY STATEMENT 11



CORPORATE RESPONSIBILITY

For more than 100 years, our business has delivered natural gas to our customers. We will continue to focus on operating safety and responsibility, while creating shareholder value. For more information see our Corporate Responsibility report published on our website at www.ONEGas.com, the contents of which are expressly not incorporated herein by this reference.

In April of 2019, the ESG Steering Committee was formed to provide oversight of the company's reporting, both internal and external, of its ESG initiatives. The steering committee is chaired by the Director Investor Relations and the CFO acts as the executive sponsor. The steering committee is represented by leaders from across business functions including, commercial, legal, corporate communications, human resources, environmental compliance, safety, government affairs, operations and facilities.

SAFETY AND HEALTH

The safety of our employees, our customers and the communities where we operate is at the forefront of each business decision we make as safety is our number one core value. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

A substantial part of our workforce is comprised of operations specialists who work regularly in the field. We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which is why we continue to focus on enhancing our preventive safety programs, such as near-miss reporting, vehicle-safety monitoring, risk assessment and others.

We have established an Environment, Safety, Health and Compliance ("ESHC") Steering Committee. The primary purpose of the ESHC Steering Committee is to provide vision, leadership, direction and oversight of our ESHC programs, processes and management systems for the protection of our employees, the environment and the communities we serve, as well as systems focused on the safe design and operation of our natural gas distribution system.

2019 Safety and Health Performance Updates and Highlights

- Since 2013 we have experienced a 64% reduction in our TRIR.
- Since 2013 strains and sprains, our employees' most prevalent type of injury, has declined by 81%.
- Since 2013 we have experienced a 86% reduction in our DART.
- Since 2013 we have experienced a 23% reduction in our PVR.

ENVIRONMENTAL PERFORMANCE

2019 Environmental Updates and Highlights

- We concluded a five-year accelerated cast iron pipe removal and replacement program that began in 2014.
- We joined Sustainable Tulsa, a non-profit organization that provides "education, tools, and resources to inform and engage businesses and individuals in the three areas of sustainability: social responsibility, economic vitality, and environmental stewardship." Our goal is to establish a sustainability baseline, identify best practices, and provide a mechanism for continuous improvement.
- In 2019, our Energy Efficiency Program in Oklahoma and the Austin and Rio Grande Valley Conservation Programs in Texas combined to issue more than 99,696 rebates totaling approximately \$13,737,234 million through energy-efficiency and conservation programs that offered customers rebates on natural gas appliances and energy-efficient home improvements.
- We continue to be a partner in the EPA's Natural Gas STAR Program and the EPA's Natural Gas STAR Methane Challenge program to voluntarily promote and track commitments to reduce greenhouse gas emissions. Our Methane Challenge Program commitment to annually replace or rehabilitate at least two percent of our combined inventory of cast iron and noncathodically-protected steel pipe aligns with our planned system integrity expenditures for infrastructure replacements. We anticipate reporting in 2020 our 2019 performance to the EPA. We exceeded our goal by achieving an overall replacement rate greater than two percent in 2018 and between six and seven percent in 2017.

COMMUNITY INVESTMENT

We are committed to being active members of the communities where we operate. Investing in the areas where we have operations and where our employees live and work is not only the right thing to do—it's smart business. By contributing financially and through volunteer work, we can help build stronger communities and create a better environment for our employees, our customers and the general public.

ONE Gas, Inc. Notice of 2020 Annual Meeting of Shareholders and Proxy Statement



Safety and Health

Williston Basin in North Dakota, where the natural gas might, in the interim, otherwise be used (the controlled burning of natural gas at the wellhead) or vented into the atmosphere by oil and gas producers. Significant drilling activity in recent years in the Williston Basin has caused natural gas production to exceed the capacity of existing natural gas gathering and processing infrastructure, which results in the flaring of natural gas by producers. We significantly increased our natural gas gathering and processing infrastructure over the last several years through construction of additional processing plants, compression capacity and gathering pipelines:

- Using vapor-recovery units and combustors to capture natural gas that otherwise would be vented;
- Installing compression-optimization tools on certain transmission pipelines, which has decreased emissions;
- Using "hot taps" instead of venting/flaring of pipeline segments when making connections;
- Reducing pressures on compressors and pipelines prior to venting to conserve natural gas and reduce emissions when taking assets offline for maintenance or other reasons; and
- Implementing rigorous and regular leak-inspection programs for our natural gas pipelines and processing plants.

Environmental Highlights and Awards

Highlights and awards include the following:

- Recently added to the Dow Jones Sustainability Index North America (DJSI), and we are the only U.S. based midstream energy company included in this index;
 - Midstream Energy Conservation Award;
 - Platinum Verification in Sustainable Tulsa's Scorecard program.
- Best first-time participant:
- Tulsa Metropolitan Environmental Trust's Green Business of the year;
 - Environmental Federation of Oklahoma's Frank Condon honoree mentor; and
 - Sustainable Tulsa's Overall Henry Bellmon Award winner.

Short-Term Incentive Environmental Metric

We established an internal environmental performance metric in 2014 that became a part of the short-term incentive plan performance criteria for all our employees. The Agency for Responsible Environmental Event Rate ("AREER") metric promotes a continued reduction in spills and emission events that are reportable to a state or federal agency. The 2019 target for AREER represented a 9.5% improvement over the previous year's actual results. Since the implementation of the AREER metric, we have seen a year-over-year reduction in our rate of reportable environmental events. In 2019, we achieved our best AREER metric of 0.78.

Environmental Sustainability

We believe companies that anticipate and manage current and future sustainable opportunities and risks by focusing on quality, innovation and productivity will emerge as industry leaders and are more likely to create a competitive advantage and long-term stakeholder value.

ONEOK created a sustainability group within our corporate ESH organization in 2017 to increase our focus on the challenges and opportunities our industry is facing regarding environmental sustainability. The group takes a proactive approach to promoting sustainable ESH practices and awareness in our business planning and operational processes.

Key strategies include:

- Evaluating opportunities to improve conservation and recycling programs;
- Identifying opportunities to reduce company GHG emissions;
- Increasing stakeholder outreach;
- Documenting environmental achievements; and
- Further engaging employees in our ESH sustainability initiatives.

In 2018, this group conducted an environmental and social materiality assessment to determine what is material to our operating processes and potential environmental impacts.

ESG Index Funds

Our continued efforts in sustainable environmental, social and governance ("ESG") practices have been recognized and led to our inclusion in approximately 30 ESG related indexes, including the Dow Jones Sustainability Index North America (DJSI), FTSE4Good US, MSCI KLD 400 Social, MSCI World ESG, MSCI USA SRI, and just U.S. Large Cap ETF.



SAFETY AND HEALTH

The safety and health of our employees, customers and communities where we operate is at the forefront of each business decision we make. By monitoring the integrity of our assets and promoting the safety and health of our employees, customers and communities, we are investing in the long-term sustainability of our businesses.

We continuously assess the risks our employees face in their jobs, and we work to mitigate those risks through training, appropriate engineering controls, work procedures and other preventive safety and health programs. Reducing incidents and improving our safety incident rates is important, but we are not focused only on statistics. Low incident rates alone cannot prevent a large-scale incident, which

26



Total of 03 pages in section



Environmental Stewardship, Social Responsibility and Governance

Global Risk Management: Oversight at All Levels over Risk and Safety

A focus on safety across

\$3B

of global development in 2019

- Global Safety Committee comprised of senior leadership
- Annual general contractor safety summits
- Dedicated on-site safety inspectors
- Safety hotline and third party audits

Injury prevention exercises at Prologis Park 70, Denver, Colorado

Actively managing risk to serve our customers and protect our business

- Understanding, managing and mitigating risk are crucial to resiliency. Ensuring that our customers can function in the face of disruptions remains an imperative.
- Our global risk management team continuously evaluates our portfolio for sufficient coverage, protection and resilience. We monitor our exposure to physical and climate-related risks such as flooding, sea level rise and extreme weather events through partnerships with our geographic information systems (GIS) department. We have built a comprehensive insurance infrastructure leveraging our scale to optimize coverage and pricing globally.
- Our regional teams assess risk at the local levels and are on the ground to respond quickly to our customers' needs. With local expertise, our development teams incorporate design features, such as elevated dock doors, to mitigate climate-related risks specific to a region.
- Proactive crisis preparation is key to maintain business continuity of our customers. Our global business continuity and emergency response plan uses the latest technology, such as mobile phone notification systems, to return our customers to business safety and quickly. Due to our scale, we are able to negotiate reduced rates and priority status with disaster recovery vendors that have expedited damage assessment and repairs and prevented loss to customers' property.

Prologis Proxy Statement | March 20, 2020

39



SUSTAINABILITY

A sustainable future requires engagement at all levels in order to ensure long-term value creation benefiting our customers, employees, investors and all stakeholders. Sustainability refers to our ability to achieve our mission and create value over the long term. It also refers to our ability to anticipate the need for change and to embrace new technology in order to meet the evolving expectations of our customers and investors. Embedding sustainability into our business strategies and using it as a lens to guide the direction of the Company is essential to achieving our long term operational and financial goals within a changing environmental and social landscape. We believe continued focus on our mission, vision, values and goals, and managing the critical success factors outlined in our strategic plan will ensure ongoing profitability and long-lasting growth for the benefit of our customers, employees, investors, and all stakeholders.



Our Approach to Sustainability

Our approach to corporate sustainability reflects a broad set of objectives including superior customer service, affordable rates, service to our communities, environmental stewardship, a steadfast commitment to safety, and the growth and well-being of our employees. We integrate our RISE values (Respect, Integrity, Stewardship and Excellence) into our strategic planning process. Our values state clearly that sustainability initiatives are fundamental to and firmly rooted in our culture. This top-to-bottom emphasis on the very nature of sustainability assures long term benefits and value creation, and reflects our commitment to our corporate responsibilities to our investors, employees, customers, and society at large.

Sustainability Practices and Priorities

As part of our strategic planning process, we defined four key areas that we believe will be central to all utilities as the transition to a sustainable future continues. By looking closely at each of these areas, we've identified practices and priorities that demonstrate our commitment to sustainability in support of our stakeholders while simultaneously showcasing our corporate culture in action.



CUSTOMER ENGAGEMENT AND COMMUNITIES

We have a responsibility to put the customer first and to be a vital part of the communities where we operate. Priorities in this area include superior customer service, community relations and charitable giving, energy affordability for our customers, and economic development in the communities we serve. Superior customer service is also tied directly to one of the metrics we measure for our Incentive Plan.



SAFETY AND RELIABILITY

Safety is in our DNA; we work to make sure we deliver safe and reliable service to our customers. Priorities in this area include system reliability and resiliency, integrity of gas delivery infrastructure, emergency preparedness, and data privacy and cyber security. System reliability is also tied directly to one of the metrics we measure for our Incentive Plan.



25



<div> <div>11 SUSTAINABLE DESIGN FOR CONSUMERS</div> <div>12 RESPONSIBLE CONSUMPTION AND PRODUCTION</div> <div>13 CLIMATE ACTION</div> </div>		
Products		
Goal		2019 Progress
100% newly launched and eligible products achieve Energy Star®		100%
100% newly launched and eligible products achieve EPEAT®		100%
SOCIAL GOALS		
<div>3 GOOD HEALTH AND WELL-BEING</div>		
Labor: Workplace Safety		
Goal		2019 Progress
5% reduction in Total Recordable Injury Rate (TRI) from 2018		2.4% (U.S.)
5% reduction in Days Away from Work (DAFW) from 2018		1.8% (U.S.)
<div> <div>4 QUALITY MANAGEMENT</div> <div>5 GENDER EQUALITY</div> <div>10 REDUCED INEQUALITIES</div> </div>		
Labor: Balanced Workforce/Diversity		
Goal		2019 Progress
36% woman managers — Europe, Middle East and Africa		26%
38% woman managers — the Americas		27%
32% woman managers — Asia Pacific		18.2%
7% veterans — U.S.		4%
7% employees with disabilities		3%
<p>DIVERSITY AND INCLUSION</p> <p>Diversity and inclusion are an essential part of Xerox's culture. Our long history of promoting diversity in our ranks began over a half-century ago, with the leadership of one man: Joseph C. Wilson, the first CEO of modern-day Xerox. Thanks to his vision, diversity became a part of our value system.</p> <p>First introduced at the White House by President Obama, our Wilson Rule marks enhanced efforts to increase the representation of minorities and women in management and senior-level professional positions. The Wilson Rule requires that women and minorities be among the final pool of qualified candidates for open management and senior-level professional positions in the U.S. Outside the U.S., women must be considered among the final pool of qualified candidates for the same management and senior-level professional positions.</p>		

12. Employee engagement

Research shows that finding and retaining talent are critical elements of an organization's ability to improve profitability, manage costs, grow by acquisition, innovate, develop new products and services, and discover new markets. Corporate cultures characterized by teamwork, pleasant working conditions, considerate treatment of employees, growth opportunities, flexible working practices, and good leadership and management practices foster employee engagement. In this area, we see disclosures of both a) company management/employee engagement, which clearly should be a two-way street; and, b) company and/or employee engagement with the communities they impact and operate within. Each can involve a range of tactics and measurements.

ARTISAN PARTNERS ASSET MANAGEMENT INC.



- We understand that associates want and need different types of engagement. As a relatively small firm with a collegial environment, we engage with our associates daily, through formal and informal touchpoints with senior leadership.
- Our CEO and other executives host semi-annual town hall meetings with our associates to discuss firm culture, firmwide goals, financial results and current trends within our industry.
- Across the firm, leaders engage with their teams regularly to discuss recent events and results, strategy, team and individual goals and workplace culture and environment.
- We actively support employee-led groups. A number of these groups began as "grass-roots" initiatives and have grown into programs that facilitate engagement and development across broad sections of our firm.
- Our CORE program (Communication Outreach Recognition Events), which was founded in 2011 and is led by associates in our Milwaukee office, focuses on employee communication, appreciation and recognition, community outreach and social events.
 - In 2019, CORE facilitated meet and greet lunches with associates across teams, coordinated employee recognition of birthdays and work anniversaries, hosted employee social events and offered community outreach programs to support Habitat for Humanity, the Journey House and the Sojourner Peace Center, the Boys and Girls Clubs of Greater Milwaukee and the Gathering of Southeast Wisconsin, which sponsors a daily breakfast for the homeless and hungry.
- Our employee-led Women's Networking Initiative began in 2015. The mission of the group is to connect Artisan women and provide opportunities for sustainable relationships that foster personal development and help individuals navigate career and life.
 - In 2019, our Women's Networking Initiative facilitated the establishment of five small networking groups led by female associates. Each group consisted of approximately 12 women who met regularly to foster discussion around themes related to wellness and self-improvement, women in the workforce, networking and women helping women. In addition, the group facilitated a speaker panel highlighting women supporting Artisan's distribution function and hosted social events to foster relationship building and networking.
- Our employee-led Training, Education and Development (T.E.D.) program's mission is to provide our associates with educational and cross-functional knowledge sharing opportunities, helping associates take ownership of their careers and integrate into our firm's culture. The group surveys associates to identify key areas of interest for programming.
 - In 2019, the T.E.D. group offered our associates multiple educational programs, as well as a fall and spring book club.
- Our employee-led Mentoring Program, which began in 2015, provides a structured way for associates to meet one another and establish mentoring relationships. The program pairs mentees with mentors based on development goals identified by mentees, provides training and education to both mentors and mentees, encourages regular meetings between mentors and mentees and facilitates programs to engage regularly.
 - In 2019, 28 members of the firm participated in the program, including members of our executive management team.

19

BRANDYWINE REALTY TRUST



BRANDYWINE REALTY TRUST

- ▶ Through our Employee Match Program, Brandywine will match a donation to certain qualifying non-profit organizations to which our employees contribute, including organizations such as the American Heart Association, Alzheimer's Association, The Leukemia & Lymphoma Society, and Habitat for Humanity.
- ▶ In our Philadelphia office buildings, our management teams have partnered with eWaste and PAR Recycling—companies that specifically employ formerly-incarcerated individuals as a true "second chance."

Employee Engagement

Our employees are our greatest assets. They make the day-to-day operation and management of our buildings look easy. Their commitment to excellence in their everyday encounters helps us to foster a collaborative atmosphere where internal partnerships bely creativity and inspiration. As a company, we seek to embody the best practices for team cohesiveness, and do so by promoting diversity and inclusion throughout every level of the organization.

- ▶ Named a 2019 Outstanding Employer by Korn Ferry, who publicly recognizes organizations that have built superior levels of engagement and enablement, as measured through recent employee surveys
- ▶ Our annual internal Employee Engagement Survey yielded an 83% impact response, enabling the company to focus on bettering the areas deemed most important to our employees
- ▶ To facilitate important conversations and connections between employees, we have three Affinity Teams that focus on stewarding opportunities to build leadership, promote employee engagement, and increase career success: GROW (Growth in Relationships & Opportunity for Women), Young Professionals, and Diversity, Inclusion and Belonging
- ▶ To encourage a culture of open dialogue and provide employees with the tools to align their career development with their goals, we perform annual performance reviews that give employees an opportunity to garner formal feedback from their managers and set objectives for career growth.
- ▶ Through our Cristo Rey partnership, Brandywine sponsors high school student internships and summer work programs
- ▶ Brandywine was recently named to the State Street Global Advisors Gender Diversity Index which tracks US companies with the highest levels of gender diversity in leadership positions within their respective sectors
- ▶ To emphasize the importance of continuous learning, Brandywine offers a tuition reimbursement program to all employees

PAGE
9

Total of 02 pages in section



Building Management

In addition to our data center consolidation plan, we are committed to minimizing and reducing energy and water usage and driving new waste management programs (recycling) as part of our environmental protection efforts at our existing and new-build facilities.

In 2020, we will begin construction on our new global headquarters in Jacksonville, Florida. For this building and several of our other facilities, we will pursue certification through the U.S. Green Building Council's (USGBC) Leadership in Energy and Environmental Design ("LEED") program, to go along with our other LEED certified buildings. This is the world's most widely recognized and applied benchmark for green buildings.

Furthermore, starting with our new headquarters, all of our large leveraged facilities will be using building automation and energy management systems to help reduce our impact on the environment. This includes a commitment to using energy-efficient LED lighting and high efficiency mechanical units. Additionally, to help our colleagues reduce the environmental impact of their commute, FIS has recently installed electric vehicle charging stations at some of our larger locations.

Measurement & Reporting

As part of our ongoing efforts to minimize our environmental impact, FIS is committed to measuring the company's environmental practices through internal and external audits, and to reporting regularly on environmental issues through our annual Corporate Citizenship report, which will be published in late 2020.

These measurement and reporting efforts will not only provide transparency to our internal and external stakeholders but help our company improve its operational performance. Environmental impact data, especially energy usage, has been used as a key element of our strategic planning. For example, analysis of energy usage costs led, in part, to the decision to reduce the number of data centers from 48 in 2018 to 27 in 2019. This resulted in significant reductions in operating expenses for FIS, including substantial savings from reduced energy use.

Social

Workplace Responsibility

To ensure that we attract and retain the best talent, our People Strategy is aligned with global trends shaping the talent market including many of the employee focused benefits, offerings and programs of Fortune 100 organizations.

FIS' Strategic Talent Management Pillars include:

- Providing transformational leadership programs to ensure that our leaders can lead effectively.
- Utilizing automation and digitization to make sure our talent tools are relevant, simple-to-use and easily accessible.
- Leveraging human capital analytics to generate enterprise insights so our leaders have the data they need to make meaningful decisions.

Workforce Engagement

FIS conducts an annual Colleague Engagement survey to gather extensive data on employee satisfaction, company culture, collaboration, career growth and learning, employee benefit programs and other issues. The data is used by management to evaluate the effectiveness of our workplace programs and is reported to and monitored by the Company's Board of Directors. Our colleague engagement rate has increased in each of the last three years.

42

Fidelity National Information Services, Inc.



We are also focused on building our diverse supplier pipeline through our Supplier Diversity Program. Supplier diversity is intended to provide value to our customers and strengthen the economic health of communities across our service area. Having an inclusive supplier diversity strategy is important when sourcing products and services, selecting suppliers, and managing supplier and contractor relationships. Maintaining a proactive Supplier Diversity Program is an extension of our commitment to promote diversity at every level of our company.

For more than a century, FirstEnergy and its predecessor companies have worked to improve the quality of life in the places where our customers and employees live and work. As part of our D&I initiatives, our goal is to increase the FirstEnergy Foundation's support of community organizations that have a D&I focus.

Employee Growth and Development

We are committed to preparing our high-performing workforce for the future and helping employees reach their full potential. We are working with employees to develop their skills and competencies and preparing our emerging leaders for future management responsibilities. We believe understanding our rapidly changing industry and our company strategy is key to our employees' abilities to support our mission and meet our customers' evolving needs. Toward that end, we are actively engaged in the following initiatives:

Talent Management – We have robust processes to support recruiting, career management, succession planning, and employee and leadership development. In 2019, we launched an effort to provide greater transparency into these talent management processes. This transparency fosters a more robust exchange of information and feedback between employees and leaders and promotes a clearer understanding of career management and development opportunities. Employees continue to learn about available tools throughout the talent management process and are empowered to take ownership of their careers. Meaningful conversations between leaders and their employees builds trust and leads to a more inclusive workplace.

Mentoring Program – Implemented as a pilot program in 2019, our mentoring program enhances learning, teamwork and collaboration throughout FirstEnergy. It cultivates an environment for professional growth and encourages leaders to guide and prepare colleagues. We believe our mentoring program will support the development of our employees, retain our top talent, increase job satisfaction for mentees and mentors, and facilitate skills and knowledge-sharing across the company. We are expanding the program to reach broader audiences in 2020.

Experienced Leader Program – Piloted during the first quarter of 2020, this new program bridges the development gap between new supervisors and managers and senior executives. By providing a development path for experienced directors and managers, we equip our leadership with the right tools to coach and support their teams and ultimately drive FirstEnergy's long-term success.

Power Systems Institute – We are focused on increasing the number of candidates in our Power Systems Institute (PSI), an award-winning program for recruiting and developing the next generation of highly trained, dedicated and motivated line and substation workers. Upon completion of the 21-month program, students receive an associate degree and are eligible to be hired by FirstEnergy. Since the PSI program's inception, we have hired more than 2,000 graduates across our service territory. Over the next five years, we plan to enhance our PSI recruitment efforts by building and expanding partnerships with community organizations in each of our service areas.

vii



Social Responsibility

- We are committed to respecting human rights through adherence to policies with respect to the protection of and respect for our global employee workforce.
- Our supplier standards contain specific guidelines on human rights, child labor, forced labor and human trafficking, wages and hours, working conditions, harassment and discipline, discrimination, freedom of association and collective bargaining, bribery and corruption, the flow of funds to armed groups and conflicts, environmental sustainability, animal welfare, and the implementation of sustainability standards in the supply chain, including the responsible management of water and forests. Lear's online Supplier Portal provides access to our Supplier Sustainability Policy, along with awareness and training materials on these critical topics.
- We have a global reporting channel for any ethical concerns or violations for our employees and our supply chain.
- We are a signatory to the United Nations Global Compact.
- We respect and support the United Nations Universal Declaration of Human Rights.
- We are committed to partnering with our industry and society in driving change through the implementation of the United Nations Sustainable Development Goals.
- Community outreach and giving are engrained in our core values.
- We have developed a global distracted driving awareness initiative.

As part of our enterprise-wide approach to risk management, the Board (through the Nominating Committee) and management monitor long-term risks related to environmental and social issues. For additional information on our corporate social responsibility initiatives, including our 2018 Sustainability Report (updated in 2019), please visit our website at <https://www.lear.com/site/ESG>. The information on our website is not part of this proxy statement and is not deemed to be incorporated by reference herein.

DIRECTORS AND CORPORATE GOVERNANCE

People

- Together We Win is our global employee engagement initiative focused on driving positive culture change in our operational environments using four key elements: Leadership, Work Environment, Employee Involvement and Teams.
- We maintain a robust and ongoing survey process to monitor employee engagement.
- Diversity and inclusion is deeply integrated into our organizational framework and our hiring and promotional practices.
- In our corporate office and U.S. plants, we work with several organizations to help fill our pipeline with diverse talent, including: National Society of Black Engineers (NSBE), National Black MBA Association (NBMAA), Women of Color Conference and Society of Women Engineers.
- Our global Expect Respect campaign promotes our anti-harassment, nondiscrimination and zero-tolerance for retaliation policies as well as complaint reporting resources.
- Developing talent is a priority across all levels of the organization and includes a CEO Academy, Leadership Model and Assessments, Emerging Leaders Development Program and One Lear Mindset training.
- To foster employee engagement and promote diversity and inclusion, we have encouraged the formation of ERGs at Lear. ERGs are voluntary, employee-led, and company-sanctioned communities of employees who share similar backgrounds, such as age, gender, race, ethnicity, sexual orientation, military experience, life experiences, and other non-merit factors.

2020 Proxy Statement | 19



ABOUT US

Nasdaq's Employee Networks

Nasdaq's Employee Networks enable employees to support each other and come together on shared topics and interests. Our Employee Networks celebrate our diversity and provide a sense of inclusion and belonging. To the right is a list of our current Employee Networks.



Adelante Nasdaq!

Adelante Nasdaq! is our global employee network dedicated to employees who have an interest in Hispanic/Latino culture and heritage.

Asian Professionals at Nasdaq (APAN)

APAN aims to build a platform for professional and social activities for those that have an affinity or interest in Asian culture.

Global Link of Black Employees (GLBE)

GLBE provides a platform for connection and collaboration for employees that have an affinity or interest in Black, African, African-American and West Indian culture at Nasdaq.

Green Team

This network is for those who are passionate about sustainability and making a positive impact on the environment and planet.

Nasdaq Accessibility Network

Nasdaq Accessibility Network is for Nasdaq employees with disabilities, their families and supporters. The group seeks to create and empower an inclusive community focused on the diverse needs of Nasdaq's disabled employees.

Nasdaq Executive Assistants Network

This network enables assistants across all geographies and demographics to collaborate with each other on shared topics, best practices and interests.

The Out Proud Employees of Nasdaq (The OPEN)

The OPEN represents the LGBTQ employees, their families and allies.

Parents and Caregivers

This network, which is for Nasdaq employees who identify themselves as parents or caregivers, aims to foster a workplace where employees feel confident that they can have a rewarding career while being fully committed to their family.

Software Engineers Employee Network (SEEN) (Coming in 2020)

SEEN is for employees who are interested in and passionate about coding and software development. This network will foster a sense of community and support to assist individual developers in a fast-paced technology environment.

Veterans@Nasdaq

This network brings together those employees who have served or are currently serving in the military, military families and their supporters.

Women in Nasdaq (WIN)

WIN brings women and their allies at Nasdaq together for inspiration, motivation, professional development, networking and fun.

REPUBLIC SERVICES, INC.



Our Commitment to Safety
Safety always tops our list of Company priorities, and we believe the success of our safety program is directly dependent on our people: employees with strong operational know-how, attention to detail and a consistent focus. We reinforce our Company's safety culture through comprehensive safety management programs, which include our Focus Together foundational safety training program, new driver training programs, our non-negotiable absolutes and standards, as well as many others. As part of our continued commitment to the safety of our employees and communities, we included two specific safety goals in our 2020 sustainability goals under "Safety Amplified." For more information on these goals and our plans for how we will achieve them, please see our 2018 Sustainability Report available at [RepublicServices.com/sustainability](https://www.RepublicServices.com/sustainability).

An Engaged and Diverse Workforce
We believe an engaged and diverse workforce is vital to our success. We measure employee engagement annually and compensate many of our leaders based on their teams' scores. In 2019, we improved our overall employee engagement score by over 100 basis points to 86 percent, which is well above national norms and is high performing for the industry. We know that our business units with higher employee engagement have fewer safety incidents, better customer service and better financial performance. We continue to receive national awards for our accomplishments in these areas, and we aim to raise the bar even higher.

Great Place To Work Certified
2019 WORLD'S MOST ETHICAL COMPANIES
Forbes 2019 THE BEST EMPLOYERS FOR WOMEN
2019 VALOR

We are committed to creating a company where the best people come to work and are engaged every day, and we do this by combining meaningful experiences and programs that develop and motivate employees with attractive total rewards packages. Our engagement and retention programs are designed to sustain our high engagement levels. Through learning and talent development programs, we focus on ensuring our employees have the skills necessary to be successful in their current roles through targeted onboarding and experiential learning. We also provide our employees the opportunity to learn new skills and advance within the organization through our leadership training and development programs. Finally, we are proud of the progress we have made in creating a more inclusive culture for our employees. One way we have done this is through our active business resource groups, which are intended to connect, develop and empower our employees. These business resource groups include Women of Republic, VALOR (Veteran, Advocacy, Learning, Outreach and Recruiting), and the Black Employee Network.

ENGAGEMENT AND RETENTION PROGRAMS	LEARNING AND TALENT DEVELOPMENT	INCLUSION AND DIVERSITY PROGRAMS
<ul style="list-style-type: none"> Measure and drive engagement and actions Bi-Annual ROAD-EO celebrating the best of the best 	<ul style="list-style-type: none"> Driver Training Center Supervisor Onboarding Sales Acceleration Program Leadership Fundamentals Republic Leadership Academy Leadership Training Program General Manager Acceleration Programs 	<ul style="list-style-type: none"> Inclusive Leadership Behaviors Recruiting Strategy Commitment to Veterans Prioritizing Female Drivers Business Resource Groups

34 | Republic Services, Inc. 2020 Proxy Statement

SANDERSON FARMS, INC.



HOW WE LISTEN TO OUR EMPLOYEES

We greatly value our over 17,000 employees and want to appreciate their feedback. In many cases, our direct engagement with our employees has not only allowed us to improve work conditions for our people, but also has helped us solve supervisory problems and inefficiencies in our operations.

We have several processes through which employees can make their voices heard. Our hourly employees must complete three paid hours of training each year. At the end of the training, employees are asked to fill out an evaluation indicating their understanding of the training they received and any comments they wish to make to our senior management on any subject.

We also conduct "intervention interviews" with hourly employees in departments and divisions that have experienced a higher than normal employee turnover rate. Our Organizational Development team holds one-on-one meetings with hourly staff on an anonymous basis to get their perspectives on measures we could take to improve employee retention. For example, the interviews could reveal that a supervisor is not engaging well with the line workers who report to him. With leadership training from our Training staff, the supervisor can address a weakness in his management style, which can lead to greater job satisfaction for his direct reports and advancement opportunities for the supervisor.

Our intervention interviews have also helped us identify instances where our pay levels were not keeping pace with the market as well as opportunities for new employee experiences. Some of these experiences, like our employee family days, have become company traditions.

Our salaried employees have a formalized performance review process in which they complete a self-evaluation about their attainment of their personal goals. In this process, both employees and their supervisors provide feedback on their working relationship. Employees can indicate areas where they feel they were not supported by their supervisor or where they lacked resources to achieve their potential. This feedback is reviewed by the supervisor's superiors and is used in making salary and advancement decisions.

Finally, all our employees have an anonymous tip line available to them 24 hours a day to report matters of which they believe management and the board should be aware. We advertise the tip line in both English and Spanish in our internal newsletter. The line is a toll-free telephone line that comes straight to Company headquarters on a line with no caller ID. Every single call is reported to the Board's Audit Committee, along with the disposition of the matter raised on the call. While our preference is to dialogue with employees one on one, we recognize that are times when an employee would prefer anonymity.

Sanderson Farms | 2020 Proxy Statement v

UNITIL CORPORATION



SUSTAINABILITY

A sustainable future requires engagement at all levels in order to ensure long-term value creation benefiting our customers, employees, investors and all stakeholders. Sustainability refers to our ability to achieve our mission and create value over the long term. It also refers to our ability to anticipate the need for change and to embrace new technology in order to meet the evolving expectations of our customers and investors. Embedding sustainability into our business strategies and using it as a lens to guide the direction of the Company is essential to achieving our long term operational and financial goals within a changing environmental and social landscape. We believe continued focus on our mission, vision, values and goals, and managing the critical success factors outlined in our strategic plan will ensure ongoing profitability and long-lasting growth for the benefit of our customers, employees, investors, and all stakeholders.

Our Approach to Sustainability

Our approach to corporate sustainability reflects a broad set of objectives including superior customer service, affordable rates, service to our communities, environmental stewardship, a steadfast commitment to safety, and the growth and well-being of our employees. We integrate our RISE values (Respect, Integrity, Stewardship and Excellence) into our strategic planning process. Our values state clearly that sustainability initiatives are fundamental to and firmly rooted in our culture. This top-to-bottom emphasis on the very nature of sustainability assures long term benefits and value creation, and reflects our commitment to our corporate responsibilities to our investors, employees, customers, and society at large.

Sustainability Practices and Priorities

As part of our strategic planning process, we defined four key areas that we believe will be central to all utilities as the transition to a sustainable future continues. By looking closely at each of these areas, we've identified practices and priorities that demonstrate our commitment to sustainability in support of our stakeholders while simultaneously showcasing our corporate culture in action.

CUSTOMER ENGAGEMENT AND COMMUNITIES

We have a responsibility to put the customer first and to be a vital part of the communities where we operate. Priorities in this area include superior customer service, community relations and charitable giving, energy affordability for our customers, and economic development in the communities we serve. Superior customer service is also tied directly to one of the metrics we measure for our Incentive Plan.

SAFETY AND RELIABILITY

Safety is in our DNA; we work to make sure we deliver safe and reliable service to our customers. Priorities in this area include system reliability and resiliency, integrity of gas delivery infrastructure, emergency preparedness, and data privacy and cyber security. System reliability is also tied directly to one of the metrics we measure for our Incentive Plan.

25

WELLS FARGO & COMPANY



Human Capital Management

Our Non-Retaliation Policy

We learned through employee feedback that some employees were reluctant to raise concerns because of fear of retaliation. We have taken a number of actions to improve this situation, including enhancing our EthicsLine process. Our Speak Up and Non-Retaliation Policy requires all employees to adhere to the Code of Ethics and Business Conduct and supporting policies, recognize unethical behavior, and report suspected unethical or illegal conduct. The policy also sets additional expectations for managers to guard against retaliatory conduct, watch for signs of retaliation, and report any conduct that may violate policies.

We Are Listening to Our Employees

Employee feedback has been essential in helping enhance our culture and improve the employee experience. Employees have shared their voices in a number of ways, including surveys, town halls, and two-way dialogue on our intranet and internal social media platforms.

Team Member Listening Program

Our continuous listening program monitors employee engagement and experience and includes collecting feedback from employees through pulse surveys, focus groups, company-wide assessments and surveys, and confidential exit surveys and interviews. The following are among the many ways that enable employees to voice their opinions and us to gain valuable insights.

- Company-wide surveys** – An annual opportunity for employees to share opinions about working for Wells Fargo
- CEO Town Halls** – CEO Charlie Scharf holds town hall forums with employees that are televised internally and live-streamed to computers. These town halls provide an opportunity for employees to hear directly from Mr. Scharf and other senior leaders about our priorities and our business and to ask questions live from the local audience and via video from all over the Company
- Idea Builder** – A company-wide tool that employees use to submit ideas and offer suggestions; Coordinators review new ideas daily and assign them to appropriate areas within Wells Fargo for evaluation and disposition
- Periodic employee sentiment "pulse" surveys** – We conduct periodic pulse surveys targeted to a representative random sample of employees from across the organization to gauge employee sentiment about topics such as Wells Fargo as a place to work and build a career, leadership trust and accountability, internal communications, and culture
- Focus groups** – We convene focus groups of employees to provide feedback and input on specific topics
- Exit surveys** – Exit surveys help us gain a deeper understanding of why employees have chosen to leave Wells Fargo and identify ways to make sure we provide a more consistent and compelling employee experience
- Team Moments live chats** – Our senior leaders periodically join "live" chats to interact with employees and participate in Q&A sessions
- Team Moments internal social** – Employees are welcome to join Team Moments groups to post and comment on a variety of topics
- Teamworks (Wells Fargo intranet) articles/news comments** – Employees have the ability to post comments in response to articles and news that are posted on the Teamworks intranet

2020 Proxy Statement 53



Learn about DFIN's end-to-end risk and compliance solutions.

Visit [DFINsolutions.com](https://dfinsolutions.com) | Call us [+1 800 823 5304](tel:+18008235304)