



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:
Human Capital Management (HCM) disclosures

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2. Human Capital Management

Human Capital Management (HCM) is the comprehensive set of practices for recruiting, managing, developing, and optimizing the human resources of an organization. It connotes an approach to human resource management that views employees as assets that can be invested in and managed to maximize their business value, as opposed to their traditional view as costs of production. According to the Sustainability Accounting Standards Board, (SASB), HCM “addresses the management of a company’s human resources (employees and individual contractors) as key assets to delivering long-term value. It includes issues — such as labor practices, employee health and safety and employee engagement, diversity and inclusion — that affect the productivity of employees, management of labor relations, and management of the health and safety of employees and the ability to create a safety culture.” This section includes general HCM disclosures. Subsequent sections include disclosures focused on significant sub-components of HCM.

ALLEGHENY TECHNOLOGIES INCORPORATED



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ATI 2020 Proxy Statement

Our Corporate Governance Human Capital Management

Human Capital Management

We believe that world-class leadership and fostering a culture that enables us to build and grow a talented team through career development and opportunities is foundational to our vision. We recognized that attracting, retaining and developing members of our workforce is a key to the sustainability of our business. As our economy and our business grow, so do both demand for qualified candidates and the retirement rate for older workers; hence we are always competing for talent in an environment of increasingly challenged supply. To that end, we have developed — and continue to enhance and refine — a robust and comprehensive talent management program that spans from recruitment and selection to performance management, career development and retention of our top talent and, ultimately, to succession planning across our organization.

We utilize objective processes, benchmarking and other metrics in addition to external leadership evaluations. We continuously strive to cultivate and support a highly engaged and productive workforce.

Talent Acquisition

- Partner closely with a targeted number of colleges and universities specifically known for programs that are relevant to our business in order to identify materials science, STEM expertise and other relevant talent, and have developed similar partnerships with high schools and relevant trade schools.
- Engage with external professional recruiting firms to enhance our recruiting efforts for key positions.
- Utilize pre-employment assessment tools to identify candidates who we believe would adapt well to our culture and be most suited to a particular opportunity.
- Actively engage with campus and professional diversity groups.

Professional Development

- Global Leadership Development Program (GLDP).** The GLDP is our Company-wide, flagship program designed to build the skills of our employees across each level of leadership. It includes a series of multi-day training programs tailored to reach and serve a broad range of current and potential leaders across the ATI organization. These programs range from our “Front Line Leadership Academy” specifically designed for supervisors of our hourly work force, to other Academies targeting our most senior executive leaders and other members of our team, and are intended to support development of the skills each leader needs for success in his or her current positions and for future career growth.
- Business Acumen Series.** This more narrowly focused leadership education program is designed to develop skills in key areas, such as finance. The purpose of this program is to facilitate a common framework and understanding of financial business acumen to improve decision making critical to the sustainable success of our business.
- Early Career Leadership Development Program.** Our selective Early Career Leadership Program is designed for high-potential and motivated college graduates. This five-year program, which is designed to prepare our future leaders, accelerates participants’ professional development by rotating them through a variety of business-critical assignments and development opportunities.
- Insights Discovery Program.** This program, which we incorporate as an element of our other professional development programs, is designed to support employees in exploring and developing targeted competencies such as self-awareness, communication, conflict management, giving and receiving feedback, influencing others and other skills.

Engagement and Performance Management

- Senior Leader Communication and Transparency.** We actively seek opportunities for regular engagement and communication by our CEO and other senior executive leaders with our broader employee population. For example, we hold a quarterly CEO Review that follows the release of our quarterly earnings and is accessible to hundreds of employees across the Company. These reviews provide an opportunity for our CEO and other senior leaders to communicate their perspectives on our recent financial results, as well as financial education and enterprise-level education on topics such as global commercial and other growth initiatives, cybersecurity, ethics and compliance, talent and development programs, opportunities for community engagement and safety.
- Annual employee engagement surveys.** Annually, we conduct a confidential company-wide employee engagement survey. Feedback from these surveys provides our management team with valuable information about our workplace culture. It is reviewed with our Board and used to develop and refine other aspects of our overall human capital management and other growth strategies.
- Performance Management Framework.** We maintain a robust annual performance management process across the organization. Together with their supervisors, employees identify annual goals and, at the end of the year, provide their own self assessments as to goal achievement and define core competencies. Employees are reviewed based on the same criteria by both their managers and a second-level reviewer. The results of each annual assessment inform short-term incentive compensation and career advancement decisions and are reviewed with employees in one-on-one sessions with their managers.

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AMERICAN EAGLE OUTFITTERS, INC.



PROXY STATEMENT SUMMARY

Corporate Citizenship Highlights from Fiscal 2019

AEO is committed to good corporate citizenship, and we aim to forge a path that balances principles and profit. An integral component of our Company culture is driving positive change without compromising who we are: a REAL brand that is for our customers and associates can understand and are proud to support. **Our purpose is to show the world there is REAL power in the optimism of youth.** Throughout Fiscal 2019, we continued a strong emphasis on sustainability, philanthropy, and associate engagement, consistent with AEO’s REAL culture.

Human Capital Management	Charitable Giving	Sustainability
Adopt programs and policies that aim to improve the well-being and livelihoods of our most valued resource — our people	Strengthen our local communities through financial support, community engagement, and volunteer service	Set environmental goals, monitor our performance, and measure our progress toward improving our environmental footprint

Human Capital Management

The vitality of AEO resides in people. Our people come first. We believe that a truly diverse workplace is the result of an inclusive culture. It’s about more than simply bringing together people who are different. It’s about celebrating what makes us REAL. We value and respect different backgrounds, unique talents and eclectic tastes; they strengthen our ability to succeed. We care about our associates; we empower them, we reward them, and we help them develop both professionally and personally. We aim to give back generously to the communities where we work and play. From hiring the best talent to inclusion and diversity initiatives, and through career development, compensation, and wellness, we are committed to creating programs and resources that enhance our workplace environment, our associate experience, and retain and engage our most valuable resource: our people. As of the date of this proxy statement, as we and the world struggle with the COVID-19 pandemic, our values and commitments remain critical to us, and we are endeavoring to identify and execute on ways to express and manifest these values during and after the crisis.

Our initiatives during Fiscal 2019 included:

- Associate Development.** Our global talent management strategy enables us to help associates reach their full potential. In Fiscal 2019, we continued our efforts to connect our associates with resources that support their individual development and enable them to create an inclusive environment for all. We launched a leadership development series based on needs identified in executive succession planning and promoted online and live workshops on a wide range of functional topics. Our focus on development has supported a consistent internal promotion rate over the last three years, and a decline in voluntary turnover at the corporate level.
- Compensation.** Ensuring that our talented team is rewarded for performance is a key priority. We invest significant time and resources in establishing compensation programs that are both competitive and equitable. During Fiscal 2019, we evaluated our positions for market competitiveness and made adjustments when necessary with the goal of ensuring the retention of top talent and continuation of equitable pay practices. We focused on ensuring a competitive store management compensation structure and made investments in this critical area of the business.
- Commitment to Equal Employment Opportunity and Inclusion.** At AEO, we believe that a truly diverse workplace is the result of an inclusive culture. Creating an environment where everyone feels respected and empowered is more than just a statement; we live this as part of our values. Our Inclusion and Diversity efforts fall into three primary pillars: hiring, culture, and development, each of which has a task force comprised of associates across the organization. We believe that all associates play a very important role in helping AEO be a place where people can thrive and contribute in meaningful ways.
 - In Fiscal 2019, we created the Inclusion and Diversity Alliance comprised of associates at all levels that are passionate about AEO and helping AEO achieve its Inclusion and Diversity mission. We curated a playlist of Inclusion and Diversity training for our associates, managers, and teams, and we supported individual and team development by offering various tools and coaching experiences which are designed to help our associates raise their self-awareness, appreciate the differences of others, and improve collaboration overall.
- AEO has also built strong partnerships with several organizations that promote inclusion and whose support aligns with our values. During Fiscal 2019, AEO partnered with the Anti-Defamation League to provide interactive training programs in our corporate offices.

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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 Workplace. 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 (ASIN)
Amgen Latino Employee Network (ALEN)	Amgen LGBTQ and Allies Network (PQIDE)
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.

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BANK OF AMERICA CORPORATION



Being a great place to work

Central to our commitment to drive Responsible Growth is that it must be sustainable. A key element of sustainability is being a great place to work for our employees. Our shareholders have informed us of the importance they place on transparency and understanding our employee practices, and we are pleased to provide examples of the many things we do to support our employees and their families, as well as some additional steps we are taking to continue to build on this progress. In November 2019, we published our 2019 Human Capital Management Report, *Being a Great Place to Work*, which highlights our work and progress, available at <https://about.bankofamerica.com/annualmeeting>.

Setting the tone at the top with our Board

Our commitment to diversity starts at the top with our Board. Our Board oversees our culture and holds management accountable in fulfilling our commitment to Responsible Growth, including being a great place to work and a diverse and inclusive environment. Our Board and its committees, among other things:

- Oversees our human capital management strategies, programs, and practices, including the progress on our diversity and inclusion (D&I) goals
- Oversees our establishment, maintenance, and administration of appropriately designed compensation programs and plans
- Review our annual Employee Engagement Survey results, including our Engagement and D&I indices

Being a diverse and inclusive workplace for our employees around the world

Our employees reflect the diversity of our external stakeholders. At all levels of the company, we focus on attracting, retaining and developing our diverse talent. We strive to mirror the customers, clients, and communities we serve.

Global Diversity & Inclusion Council (GDIC)	Goal setting/ accountability	Chief Diversity & Inclusion Officer	Management levels	Campus hires	Managers
The GDIC, which has been chaired by our CEO and Chairman since 2007, promotes diversity goal setting, which is embedded in our performance management process and occurs at all levels of the organization.	The CEO and the management team set the D&I goals of the company. Each management member has action oriented diversity targets, which are subject to our quarterly business review process, used for planning, and included in Board-reviewed scorecards.	We have a senior Human Resources executive who partners with the CEO and management team to drive our D&I strategy, programs, initiatives, and policies.	We have built robust analytics and put processes in place at all levels of the company to drive progress and accountability. We measure diversity progress across our top three management levels, comprised of approximately 1,200 people in senior roles.	We are focused on building a strong, diverse talent pipeline of future leaders. Through recruitment and professional development efforts and partnerships, we are attracting and working to retain some of the best and most diverse talent from around the world.	We hold our more than 20,000 managers accountable for driving progress in diversity within their teams. We also provide opportunities for managers to sponsor and support rising talent to continue building our diverse workforce.

As of January 1, 2020, Bank of America was **1 of only 4** S&P 500 companies with 6 or more women on the Board

47% Diverse

6 Women Directors
2 African American Directors
1 Hispanic Director

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BLACKROCK, INC.



Corporate Governance | BlackRock's Approach to Human Capital Management

Our talent vision and strategy must be implemented in the context of an evolving BlackRock business – we continue to be one of the world's largest and most diversified asset managers in a rapidly evolving industry. In order to reflect the ongoing transformation in our industry, we are focused on:

- Reinforcing our culture and diversity as a source of competitive advantage.
- Delivering a consistent, fair and high-quality experience for our people.
- Designing an organizational model that supports a diversified asset management and growing technology business.
- Developing a scalable technology platform to effectively manage our human capital operations and processes.

Talent Development

We believe a critical driver of our firm's future growth is our ability to grow leaders. We are committed to identifying and developing talent to help those employees accelerate their growth and achieve their career goals.

Employee Career Development

We provide developmental opportunities for our employees through a robust set of formal and informal programs.

BlackRock Academies focus on enabling employees to build skills and thought leadership in specific facets of our business.	• These educational experiences and resources include topics such as client relationships, technology, investments, compliance, leadership and management, and professional development.
Knowing BlackRock Core is a set of resources and immersive experiences built around a series of Harvard Business School case studies about the Company.	• Resources and experiences that are designed to help employees explore our history and engage in shaping our future.
Leadership programs , such as the Women's Leadership Forum, Enterprise Leadership Acceleration at BlackRock, and Leadership Excellence and Development, make a differentiated investment in our high potential, strong performing employees as we strive to deepen, enhance and diversify our leadership bench.	• These programs are intense, year-long experiences that include structured learning, assessments, external coaching, sponsorship and hands-on work, and provide a blend of full cohort, small group and individually tailored development.

Employee Feedback

We value continuous dialogue with our employees about their experiences. We have several employee feedback mechanisms including:

- Our annual Employee Opinion Survey, which has a more than 90% participation rate annually and provides us with actionable feedback for each team and for BlackRock as a whole; and
- Our annual People Manager assessment, which provides managers with upward feedback on how they are progressing against their expectations as managers.

Each year, we directly address employee feedback received through these mechanisms. We believe the high participation rates reflect conviction among employees that their responses will lead to action by management.

Employee Networks

We provide additional forums and opportunities for employees with diverse backgrounds, experiences and perspectives to connect with one another and shape our culture through our Employee Networks. These networks are sponsored by senior leaders and are designed by employees, for employees.

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CAPITAL ONE FINANCIAL CORPORATION



SECTION I - CORPORATE GOVERNANCE AT CAPITAL ONE

Committee of the Board has primary oversight responsibility for the Company's policies, programs and strategies related to environmental and social practices, as well as governance matters. Highlights of our environmental and social programs are summarized below.

Our People

Since Capital One's founding, our success has been rooted in our culture of putting people first. For our customers, our products are innovative, simple to use, and deliver tremendous value for individuals of all backgrounds. For our more than 50,000 associates, unleashing their talents enables us to deliver on our mission to bring ingenuity, simplicity, and humanity to banking. We empower our talented associates to grow in their careers as they take on new roles, learn valuable skills, receive candid, actionable feedback, and meet personalized development in learning programs, resources, and technology in order to develop people to reach their highest potential, cultivate role expertise, create the workforce of the future, and accelerate business impact.

U.S. Workforce by the Numbers (as of 2019)

50% people of color	53% women	91% of surveyed associates are proud to work for Capital One
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Highlights of "Our People" programs include the following:

- **Innovative Products that Help Customers Succeed.** We seek our customers' insights and stay attuned to their candid feedback to ensure we are delivering innovative products and tools that meet their changing needs and help them succeed financially. We are making it easier for our customers to use credit wisely with customer alerts — our CreditWise tool that helps them understand, monitor, and improve their credit scores — and our Capital One mobile application which includes purchase alerts and enhanced controls for security and fraud prevention. Building on these tools and resources, we launched Eno, a text-based chatbot to help manage a customer's finances in a conversational way.
- **Diversity & Inclusion.** We are working to make Capital One a place where everyone feels seen, heard, and valued, and where each associate has an equal opportunity to succeed. We empower our associates to do great work by creating an inclusive culture of belonging that values diverse perspectives, fosters collaboration, and encourages innovative ideas, with all diversity and inclusion efforts overseen by our Chief Diversity & Inclusion Officer.
- **Women in Tech.** With our Women in Tech ("WIT") program, we bring Capital One associates — both women and men — together to help improve the representation of women in technology. Through programs like Capital One Coders and our sponsorship of the Grace Hopper Celebration of Women in Computing, WIT focuses on helping women and girls develop a love of technology and supports the career development of women in tech roles.
- **Competitive Pay and Benefits.** Capital One is proud to offer our Total Rewards program, combining unique benefits and compensation offerings to attract and retain the world's best talent. Our competitive benefits — like generous parental leave, on-site health centers, flexible work solutions, market-leading company contributions to associates' 401(k) plans, educational assistance and other health, wellness, and financial benefits — are all designed to help associates grow and develop inside and outside of the workplace and empower them in their lives.
- **Pay Equity.** Pay equity has long been a core tenet of our pay philosophy and is central to our values. We review groups of associates in similar roles, accounting for factors that appropriately explain differences in pay such as job location and experience. Based on this analysis, our aggregated adjusted pay gap results show that as of 2019 we paid women 100% of what men are paid, and we paid racial and ethnic minorities in the U.S. 100% of what non-minorities are paid.

CAPITAL ONE FINANCIAL CORPORATION | 2020 PROXY STATEMENT 43

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

Employee Recognition

- Annual Spirit of Ciena Awards to recognize employees who best exemplify Ciena's core values
- "Aplaster" program and Spot Awards to provide recognition to employees throughout the year
- Patent Incentive & Discovered 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, 2018, 2019 and 2020

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FIRST AMERICAN FINANCIAL CORPORATION



III. Corporate Responsibility and Sustainability

Recognizing our responsibility to the environment, our employees and our communities, we believe socially responsible and sustainable practices are the right way to do business, and they will benefit our employees, clients, vendors, stockholders, communities and environment.

Those interested in learning more about our efforts can read our 2018 Sustainability Report at www.firstam.com/sustainability and visit the Sustainability, Caring For Our Community and Supplier Information sections of our Web site. We anticipate publishing an updated report as of December 31, 2019 during the fourth quarter of 2020. The Sustainability Report and these Web site sections are specifically not incorporated by reference into this proxy statement, and you should not consider that information part of this proxy statement.

Best Workplaces
Great Place to Work
2019

Best Workplaces
Great Place to Work
2019

Best Workplaces
Great Place to Work
2019

Best Workplaces
Great Place to Work
2019

“It's our strong belief that putting people first matters, and this philosophy begins with our employees and extends from there to our customers, our shareholders and the communities in which we work.”
—Doreen Gilmore, CEO

Community Development in 2019
15 Habitat for Humanity® "Team Build" Events

Women's Advocacy in 2019
American Cancer Society Breast Cancer Walks
Ragman® Relays for Charity
American Heart Association® Go Red for Women®
Michigan Rogel Cancer Center for Breast Cancer

Human Services in 2019
National Family Volunteer Day
Disaster Relief
Change for Charities supported 40 local charities

Total Greenhouse Gas Emissions¹

2017: 1,475
2018: 1,322
2019: 1,212 (est.)

22% Annual CDP reporting

Digital transformation of our title insurance and settlement processes reduces paper waste

Energy reductions since 2013 could provide energy for 745 homes for one year

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FIRSTENERGY CORP.



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.

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GENERAL MOTORS COMPANY



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 accomplish 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.

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Human Capital Management

The Board strongly believes that much of the future success of IBM depends on the caliber of its talent and the full engagement and inclusion of IBMers in the workplace. Additionally, the Executive Compensation and Management Resources Committee oversees a broad range of human capital management topics, including skills, diversity and inclusion, talent attraction and retention, employee engagement and pay equity.

Political Contributions and Lobbying

IBM is committed to meaningful management, oversight, and accurate reporting with respect to our engagement with government officials, and we consistently seek to provide our stockholders with relevant data regarding our public policy engagement.



Political Contributions: IBM has a long-standing policy not to make contributions of any kind (money, employee time, goods or services), directly or indirectly, to political parties or candidates, including through intermediary organizations, such as political action committees, campaign funds, or trade or industry associations. This policy applies equally in all countries and across all levels of government, even where such contributions are permitted by law.

IBM does not have a Political Action Committee and does not engage in independent expenditures or electioneering communications as defined by law.



Lobbying: IBM engages in lobbying activities in accordance with applicable law and the requirements of IBM's Business Conduct Guidelines. All IBM lobbying activities, including by third parties on behalf of IBM, require the prior approval of the IBM Office of Government and Regulatory Affairs.

IBM files periodic reports with the Secretary of the U.S. Senate and the Clerk of the U.S. House of Representatives detailing its U.S. federal lobbying activities and expenditures, with U.S. state and municipal governments, where required, and with the European Union Transparency Register.



Trade Associations: IBM joins trade and industry associations that add value to IBM, its stockholders and employees. These groups have many members from a wide variety of industries, and represent a broad range of public policy and industry issues. As a result, there may be occasions where the views of a particular association on one or more specific issues are different than IBM's views.

IBM conducts due diligence on trade associations before making contributions to be sure that the association is reputable and has no history of malfeasance. Company policy restricts trade and industry associations from using IBM funds to engage in political expenditures. IBM has procedures to ensure that IBM payments to trade or industry associations comply with this policy.

The IBM Board of Directors, as part of its oversight function, periodically receives reports from senior management relating to IBM's policies and practices regarding governmental relations, public policy, and any associated expenditures.

IBM's senior management, under the leadership of the IBM Office of Government and Regulatory Affairs, closely monitors all public policy advocacy efforts, as well as any lobbying activities.

The Center for Political Accountability's 2019 Report on Corporate Political Disclosure and Accountability gave IBM a score of 98.6 out of 100, naming IBM a trendsetter in Political Disclosure and Accountability and recognizing IBM as one of only 25 companies that prohibit trade associations and non-profits from using company contributions for election-related purposes.

IBM's policies and practices with regard to public policy matters, including lobbying activities and expenditures, are available on its website: <https://www.ibm.com/blogs/policy/governance/>.

Insurance and Indemnification

IBM has renewed its directors and officers indemnification insurance coverage. This insurance covers directors and officers individually where exposures exist other than those for which IBM is able to provide indemnification. This coverage runs from June 30, 2019 through June 30, 2020, at a total cost of approximately \$5.1 million. The primary carrier is XL Specialty Insurance Company.

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HUMAN CAPITAL

Evolving our culture is critical to delivering on our growth strategy and for continuing to attract and retain top talent needed to support our transformation to a data-centric company. We have an amazing legacy of innovation and a powerful culture, yet our ambitions have grown. Together, we are evolving our culture to build an even brighter future. Our global workforce of 110,800 is highly educated, with approximately 90% of our ultimate goal is to achieve zero serious injuries through continued investment in and focus on our safety programs and injury-reduction initiatives. We provide access to a variety of innovative, flexible, and convenient health and wellness programs, including on-site health centers.

All employees are responsible for upholding the Intel Values, Intel Code of Conduct and Intel Global Human Rights Principles, which form the foundation of our policies and practices. For over a decade, we have tracked and publicly reported on key human capital metrics, including workforce demographics, diversity and inclusion data, turnover, and training data.

DIVERSITY AND INCLUSION

To shape the future of technology, we must be representative of that future. A diverse and inclusive workforce is a business imperative and key to our long-term success. We committed \$300 million to advance diversity and inclusion in our workforce and in the technology industry. We achieved our goal of full representation in our U.S. workforce two years ahead of schedule, meaning our workforce now reflects the percentage of women and underrepresented minorities available in the skilled labor market in the U.S. This achievement was the result of a comprehensive strategy that considered hiring, retention, and progression. Though we are proud of what we have accomplished to advance diversity in our workforce, we still have work to do, including beyond the walls of Intel. We took action by joining 11 other companies to fund an initiative to double the number of women of color graduating with computing degrees in the U.S. by 2025. We also continue to look for and implement partnerships and programs to increase retention and advancement of women and underrepresented populations within our workplace. The breakout of employees by gender provides our current global gender diversity.

COMPENSATION AND BENEFITS

We strive to provide pay, benefits, and services that help meet the varying needs of our employees. Our generous total rewards package includes market-competitive pay, broad-based stock grants and bonuses, an Employee Stock Purchase Plan, healthcare and retirement benefits, paid time off and family leave, parent reintegration, fertility assistance, flexible work schedules, sabbaticals, and on-site services. In 2019, we announced that we achieved gender pay equity globally by closing the gap in average pay between employees of different genders in the same or similar roles after accounting for legitimate business factors that can explain differences, such as performance, time at grade level, and tenure. We also continued to advance transparency in our pay and representation data by publicly releasing our 2017 and 2018 EEO-1 survey pay data mandated by the U.S. Equal Employment Opportunity Commission. The results reflected representation gaps and point to work that lies ahead. However, due to our diversity and inclusion efforts, there is promising growth of our junior female and underrepresented talent from which our future leadership will be drawn. Our challenge now is to create an environment that better helps our female and underrepresented employees develop and progress in their careers, while also ensuring we are expanding our hiring and retention of diverse talent at more senior, higher-paying positions.

GROWTH AND DEVELOPMENT

We invest significant resources to develop the talent needed to remain at the forefront of innovation and make Intel an employer of choice. We deliver training annually and provide rotational assignment opportunities. We launched a new performance management system to support our culture evolution and increase focus on continuous learning and development. Over the past five years, our undesired voluntary turnover rate has been at or below 5%.

COMMUNICATION AND ENGAGEMENT

Our success depends on employees understanding how their work contributes to the company's overall strategy. We use a variety of channels to facilitate open and direct communication, including open forums with executives, employee experience surveys, and engagement through more than 30 different employee resource groups, including the Women at Intel Network, the Network of Intel African American Employees, the Intel Latino Network, and others.

HEALTH, SAFETY, AND WELLNESS

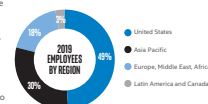
We are committed to the safety of our employees, customers, and communities, from operations to product development to supplier partnerships. Our ultimate goal is to achieve zero serious injuries through continued investment in and focus on our safety programs and injury-reduction initiatives. We provide access to a variety of innovative, flexible, and convenient health and wellness programs, including on-site health centers.

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"Tapping into the richness of our diverse workforce is key to driving future growth. Intel will continue to be transparent about our progress and our challenges, so we can partner with our customers and ecosystem to find better solutions together."

—Sandra Rivera, Executive Vice President and Chief People Officer



Key Elements of Our Executive Compensation Programs

Balanced performance-based awards	Performance-based awards are based on the achievement of strategic and leadership objectives in addition to financial metrics
Multi-year Performance Period and Vesting	The performance period and vesting schedules for long-term incentives overlap and, therefore, reduce the motivation to maximize performance in any one period. Performance share units, restricted share units, and options vest three years from the grant date
Balanced Mix of Pay Components	The target compensation mix is not overly weighted toward annual incentive awards and represents a balance of cash and long-term equity compensation vesting over three years
Capped Incentive Awards	Annual performance bonuses and long-term incentive awards are capped at 200% of target
Stock Ownership Guidelines	Our CEO must directly or indirectly own equity in our Company equal to six times base salary, and the other members of our Executive Committee must own equity equal to three times base salary and retain this level of ownership at all times while serving as an Executive Committee member
No Change in Control Arrangements	None of our executive officers have in place any change-in-control arrangements that would result in guaranteed payouts
Compensation Recoupment Policy	The Board has the authority to recoup executive officers' past compensation in the event of a material restatement of our financial results and for significant misconduct of Company policy or laws relating to the manufacturing, sales or marketing of our products

Oversight of Human Capital Management

Johnson & Johnson's employees are at the heart of our Creed and an essential element of our long-term strategy. The Board and its Committees are actively engaged in overseeing our talent development, human capital management strategies and corporate culture to ensure that they are designed to attract, develop and retain global business leaders who can drive financial and strategic growth objectives and build long-term shareholder value.

On a biennial basis, we conduct the Our Creed Survey, which assesses the degree to which senior leadership demonstrates Our Creed values. In the interim years, we conduct the Our Voice Employee Survey, which measures important aspects of our culture such as employee engagement, inclusion, development, health and wellness, collaboration, execution, innovation, and compliance and risk. The results of both surveys are closely reviewed by senior leadership and Human Resources, and managers are provided with detailed anonymized reports highlighting their team results, strengths and areas where an improvement plan is recommended. In 2019, the Company conducted the Our Voice Employee Survey. Our overall participation rate was 87%, 3% higher than in 2017. Our overall results have increased to 81% favorable. We benchmark our performance on the Our Voice Employee Survey with the Mayflower group, which is a consortium of top tier, global companies dedicated to employee surveys. We are in the top quartile of Mayflower companies on recommending the company as a great place to work and wanting to stay with the company, which are critical components of employee engagement. The results of each survey are reviewed with the Board.

A few highlights from the 2019 Our Voice Survey:

95%	I am willing to give extra effort to help J&J meet its goals.
87%	I would recommend J&J as a great place to work.
91%	I would like to be working at J&J one year from now.

Johnson & Johnson
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Community

Giving back to the communities in which we operate, with both our time and financial support, is one of our core values.

THE LENNAR FOUNDATION

The Lennar Foundation, created 30 years ago, receives 1% of Lennar's after-tax income each year. The Foundation's focus is helping people through medical research, education, job training, and support for vulnerable groups.

Below are recent examples of The Lennar Foundation's giving and support:

- Helped build state-of-the-art outpatient hospital, "The Lennar Foundation Medical Center," at the University of Miami
- Supported cancer research at The City of Hope in Los Angeles and the Sylvester Comprehensive Cancer Center in Miami
- Contributed to immediate emergency assistance for people affected by:
 - Hurricanes Katrina and Dorian
 - Earthquake in Haiti
 - Fires in Northern California
- Established new college scholarship program for underserved students
- Created jobs training program in Miami, and expanded the program to Tampa, Las Vegas, Portland, and Denver

FOCUSED ACTS OF CARING

Annually, each of Lennar's divisions chooses a charitable organization to help by donating time and financial support.

DOLPHIN CANCER CHALLENGE

Lennar associates from across the country participate in a bike, run, and walk event. Funds raised from these efforts support the Sylvester Comprehensive Cancer Center in Miami.



Associates

We believe that everyone can succeed, no matter where you start or the path you have taken. Our associates are our most valuable asset, and we are committed to building an inclusive and diverse workforce that supports each associate's unique journey.

TALENT

Our success starts and ends with having the best talent. We are focused on attracting, developing, engaging and retaining our associates. For example, our university talent program brings diverse new college graduates and summer interns into Lennar to grow our talent pipeline.

WELL-BEING

We understand the importance of balance, and offer associates a competitive and comprehensive benefits package, including paid parental leave and resources for whole-self well-being (physical, social, and financial).

CULTURE

We believe having an inclusive work environment, where everyone has a sense of belonging, not only drives engagement but fosters innovation, which is critical to driving growth. Our "Everyone's Included" mantra anchors our unique culture.

SAFETY

Safe work environments, through worker safety and regulatory compliance, are a priority for us. Our worker safety metrics are measured and reviewed by our Board of Directors so we can ensure that we are successfully managing and improving our safety program.



Trade Partners

We are focused on being the builder of choice for our trade partners. Our size and scale, combined with our even-flow production and Everything's Included platform, allow us to provide predictable, consistent work for our trade partners.



Corporate Governance

Our Board is built on a foundation of strong governance practices that promote integrity and accountability, and this guides our conduct and commitment to doing the right thing for the right reason.

- Our governance practices include:
 - Majority independent directors
 - Strong independent Lead Director
 - Annual election of directors
 - Stock ownership guidelines
 - Active stockholder engagement
 - Board oversight of risk management and cybersecurity protection
 - Executive compensation that is aligned with stockholder interests
 - Strong corporate controls

We can only be an engine of social good if we are ultimately successful in our business. We believe that our ability to serve each of our stakeholders plays a vital role in our success.



2020 NOTICE OF MEETING AND PROXY STATEMENT

Corporate Governance (continued)

Our Commitment to Environmental, Social and Governance Matters

At LogMeIn, we recognize the impact that a business can have on its surrounding community and environment and believe that an organization has the responsibility to be a good corporate citizen of the world. We also value our employees and recognize the critical roles that they play in the achievement of our long-term goals and overall success. The following is intended as a summary of some of the steps we have taken to create a safe, inclusive and positive workplace for our employees while also conducting our operations in an environmentally responsible manner. Additional information can be found in our Social & Environmental Responsibility Principles under the "Investor – Corporate Governance Documents & Charters" section on our website, located at www.logmein.com.

Social Considerations & Human Capital Management

At LogMeIn, we believe that our employees are our greatest asset and we are committed to having a workforce that will enable the long-term success of our business. The following is intended to highlight certain aspects of our corporate culture and summarize some of the programs we have put in place to help us continue to attract, retain and inspire key talent:

- Employee feedback is crucial to how we measure our success in continuing to be a great place to work. We regularly conduct employee Net Promoter Score® ("eNPS") surveys of our employees so that we can quantitatively measure and track employee engagement.
- Recent studies released by Comparably in 2019 named LogMeIn as a winner of Best Company Culture (Large Companies), Best Company for Women (Large Companies), Best Company for Diversity (Large Companies) and ranked our CEO William Wagner among the top 50 CEOs for women. LogMeIn has been ranked as one of the top ten companies in the large category of the Boston Business Journal's Best Places to Work nine times.
- We are committed to hiring, developing and promoting a diverse workplace where employees are encouraged to share diverse opinions. We believe that ethnic and gender diversity helps set a tone of inclusiveness and equality in the workplace. We are committed to providing equal opportunity in employment to all employees and applicants for employment, and no employee or applicant is discriminated against in the terms and conditions of employment on the basis of race, creed, religion, color, ancestry, sex, age, marital status, national origin, veteran status, genetic information, disability, sexual orientation, or any other classification protected by law.
- LogMeIn is home to several Employee Resource Groups which help foster inclusion and belonging in our global workplace. Approximately a quarter of our worldwide employees actively participate in LogMeIn's social initiatives groups promoting diversity and inclusion such as LogMeIn (a group committed to amplifying female culture and inclusivity at LogMeIn), PRIDE (our LGBTQ resource group) and BE (an employee resource group for black employees and allies).
- We actively promote a number of benefits and programs to support the health and welfare of our employees through Thrive, our Corporate Wellness Program, including yoga classes, running groups, basketball tournaments and annual wellness challenges aimed at engaging and educating our employees and providing them with access to local health and wellness resources.
- We are committed to maintaining a safe and inclusive working environment for all employees and have implemented a zero-tolerance policy of violence in the workplace and strictly enforce a prohibition against harassment, sexual or otherwise, of any of our employees by anyone, including any supervisor, co-worker, vendor, client or customer.
- We pride ourselves on being a progressive, forward thinking employee-centric organization and work with our local HR and benefits teams to comply with all applicable local benefit, wage and hour laws and regulations. We review our pay practices to ensure that LogMeIn is practicing equal pay for comparable work across all of its offices regardless of gender, race/ethnicity, and multiple other protected classes.
- In 2019, we published our first-ever Supplier Code of Conduct declaring LogMeIn's expectation that our suppliers share our commitment to regulatory compliance, business ethics, human rights, health, safety and environmental responsibility, regardless of the geographic location of their business.

Our Environment

We recognize the impact that companies can have on the environment and we are working to integrate sustainability initiatives into our business practices by:

- Reducing greenhouse emissions at our facilities through energy conservation and energy efficiency;
- Utilizing data centers that earn an A rating by Greenpeace;
- Purchasing carbon offsets for all business travel which, in 2019, included 13,640 verified carbon offsets that reduced our carbon footprint and had an environmental impact similar to growing 194,000 trees every year for ten years;
- Responsibly managing and disposing of our electronic waste and using our recycling credits to support non-profit organizations partnered with LogMeIn's Corporate Social Responsibility program, Mission Possible;
- Creating office environments that promote conservation through water efficiency, source reduction, recycling, composting and the use of sustainable products;
- Fostering awareness, employee engagement and active participation in sustainability efforts through communications, campaigns, volunteer programs and best practices; and

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Active Engagement

Part of Macerich's role as an industry leader in sustainability is active engagement with our stakeholders, including investors, joint venture partners, tenants, vendors, communities, guests and employees. Our goal is to achieve more than 70% documented engagement by 2025.

- Collaborating with our tenants is critical to our collective success and furthers our ability to realize the full value of our sustainability initiatives. Across locations, property teams work closely with tenants soliciting feedback and measuring satisfaction. Through our Green Tenant Criteria we provide guidance on implementing sustainability initiatives that will help to reduce tenants' energy consumption and waste. We measure our green engagement progress through our Tenant Sustainability Survey.
- We work closely with all vendors and contractors to maximize our sustainability performance. Our procurement team works with vendors to source the most sustainably available and feasible products for every Macerich facility, and we require third-party contractors to meet or exceed the highest designated environmental certification standards. We monitor performance and offer periodic trainings to contractors.
- We frequently solicit feedback from guests regarding their experiences at our properties, especially in terms of health, safety and environmental performance. We engage with guests through our property websites, social media, digital directors and other informative materials that improve the guest experience. Guests also participate in initiatives including Earth Hour, water drives and other environmental pledges.

Valuing Human Capital

Macerich is committed to providing a positive and engaging work environment for our employees and taking an active role in the betterment of the communities in which our employees live and work. We put great effort into cultivating an inclusive company culture that attracts top talent and creates an environment that fosters collaboration, innovation and diversity, while providing professional development opportunities and training.

We are always looking to encourage two-way engagement and solicit productive feedback from our employees. Channels for engaging employees include: the company intranet, ongoing newsletters, performance reviews and informal conversations with supervisors, peer mentoring, training, educational and career development opportunities, lunch and learns, community events, our ethics hotline and social media.

Our employees enthusiastically embrace the opportunity to make a difference in the communities where they live and work. Through the Macerich Volunteer Program (MVP), we offer all full-time employees 24 hours of paid volunteer time each year. Employees can volunteer with nonprofits of their choosing, as well as partners pre-selected by the local property. In 2019 organizations we supported included Habitat for Humanity, The Boys and Girls Club, Earth Day Network, Red Cross, Phoenix Rescue Mission, Salvation Army, and Packages From Home. We believe this creates value for society while giving employees the opportunity to strengthen their relationships within their communities.

Our Macerich Dependent Scholarship Program assists children of non-management employees who plan to continue their education after high school in college or vocational school. This program is administered by Scholastic America®, the nation's largest designer and manager of scholarship, tuition assistance and other education support programs for corporations, foundations, associations and individuals. Awards are granted without regard to race, color, creed, religion, sexual orientation, gender, disability or national origin. Since the inception of the program in 2017, 48 scholarships have been awarded.

Community Involvement

The strength of our business is inseparable from the vitality of our communities. Our centers are part of the fabric of their neighborhoods and we want to make a lasting impact. Each Macerich property develops and implements local engagement programs that reflect its community's needs and interests. These programs incorporate employee volunteerism, in-kind and financial donations, and partnerships with local nonprofit organizations. In addition, Macerich has a strong corporate commitment to supporting national charitable causes that align with our corporate values.

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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 totalled 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



Learning Library

REMUNERATION AND COMPENSATION
Alignment of Pay Policies with Corporate Strategy

- We structured our incentive plans to reward for both current year performance and long-term initiatives. Our 2019 financial results were the basis for the performance goals for a significant portion of annual incentive-based compensation, while at least 20% of each NEO's performance goals were based on strategic initiatives intended to drive long-term shareholder value. Our long-term incentive awards rewarded our senior management for our three-year relative TSR.
- For business unit executives, we increased the weighting of business unit revenue goals in our short-term incentive plan to reinforce expectations regarding our organic growth targets.
- We structured a short-term incentive program for certain non-executive employees who are experimenting and innovating as opposed to driving current year financial results. This program primarily rewards for milestones and outcomes instead of financial goals.

PEOPLE PRACTICES
Alignment of Culture with Corporate Strategy, Human Capital Management

- We communicated our values through many of our People@Nasdaq processes: hiring, onboarding, recognition, performance management, promotions and rewards.
- We introduced a new, integrated approach to employee experience surveys, which include our New Hire, Engagement and Exit surveys on a single analytics platform.
- We delivered training to nearly 250 managers worldwide, building their skills in managing performance, effecting change and leading inclusively.
- We invested in professional and career development through a suite of new online and classroom training courses and launched a new career development website.
- We expanded our commitment to diversity and inclusion in the employee experience by adding two new Employee Networks, increasing our total Employee Networks to 10.

ENVIRONMENTAL AND SOCIAL ISSUES
Oversight, Goals and Metrics

- We updated the name of the Nominating & Governance Committee to the Nominating & ESG Committee to better align with its expanded responsibilities. The Committee completed its initial year of oversight of environmental, social and human capital management policies, practices, initiatives and reporting.
- We identified key environmental and social goals and metrics for Nasdaq under the leadership of our ESG Steering Committee.

MANAGING GLOBAL ENTERPRISE RISK
Comprehensive Risk Oversight by the Audit & Risk Committee, Ethical Culture, SpoofUp Program

- The Board, through the Audit & Risk Committee, continued to set Nasdaq's "risk appetite"—the boundaries in which Nasdaq's management operates while achieving corporate objectives. We updated the name of the Audit Committee to the Audit & Risk Committee to reflect the Committee's substantial focus on risk oversight.
- The Audit & Risk Committee received regular, comprehensive reports from management on the ERM program. Among other things, our CIO/CTO and Chief Information Security Officer regularly updated the Audit & Risk Committee on information security and cybersecurity issues.
- We strengthened our business continuity, crisis management and disaster recovery management programs to minimize any negative impact to the organization in the event of a crisis.
- We updated our Code of Ethics to reflect the continuing evolution of privacy requirements and increased emphasis on reporting potential data breaches. We also enhanced the text with infographics to make content more accessible for employees.

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ONEOK, INC.



Human Capital Management

Additional highlights include:

- Our ONEOK Field Services natural gas gathering and processing business received the Chief Executive Officer's ESH Excellence Award for 2018.
- 2019 natural gas processing facility awards included:
 - Baker Plant – 10 Years without a lost time accident;
 - Mayville and Stephens Plants – 10 Years without a lost time accident;
 - Canadian Valley Plant – five years without a lost time accident; and
 - GPA Midstream Association Chairman's Award for Safety Improvement.

Short-Term Incentive Safety Metric

We established an internal safety performance metric in 2009 that became a part of the short-term incentive plan performance criteria for all employees. The Total Recordable Incident Rate ("TRIR") is the number of Occupational Safety and Health Administration incidents per 200,000 work-hours. The inclusion of this important metric is designed to emphasize our commitment to the safe operation of our business and to reward safe behavior throughout our company. The 2019 target for TRIR represented a 10.3% improvement over the previous year's actual results.

HUMAN CAPITAL MANAGEMENT

We make it a priority to attract, select, develop and retain the talent necessary to support our key business strategies. To accomplish this, we offer compensation, benefits and career opportunities that are designed to position us as an employer of choice, and we invest significant time and resources in the development of our people and building high-performing teams. Our approach to human capital management has been successful, as evidenced by the fact that we achieved record hiring numbers in 2019 and an 87 percent favorable score in our 2019 employee engagement survey, in which approximately 82 percent of employees participated.

Our success is dependent upon our greatest resource—our employees. To continue our success, we must nurture creativity, new ideas and diverse thought—none of which are attainable without fostering an inclusive workplace.

We are committed to proactively and consciously embracing diversity by recognizing and appreciating the characteristics that make individuals unique. We strive to foster a culture of inclusion and an environment where everyone connected with our company feels valued.

Our diversity and inclusion efforts are guided by a Diversity and Inclusion Council chaired by our Chief Executive Officer and composed of a diverse group of employees who represent different demographics, work locations, business units and levels of seniority.

Throughout 2019, diversity and inclusion remained a priority, as evident in our recruiting and programming efforts. We have integrated a diversity and inclusion workshop into our intern and trainee programs. We educate hiring leaders about unconscious bias and take measures to ensure we are attracting a diverse pool of talent. We also seek to recognize employees who are military veterans. We actively recruit military veterans and attend military career fairs.

We continue providing professional development and skill-building opportunities for all employees through various programs, including programs to support traditionally underrepresented groups. Our organizational development ("OD") and diversity and inclusion ("D&I") teams provide in-person classroom training, computer-based self-study and one-on-one coaching that is available to all employees.

We provided funding and support for five organized business resource groups ("BRGs"), which are employee-led groups intended to promote the attraction, development and retention of traditionally underrepresented segments of our workforce and thereby drive positive business outcomes. The BRGs are allocated an annual budget to support their operation. A key factor in the success of our BRGs is the active participation by executive sponsors and other "allies" from outside the BRGs' underrepresented populations.

Human Capital Management Highlights and Awards in 2019

- We once again received recognition for our diversity and inclusion efforts from the Tulsa Regional Chamber, Human Rights Campaign and Tulsa Mayor's Office.
- Through a series of "Executive Mentoring Sessions," each direct report of the CEO participated in small group mentoring sessions offering diversity and inclusion supporters time to learn from our top executives.
- More than 500 leaders attended small group training sessions with OD and D&I staff on Leading High-Performing Teams. These sessions focused on emotional intelligence, building trust and resolving conflict.
- We launched two new BRGs: Indigenous/Native American and Latinx/Hispanic American, bringing our BRG total to five.
- 719 employees are a supporter of one or more BRGs representing 37 locations in nine states. This represents approximately 25% of our employee base, compared to the national average of 6.5% participation rates in US-based companies.
- Programs led by our BRGs include a mentoring program, speakers club and multiple leadership development small group offerings.
- Our BRGs and our diversity and inclusion staff provided more than 2,600 hours of combined professional development.
- We were again named as an Oklahoma Veterans Employer Champion by a veterans coalition including the Oklahoma Department of Veterans Affairs and the City of Tulsa.

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Total of 02 pages in section

PRUDENTIAL FINANCIAL, INC.



HUMAN CAPITAL

Prudential's Board and the Corporate Governance and Business Ethics Committee has oversight of talent, diversity and inclusion, and culture.

Our talent is our point of differentiation in the market and foundation for our success. Our investment in attracting, developing and retaining our colleagues is vital to the creation and protection of Prudential's long-term shareholder value.

Attract

Prudential attracts talented individuals who share our commitment to create accessible financial solutions to meet the long-term objectives of our global customers.

Over 50,000 Global Employees

Building a diverse and inclusive organization is a component of our strategic business initiative.

U.S. Employee Profile

	Women	People of Color
Management	48%	29%
Nonmanagement	65%	34%
Total Company	53%	31%

Pay Equity

We determine compensation levels for new hires based on individual qualifications and roles, versus how they may have been compensated in the past. The Board reviews annually the status of our pay practices and the Company's diversity and inclusion efforts.

Develop

Cultivating talent is a Company-wide priority. Prudential's employee resources foster career development, offer training opportunities for all associates along the career spectrum, and provide vibrant health and wellness programs for employees and their families.

Career Development

Prudential's "Skills Accelerator" enables employees to assess current skills, map them against the Company's future needs and build a plan for acquiring future-ready skills. This process results in a workforce that is better able to serve customers and address complex financial challenges.

Education

On-Demand. myLearning Pathway, a digital, mobile-enabled learning interface, curates high-quality, on-demand, learning resources. Over 3,000 employees have leveraged this active, effective and customized learning asset.

Live Curriculum. Learning opportunities support employees' ongoing professional development needs. Courses of study include applied strategic thinking, dynamic problem solving and advanced presentation skills.

Tuition Assistance & Industry Study Programs. Prudential offers employees financial support to advance their educational goals and increase their business knowledge.

Health & Wellness

Creating a culture where all colleagues feel supported and valued is paramount to our corporate mission. Prudential's holistic approach to employee well-being recognizes that individual success may require support in other aspects of our employees' lives.

Programs that promote personal well-being include:

- On-site health clinics
- Dependent Care Expense Reimbursement & Dependent Care Flexible Spending Account
- Mothers at Work Program
- Prudential LifeSolutions for Behavioral Health Services
- Health Coaching

PUBLIC SERVICE ENTERPRISE GROUP (PSEG)



Corporate Governance – Board Oversight of Cybersecurity

Board Oversight of Cybersecurity

Cybersecurity is a critical component of our risk management program. The Board, the Audit Committee and senior management receive frequent reports on such topics as personnel and resources to monitor and address cybersecurity threats, technological advances in cybersecurity protection, rapidly evolving cybersecurity threats that may affect our Company and industry, cybersecurity incident response and applicable cybersecurity laws, regulations and standards as well as collaboration mechanisms with intelligence and enforcement agencies and industry groups to assure timely threat awareness and response coordination.

Our cybersecurity program is focused on the following areas:

- Governance.** The Cybersecurity Council, which is comprised of members of senior management, meets regularly to discuss emerging cybersecurity issues, maintenance of a corporate cybersecurity posture that sets annual improvement targets to approximately 30 metrics and publication of security practices. The Cybersecurity Council ensures that senior management and ultimately, the Board, is informed of all information required to exercise proper oversight over cybersecurity risks and that escalation procedures are followed to promptly inform senior management and the Board of significant cybersecurity incidents and risks.
- Cybersecurity Awareness.** Identifying and assessing cyber risks through partnerships with public and private entities and industry groups and disseminating electronic notices to, and conducting presentations for, company personnel.
- Training.** Providing annual cybersecurity training for all personnel with network access, as well as additional education for personnel with access to industrial control systems or customer information systems, and conducting phishing exercises. Regular cybersecurity education is also provided to our Board through management reports and presentations by external subject matter experts.
- Technical Safeguards.** Deploying measures to protect our network perimeter and internal Information Technology platforms, such as internal and external firewalls, network intrusion detection and prevention, penetration testing, vulnerability assessments, threat intelligence, anti-malware and access controls.
- Vendor Management.** Maintaining a risk-based vendor management program, including the development of robust security contractual provisions.
- Incident Response Plans.** Maintaining and updating incident response plans that address the life cycle of a cyber incident from a technical perspective (i.e., detection, response and recovery), as well as data breach response (with a focus on external communication and legal compliance); and testing those plans (both internally and through external exercises).
- Mobile Security.** Deploying controls to prevent loss of data through mobile device channels.

Human Capital Management

At PSEG, we know that our people are the most valuable source of energy powering our business. Our Board and its committees play a key role in the oversight of our talent management programs and culture initiatives. We strive to attract, develop and retain a high performing and diverse workforce and to foster a culture of collaboration, learning and comfort speaking up, where new ideas are welcome and all employees feel valued and enhance each other's performance.

Talent Management

CEO and Executive Succession Planning. The Board is committed to its oversight of our succession planning process to ensure there is a strong, sustainable and diverse leadership pipeline. At least semi-annually, the Board engages with management in a comprehensive talent review of executive performance and potential and executive succession and development plans. The Board reviews key organizational design plans, meets with executive succession candidates and emerging high potential talent and is kept informed of talent metrics inclusive of workforce diversity, retention rates and pay equity analyses. The Organization and Compensation Committee and Corporate Governance Committee also annually review the CEO's performance and make recommendations to the Board for approval.

Workforce Development. We firmly believe that strategic workforce planning and investments to develop and train our people are important to our success. We have a regular, disciplined workforce review process and link hiring plans and training needs to business objectives. We offer a People Strong curriculum, which is a suite of multi-media learning and development experiences tailored to enhancing employees' skills and enabling their growth. Technical training supports the workforce maintaining job

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REPUBLIC SERVICES, INC.



We developed our new 2030 goals through a comprehensive assessment that included an analysis of global trends, identification of business model dependencies and engagement with key stakeholders, including shareholders. This resulted in an ambitious platform that aligns with the United Nations' Sustainable Development Goals, which address critical global macro-trends. Notably, our greenhouse gas goal has been approved by the Science Based Targets Initiative.

Industry Leadership

We have been steadily building on our sustainability progress and performance. We were named to the North American and World Dow Jones Sustainability Indices ("DJSI") for a fourth consecutive year in 2019. We believe the DJSI is the gold standard for corporate sustainability. In addition, we were named to the CDP Climate A List, recognizing the Company's commitment to sustainability, including the new goals, increased disclosures and achievements. These achievements demonstrate our ability to connect financial performance with environmental and social performance, including addressing various risks and opportunities posed by climate change. The rankings also highlight Republic's leadership in corporate governance, environmental, social and financial aspects of sustainability. Finally, we released our fifth Sustainability Report in 2019, published our second annual SASB report and updated our GRI report to the latest standard. All of these reports are available on our website at RepublicServices.com/sustainability.

To view these reports and for more information about our Sustainability Platform and our new 2030 Sustainability Goals, visit RepublicServices.com/sustainability.

Human Capital Management

We believe our efforts around human capital management add long-term value to our business, differentiate us from our peers, and foster an inclusive culture for our employees. Building an engaged workforce starts at the top, and we have demonstrated a commitment to diversity through the people who guide our Company – seven of the 12 current members of our Board are women or diverse. Our Board and each committee plays a role in the active oversight of the Company's human capital management program. This is accomplished by focusing on seven key areas: safety, talent development programs, inclusion and diversity, community engagement, ethics and compliance, talent acquisition and onboarding, and employee wellness.

- Our **Board** receives annual updates and provides guidance on the Company's talent development programs and the pipeline of future leaders within our Company.
- Our **Sustainability & Corporate Responsibility Committee** engages in quarterly deep dives related to safety, employee wellness, inclusion and diversity, and community engagement.
- Our **Compensation Committee** receives quarterly updates related to our learning and talent development programs, which includes talent acquisition and onboarding, talent development, and talent assessment.
- Our **Audit Committee** receives quarterly updates on our ethics and compliance programs.
- Our **Governance Committee** ensures that we are seeking director candidates who will bring a diversity of background, experience and viewpoints to our Board.

Board Oversight of Human Capital Management

Our Board and committees are actively involved in overseeing the Company's human capital management program.

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ROSETTA STONE INC.



Initiatives Related to COVID-19

We recognize that COVID-19 is changing the way our employees work with each other and our customers, and are committed to ensuring these changes cause the least disruption to our learners. In response to recent school closures around the world and the growing need to adopt distance-learning solutions, Rosetta Stone has implemented the following:

- communications to districts and schools regarding best practices for remote learning;
- expanded access to our products for all of our existing K-12 customers through the end of the year, with no additional charge, to help them move to remote learning;
- Lexia Academy, which provides online implementation and training support for teachers, has been provisioned to help teachers implement our products with their students;
- three months of free language learning subscriptions for all elementary, middle and high school students worldwide;
- free unlimited language tutoring for all consumer subscribers through June 30, 2020; and
- upgrades, free of charge, for our "bronze" access level Enterprise customers to a "silver" access level to provide access to online tutoring.

For more information on these initiatives, please see the Investor Relations section of our website at <https://investors.rosettastone.com>.

Human Capital Initiatives

We recognize that our employees are our best asset and, as such, strive to implement policies, procedures and programs that will attract, motivate and retain highly skilled employees. Rosetta Stone offers a comprehensive and generous benefits program, which includes, depending on eligibility, the following:

- ✓ MEDICAL
- ✓ SUPPLEMENTAL MEDICAL
- ✓ EDUCATIONAL ASSISTANCE
- ✓ RETIREMENT (401K)
- ✓ PRODUCT ACCESS, DISCOUNTS & DONATIONS
- ✓ CAREGIVER SUPPORT
- ✓ DENTAL
- ✓ LIFE, DISABILITY & AD&D
- ✓ LEGAL INSURANCE
- ✓ COMMUTER BENEFITS
- ✓ EMPLOYEE ASSISTANCE PROGRAM
- ✓ PET INSURANCE
- ✓ VISION
- ✓ FSA/SA ACCOUNTS
- ✓ GENEROUS LEAVE & TIME OFF
- ✓ ADOPTION ASSISTANCE
- ✓ WELLNESS AND DISCOUNT PROGRAMS

Our employees are awarded compensation that is in line with those of our peers and the overall technology market. We have also developed various incentive programs to reward and recognize top talent across the Company. In addition to the Annual Incentive Program discussed under "Compensation Discussion and Analysis," such programs include our annual Circle of Excellence program for top sales performers within the Lexia Learning and E&E sales divisions, as well as monetary awards under our Sela program (awarded annually) and Rock Star Recognition program (awarded anytime). Performance-based equity compensation is also awarded pursuant to our 2019 Omnibus Incentive Plan for director-level employees and above to encourage stock ownership in the Company.

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SPIRIT REALTY CAPITAL, INC.



Key Initiatives at Spirit:

Human Capital Management At Spirit, we are "All One Team"	Environment Committed to reducing our environmental footprint and managing risk
<ul style="list-style-type: none"> Workplace Culture. Regularly conduct employee surveys and implement responsive corporate culture initiatives. Board invites employees to meet with directors to encourage open dialogue Diversity and Inclusion. Diversity is a priority in our hiring process, and we seek to cultivate an inclusive culture. We protect the rights of women and minorities Development and Training. Offer resources and training to our employees to position them for success Employee Wellness. Support employees' health and wellness by implementing numerous wellness initiatives Health & Safety. Encourage dialogue with our employees about their occupational health, safety, and environmental concern 	<ul style="list-style-type: none"> Energy Consumption. Use of automatic lighting control system and ENERGY STAR certified products at our headquarters Pre-Acquisition Diligence. When evaluating new investments, we consider environmental factors & risks, and obtain a site assessment Risk Mitigation. We include comprehensive environmental provisions in our leases and carry master environmental insurance coverage for every property we own Recycling. We recycle materials such as aluminum, paper and plastic Paper. Encourage paperless environment Water. Encourage employees to use reusable water bottles Investor Meetings. Use iPads instead of printing and mailing decks
Community Commitment to being a good corporate citizen	Ethics Our directors, officers and employees are subject to a Code of Business Ethics
<ul style="list-style-type: none"> Community Involvement. Support non-profit organizations and encourages employees to participate in volunteer activities Employee Gift Matching. Spirit will match charitable contributions made by our employees to eligible organizations 	<ul style="list-style-type: none"> Human Rights. Committed to protecting human rights Labor. Committed to compensating employees at competitive rates Anti-Corruption. Prohibit corruption in all of its forms Fair Living Wages. Commitment to providing a fair living wage for all of our employees

VOTING ITEMS AND ROADMAP

Proposals to be Voted on and Board Voting Recommendations

Proposal No.	Description	Board's Recommendation	Page
1	Election of director nominees named in this proxy statement	FOR each of the 9 nominees	69
2	Ratification of the appointment of the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2020	FOR	81
3	Advisory vote to approve Named Executive Officer compensation	FOR	82
4	Advisory proposal on the frequency (every year, every 2 years, or every 3 years) of future advisory votes to approve named executive compensation	EVERY YEAR	83

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TEGNA INC.



TEGNA

Proposal 1—Election of Directors: Social Capital

Additional key highlights from 2019 include the following:



Social Capital

Journalistic Integrity & Impactful Investigations

- TEGNA stations and our journalists take seriously our responsibility to be defenders of the First Amendment and strive to make an impact by being agents of change in the markets we serve.
- Our local journalists are empowered to seek out the stories that matter most to their audience and pursue investigations that expose wrongdoing while continuing to maintain the highest ethical standards.
- TEGNA won more national journalism awards in 2019 than any local broadcaster as a result of our innovative approach to content, impactful investigations and commitment to the communities we serve.

Corporate Giving

- The TEGNA Foundation Community Grants program made 225 grants totaling \$1.5 million.
- Grants are distributed within the United Nations Sustainable Development Goal framework, with the majority of 2019 grants supporting four major categories: Good Health and Well-Being, Quality Education, Zero Hunger, and No Poverty.
- TEGNA Foundation made 13 strategic Media Grants in 2019 to support press freedom, journalism ethics, and training for the next generation of diverse journalists.
- 2019 TEGNA Foundation Media Grantees:
 - American Bar Association Fund for Justice and Education
 - Asian American Journalist Association
 - The Carole Kneeland Project for Responsible Television Journalism
 - Investigative Reporters and Editors Inc.
 - National Association of Black Journalists
 - National Association of Broadcasters Education Foundation
 - National Association of Hispanic Journalists
 - Native American Journalists Association
 - Online News Association
 - The Poynter Institute for Media Studies
 - Rain Television Digital News Foundation
 - NGLJA: The Association of LGBTQ Journalists

Local Impact

- TEGNA stations helped raise more than \$100 million in 2019 in support of diverse local causes that address specific needs in the communities we serve.

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Human Capital

Diversity

- In 2019, for the third consecutive year, TEGNA was named as a Best Place to Work for LGBTQ+ Equality by the Human Rights Campaign. TEGNA received a perfect score of 100 in HRC's Corporate Equality Index.
- TEGNA was awarded the 2019 Microsoft Advertising Agency Award for Inclusive Culture & Marketing, in recognition of our strong commitment to inclusive practices both internally and in marketing campaigns.
- In 2019, minority and women-owned businesses were awarded 13% of TEGNA's spending on outside products and services (excluding programming spend and based on an analysis of our top 100 vendors).

Workforce Demographics

Women	People of Color		
	African American	Hispanic/Latino	Asian
Total Management	41.4%	5.6%	6.2%
Total Non-Management	48.0%	11.6%	9.7%
Total Tegna	47.0%	10.7%	9.2%

Professional Development & Employee Awards

- TEGNA has developed several initiatives to recognize, develop and reward talent, including Leadership Development, Executive Leadership and Mentoring programs.
- In 2019, four Innovation Summits were held with a cross-section of employees to develop new initiatives designed to meet the needs of today's news consumer.
- High-performing stations and employees were also celebrated and recognized at the TEGNA "Pinnacle Awards" ceremony.

Employee Match Program

- The TEGNA Foundation matched more than 1,000 employee charitable donations dollar for dollar, totaling more than \$500,000.

TERADATA CORPORATION



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.

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very important to the Board that our employees' reactions to the changes were closely monitored and their concerns addressed. In order to do that, the company implemented quarterly pulse surveys that all employees were encouraged to complete. As a result of enthusiastic executive sponsorship, the response rate to the surveys has been very high. The survey results are monitored by the Board, and conveyed to management on a group-by-group basis so they can address any concerns raised. To date, survey responses have reflected increased engagement and ownership by our employees, and we expect that trend to continue as the surveys are becoming a routine quarterly opportunity for employee interaction.

Human Capital Management

One of the most significant characteristics of Verizon's business is that customer needs and the technologies available to meet those needs are changing very rapidly. It is easy to forget that the first smartphone was introduced only a little over 12 years ago. In that time, not only have wireless communications capabilities advanced, but wireline communications have also transformed as customers have increasingly moved away from largely copper-based voice and limited data services to sophisticated fiber-based services.

These changes have affected, and will continue to affect, the roles and responsibilities of every one of our over 130,000 employees – from the engineer who needs to provide an enterprise customer with services over a software-defined network as opposed to a customized hardware-based network, to the retail representative who needs to keep abreast of the increasing capabilities of the newest phones and smart watches, to the customer service representative who is now asked to help troubleshoot questions about sophisticated network terminals in addition to simple copper telephone lines.

As a result of these challenges, at the Board's direction the company has conducted a comprehensive strategic review of its workforce skills and needs. The review identified the skills and capabilities necessary to implement the company's strategy into the future and any gaps that currently exist. Based on that review, we are engaged in a process to continue to evolve and optimize the skills of our workforce through reskilling and supplementing where necessary. In addition, in 2019 Verizon conducted a broad-based leadership training program that provided more than 30,000 employees with new skills necessary to develop individually and grow our businesses.

Compensation

Commencing in June 2019, the Board's Human Resources Committee undertook a holistic review of our incentive programs focusing on areas to preserve, strengthen and transform to ensure that our programs continue to reflect our compensation guiding principles, take into account input from many of our largest investors, and strengthen our pay for performance alignment in light of our new organizational structure. As a result of this review, the Human Resources Committee made the following key changes to the company's short-term incentive and long-term incentive programs commencing with the 2020 incentive plan awards:

Short-Term Incentive

- Replace EPS with operating income as a metric
- Introduce unit-specific financial and operational performance metrics for business unit employees
- Increase the weight of ESG factors to strengthen our corporate purpose and culture for corporate employees

Long-Term Incentive

- Incorporate EPS as a vesting metric for the performance stock unit (PSU) component of the annual long-term incentive awards to focus on long-term profitability and retain relative total shareholder return as a modifier to the PSU vesting percentage
- Pro-rate the vesting of future long-term incentive awards upon an involuntary termination of employment from the company without cause

Because these changes are effective for the awards granted in the 2020 compensation year, these changes will be discussed in more detail in the Compensation Discussion & Analysis included in next year's proxy statement.

Conclusion

In 2019, Verizon established the foundation for our future. Thank you for the confidence you have shown as shareholders of the company. It is a privilege to serve you as Directors of Verizon and to have the opportunity to help lead this great company.

Sincerely,
Hans Vestberg
Chairman and Chief Executive Officer
Clarence Otis, Jr.
Independent Lead Director



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



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



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.

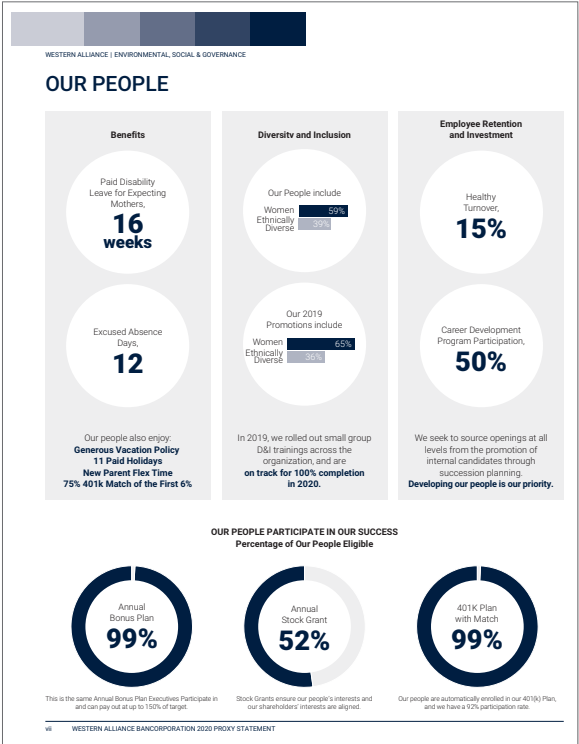
Our Board and Human Resources Committee are overseeing our culture efforts and receive reporting from management on our progress. The Human Resources Committee also oversees our performance management and compensation programs and how those align with our desired culture. More information about those 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.





In Macau and across the Greater Bay Area (the region encompassing Macau, Hong Kong and southern Guangdong Province), we strive to drive reinvestment in our community, encourage volunteerism, and promote responsible gaming through our Wynn Care program. Since launching this program in Macau, we have centralized our community-focused initiatives under one umbrella and meaningfully increased our involvement in various volunteer activities and community events in Macau, the Greater Bay Area, and beyond. We are also fully committed to the sustainable development of Macau and endeavor to provide our guests with a premium experience while remaining environmentally conscious by monitoring and reducing inefficient consumption and embracing technologies that help us to responsibly use our resources. In addition, we provide our employees in Macau with numerous professional development and training opportunities to elevate core and leadership skills.

Our people

HUMAN CAPITAL MANAGEMENT

HUMAN CAPITAL MANAGEMENT

Our core philosophy that "Only People Can Make People Happy" has resulted in a culture focused on the engagement and happiness of our employees. In 2019, our Las Vegas resort was recognized as a certified "Great Workplace" by the independent analysts at Great Place to Work, the global authority on evaluating corporate culture and employee fulfillment. The certification is based entirely on anonymous feedback from an extensive employee survey.

We are committed to each of our approximately 30,000 employees. We lead the industry in employee retention because we provide exceptional benefits, are committed to diversity and inclusion, and create opportunities for advancement through extensive educational programs.

**2019 Best
Employer for Diversity
by Forbes Magazine⁽¹⁾**



**2019 Great
Workplace by
Great Places to Work®(2)**



**Low Voluntary
Employee Turnover**
North America: 17%⁽³⁾
Macau: 10%

**Over 15,000 Hours
of Leadership
Development
in North America**

EMPLOYEE BENEFITS

EMPLOYEE BENEFITS

Contributing to our motivated workforce is a collection of employee programs and benefits that are the envy of our industry. We continue our work on pay and promotion equity, making changes as we find discrepancies. Some of our most popular benefits are voluntary ones such as home or even pet insurance. Each employee with a newborn is eligible for a \$250 perfect start award and our Paid Parental Leave program is among the most generous programs in Las Vegas, as is our employee and family scholarship programs, both in North America and in Macau.

© This award recognizes the top employers in the United States for their commitment to diversity and workplace culture. Wynn Resorts was one of only 13 hotel companies to be recognized in these categories.

© Wynn Las Vegas/Encore. Great Places to Work is the global authority on evaluating corporate culture and employee fulfillment and selection is determined by independent analysis of employee surveys. Wynn Las Vegas/Encore is the only casino identified as a Great Workplace.

⁽¹⁸⁾ Our employee turnover in North America is significantly lower than the industry average of 22%.



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



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.)



Labor: Balanced Workforce/Diversity

Goal	2010 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%

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.



Learn about DFIN's end-to-end risk and compliance solutions.

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